

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	PARTIAL RELEASE OF AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CIT Capital USA Inc.		04/16/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Motorwheel Commercial Vehicle Systems, Inc.
Street Address:	c/o Precision Partners Holding Company
Internal Address:	3300 Oakton Street
City:	Skokie
State/Country:	ILLINOIS
Postal Code:	60076
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2823924	CENTRIFUSE LITE
Registration Number:	2906812	CENTRIFUSE
Registration Number:	1524390	MOTOR WHEEL
Serial Number:	85319975	INTRA-CAST
Serial Number:	77448204	CENTRISET

CORRESPONDENCE DATA

Fax Number: 212593595
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-756-2132
 Email: scott.kareff@srz.com
 Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP
 Address Line 1: 919 Third Avenue
 Address Line 2: 22nd Floor

CH \$140.00 2823924

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 057908-0002

NAME OF SUBMITTER: Scott Kareff (057908-0002)

Signature: /Scott Kareff/

Date: 04/16/2012

Total Attachments: 3

source=Trademark and Patent Partial Release for Motorwheel Commercial Vehicle Systems, Inc#page1.tif

source=Trademark and Patent Partial Release for Motorwheel Commercial Vehicle Systems, Inc#page2.tif

source=Trademark and Patent Partial Release for Motorwheel Commercial Vehicle Systems, Inc#page3.tif

PARTIAL RELEASE OF AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS PARTIAL RELEASE OF AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "Partial Release"), is dated as of April 16, 2012 and made by CIT CAPITAL USA INC. (the "Administrative Agent") to MOTORWHEEL COMMERCIAL VEHICLE SYSTEMS, INC., a Delaware corporation ("Motorwheel").

WHEREAS, pursuant to that certain Amended and Restated Intellectual Property Security Agreement dated as of June 30, 2010, entered into by Motorwheel and the other grantors party thereto (collectively, the "Grantors") in favor of the Administrative Agent (the "IP Security Agreement"), a security interest was granted by the Grantors to the Administrative Agent in certain collateral, including the Released Intellectual Property (as hereinafter defined);

WHEREAS, the IP Security Agreement was recorded with the United States Patent and Trademark Office on July 2, 2010 at Reel 004236 and Frame 0180; and

WHEREAS, the Administrative Agent now desires to release Motorwheel from the IP Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Partial Release, the Administrative Agent hereby states as follows:

1. Definitions. The term "Released Intellectual Property," as used herein, shall mean all of Motorwheel's right, title and interest of every kind and nature as of the date hereof in the intellectual property listed on Schedule A hereto.

2. Release of Security Interest. The Administrative Agent hereby releases Motorwheel from the IP Security Agreement and releases its security interest in the Released Intellectual Property, and reassigns to the person or persons legally entitled thereto all right, title and interest of the Administrative Agent in the Released Intellectual Property.

[remainder of page intentionally blank]

IN WITNESS WHEREOF, the Administrative Agent has caused this Partial Release to be executed by its duly authorized officer as of the date first written above.

CIT CAPITAL USA, INC.,

By: 

Name: **Terry Parco**

Title: **Managing Director**

Signature Page to Partial Release of Amended and Restated Intellectual Property Security Agreement

TRADEMARK
REEL: 004757 FRAME: 0984

Schedule A

Patents

Patent	Current Entity	Country	Application Number	Application Date	Patent Number	Issue Date
Method of Making a Brake Drum Ring	Motorwheel Commercial Vehicle Systems, Inc.	United States	09,364,781	07/30/1999	6,148,498	11/21/00
Composite Brake Drum with Improved Locating Means for Reinforcement Assembly	Motorwheel Commercial Vehicle Systems, Inc.	Mexico			Mexico, 182954	
Gray Iron Composition and Brake Components Formed Thereof	Motorwheel Commercial Vehicle Systems, Inc.	United States	08,992,781	12/17/1997	5,948,353	09/07/1999
Gray Iron Composition and Brake Components Formed Thereof	Motorwheel Commercial Vehicle Systems, Inc.	Mexico			Mexico, 208382	
Composite Brake Drum	Motorwheel Commercial Vehicle Systems, Inc.	United States	09,222,211	12/29/1998	6,241,056	06/05/2001
Gray Iron Composition and Brake Components Formed Thereof	Motorwheel Commercial Vehicle Systems, Inc.	Canada			2,275,441	11/13/2007
Composite Brake Drum Having a Balancing Skirt	Motorwheel Commercial Vehicle Systems, Inc.	United States	09,222,511	12/29/1998	6,206,150	03/27/2001

Trademarks

Mark	Current Entity	Country	Application Number	Filing Date	Registration Number	Registration Date
CENTRIFUSE LITE (word only)	Motorwheel Commercial Vehicle Systems, Inc.	United States	76,431,976	07/15/2002	2,823,924	03/16/2004
CENTRIFUSE (block letters)	Motorwheel Commercial Vehicle Systems, Inc.	United States	78,336,210	12/04/2003	2,906,812	11/30/2004
MOTOR WHEELS (word only)	Motorwheel Commercial Vehicle Systems, Inc.	United States	73,687,943	10/05/1987	1,524,390	02/14/1989
INTRA-CAST	Motorwheel Commercial Vehicle Systems, Inc.	United States			85319975	05/13/11
CENTRISET	Motorwheel Commercial Vehicle Systems, Inc.	United States	77/448,208	04/15/08		

A/74844202.4