

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	RELEASE BY SECURED PARTY

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Bank of New York Trust Company, N.A.		12/31/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	TB Wood's Enterprises, Inc.
<b>Street Address:</b>	1011 Centre Road
<b>Internal Address:</b>	Suite 322
<b>City:</b>	Wilmington
<b>State/Country:</b>	DELAWARE
<b>Postal Code:</b>	19805
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Serial Number:	75280015	E-FLOW
Serial Number:	73491494	E-TRAC
Serial Number:	75273178	E-TROL+PLUS
Serial Number:	75272935	IMD
Serial Number:	78329999	PDA-TRAC
Serial Number:	78052072	PETRO-TRAC
Serial Number:	75272936	S-TRAC
Serial Number:	74104389	SUPERSTART
Serial Number:	72300318	ULTRACON
Serial Number:	75273179	ULTRACON II
Serial Number:	75559570	ULTRA-HELIX
Serial Number:	78306778	WIN-TRAC

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CORRESPONDENCE DATA

Fax Number: (248)203-0763  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (248) 203-0822  
Email: ipmail@dykema.com  
Correspondent Name: William F. Kolakowski III  
Address Line 1: 39577 Woodward Avenue  
Address Line 2: Suite 300  
Address Line 4: Bloomfield Hills, MICHIGAN 48304

ATTORNEY DOCKET NUMBER:	065516-0001
NAME OF SUBMITTER:	William F. Kolakowski III
Signature:	/William F. Kolakowski III/
Date:	12/31/2007

Total Attachments: 4  
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**LIMITED RELEASE OF SECURITY INTEREST IN TRADEMARKS (THIRD LIEN)**

THIS LIMITED RELEASE OF SECURITY INTEREST IN TRADEMARKS, dated as of December 31, 2007 (this "Limited Release"), is made by The Bank of New York Trust Company, N.A., (a) in its capacity as trustee and collateral agent (in such capacity, the "Agent"), for itself and for the holders of certain Notes (the "Noteholders") pursuant to that certain Indenture, dated as of November 30, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Indenture"), by and among Altra Industrial Motion, Inc. and its subsidiaries party thereto (collectively, the "Grantors") and the Agent, (b) in its capacity as trustee and collateral agent under that certain Security Agreement, dated as of November 30, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), among the Grantors and the Agent, and (c) in its capacity as trustee and collateral agent under that certain Trademark Security Agreement, dated as of April 5, 2007 (as amended, restated, supplemented or otherwise modified from time to time and filed with the U.S. Patent and Trademark Office on April 13, 2007 (application number, 900074391A), the "Trademark Security Agreement"), among the Grantors and the Agent.

WITNESSETH:

WHEREAS, pursuant to the Indenture, the Security Agreement and the Trademark Security Agreement, the Grantors granted to the Agent a security interest in certain of the Grantors' trademarks, including the trademarks set forth on Schedule 1 hereto, including the registrations and pending applications therefore and goodwill of the Grantors' business symbolized thereby (collectively, the "Applicable Trademark Collateral"); and

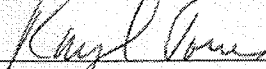
WHEREAS, the Agent wishes to evidence the release of all its security interest in, to and under the Applicable Trademark Collateral set forth on Schedule 1 hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Agent does hereby release all of its security interest in, to and under the Applicable Trademark Collateral set forth on Schedule 1 hereto, and discharges, quit claims and relinquishes (in each case without recourse and without any representation or warranty) any and all right, title and interest it has in, to and under the Applicable Trademark Collateral set forth on Schedule 1 hereto (it being understood and agreed that other than the Applicable Trademark Collateral set forth on Schedule 1 hereto, the Agent and the Lenders have not released their security interest in, to and under any other Trademarks covered by the Security Agreement and the Trademark Security Agreement, and the Agent and the Lenders continue to have a perfected security in, to and under all such other Trademarks covered by the Security Agreement and the Trademark Security Agreement).

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IN WITNESS WHEREOF, the Agent has caused this Limited Release to be duly executed and delivered by its officer thereunto duly authorized as of the day and year first above written.

**THE BANK OF NEW YORK TRUST  
COMPANY, N.A.**, in its capacities as  
Collateral Agent and Trustee under the  
Indenture (and not individually)

By:   
Name: Raymond Torres  
Title: Assistant Vice President

[SIGNATURE PAGE OF THIRD LIEN LIMITED TRADEMARK RELEASE]

660233

**TRADEMARK  
REEL: 003687 FRAME: 0020**

SCHEDULE I  
Trademark Registrations/Applications

Grantor	Country	Mark	Application/ Registration No.	App/Reg Date
TB Wood's Enterprises, Inc.	United States	E-FLOW	75/280,015/ 2,169,361	4/23/1997/ 6/30/1998
TB Wood's Enterprises, Inc.	United States	E-trAC (Stylized)	73/491,494/ 1,333,061	7/24/1984/ 4/30/1985
TB Wood's Enterprises, Inc.	United States	E-TROL+PLUS	75/273,178/ 2,156,683	4/11/1997/ 5/12/1998
TB Wood's Enterprises, Inc.	United States	IMD	75/272,935/ 2,261,432	4/11/1997/ 7/13/1999
TB Wood's Enterprises, Inc.	United States	PDA-TRAC	78/329,999 2,986,366	11/19/2003/ 8/16/2005
TB Wood's Enterprises, Inc.	United States	PETRO-TRAC	78/052,072/ 2,641,082	3/8/2001/ 10/22/2002
TB Wood's Enterprises, Inc.	United States	S-TRAC	75/272,936/ 2,257,668	4/11/1997/ 6/29/1999
TB Wood's Enterprises, Inc.	United States	SUPERSTART	74/104,389/ 1,686,040	10/9/1990/ 5/12/1992
TB Wood's Enterprises, Inc.	United States	ULTRACON	72/300,318/ 862,655	6/13/1968/ 12/31/1968
TB Wood's Enterprises, Inc.	United States	ULTRACON II	75/273,179/ 2,150,835	4/11/1997/ 4/14/1998
TB Wood's Enterprises, Inc.	United States	ULTRA-HELIX	75/559,570/ 2,351,349	9/25/1998/ 5/23/2000
TB Wood's Enterprises, Inc.	United States	WIN-TRAC	78/306,778/ 2,961,309	9/29/2003/ 6/7/2005

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