

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM384451

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
JPMorgan Chase Bank, N.A.		05/04/2016	National Banking Association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Affinia Group Inc.		
<b>Street Address:</b>	1101 Technology Drive		
<b>City:</b>	Ann Arbor		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	48108		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 11</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1288661	VERA	
<b>Registration Number:</b>	1681113	MCQUAY-NORRIS	
<b>Registration Number:</b>	2489600	PROFESSIONAL GRADE CHASSIS	
<b>Registration Number:</b>	3270579	ADVANCED TECHNOLOGY	
<b>Registration Number:</b>	3289238	PROFESSIONAL GRADE	
<b>Registration Number:</b>	3299936	SERVICE GRADE	
<b>Registration Number:</b>	3309125	QOA	
<b>Registration Number:</b>	4032358	AFFINIA	
<b>Registration Number:</b>	4138420	WORLD SMART	
<b>Registration Number:</b>	4233494	A AFFINIA	
<b>Registration Number:</b>	4233502	A	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2125415369		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	212-408-1156		
<b>Email:</b>	patents@chadbourn.com		
<b>Correspondent Name:</b>	Jacob P. Martinez		
<b>Address Line 1:</b>	1301 Avenue of the Americas		

CH \$290.00 1288661

**Address Line 2:** c/o Chadbourne & Parke LLP  
**Address Line 4:** New York, NEW YORK 10019

**ATTORNEY DOCKET NUMBER:** 22988.005

**NAME OF SUBMITTER:** Jacob P. Martinez

**SIGNATURE:** /Jacob P. Martinez/

**DATE SIGNED:** 05/16/2016

**Total Attachments: 4**

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TERMINATION AND RELEASE OF TRADEMARK SECURITY INTEREST, dated as of May 4, 2016 (this “Release”), by JPMORGAN CHASE BANK, N.A., as Administrative Agent under the Credit Agreement (as defined below), in favor of the Grantor. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Credit Agreement, the Collateral Agreement or the Trademark Security Agreement, as applicable, referred to below.

Reference is made to (i) the Credit Agreement dated as of April 25, 2013 (as amended, restated, supplemented or otherwise modified prior to the date hereof, the “Credit Agreement”), among Affinia Group Intermediate Holdings Inc. (“Holdings”), Affinia Group Inc., a Delaware corporation (the “Borrower”), the Lenders from time to time party thereto (the “Lenders”) and JPMorgan Chase Bank, N.A., as Administrative Agent (the “Administrative Agent”), (ii) the Guarantee and Collateral Agreement dated as of April 25, 2013 (as amended, restated, supplemented or otherwise modified prior to the date hereof, the “Collateral Agreement”), among Holdings, the Borrower, the Subsidiary Loan Parties party thereto and the Administrative Agent, and (iii) the Trademark Security Agreement dated as of April 25, 2013 (the “Trademark Security Agreement”), between the Borrower (in such capacity, the “Grantor”) and the Administrative Agent (clauses (ii) and (iii) collectively, the “Security Agreements”).

WHEREAS, pursuant to the Security Agreements, the Grantor granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in all of the Grantor’s right, title and interest in, among other things, any and all Trademarks owned by the Grantor, including those set forth on Schedule A hereto (collectively, the “Trademarks”), which security interests were recorded with the United States Patent and Trademark Office on May 22, 2013 on Reel 5032, Frame 0902.

WHEREAS, in connection with the Payoff Letter dated as of April 26, 2016 between the Borrower and the Administrative Agent, the Borrower has informed the Administrative Agent of its desire that the Administrative Agent, on behalf of the Secured Parties, release all right, title and interest granted to it, for the benefit of the Secured Parties, under the Security Agreements in and to the Trademarks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Administrative Agent hereby terminates, cancels and releases any and all security interests it has pursuant to the Security Agreements in and against the Trademarks.


The execution and delivery of this Release and the performance of any actions by the Administrative Agent in accordance with this Release are made without representation or warranty by, or recourse to, the Administrative Agent or any other Secured Party.

THIS RELEASE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK AND SHALL BE BINDING UPON THE ADMINISTRATIVE AGENT'S REPRESENTATIVES, SUCCESSORS, ASSIGNS AND TRANSFEREES.

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IN WITNESS WHEREOF, the Administrative Agent has caused this Release to be duly executed as of the day and year first above written.

JPMORGAN CHASE BANK, N.A., as  
Administrative Agent,

By  \_\_\_\_\_  
Name: Robert P. Kellas  
Title: Executive Director

[Signature Page -- Termination and Release of Trademark Security Interest]

[[386396]]

**TRADEMARK**  
**REEL: 005794 FRAME: 0076**

SCHEDULE A

TRADEMARK/TRADE NAMES OWNED BY AFFINIA GROUP INC.

*U.S. Trademark Registrations*

<u>Mark</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
VERA	08/07/1984	1,288,661
MCQUAY-NORRIS	03/31/1992	1,681,113
PROFESSIONAL GRADE CHASSIS	09/11/2001	2,489,600
ADVANCED TECHNOLOGY	07/24/2007	3,270,579
PROFESSIONAL GRADE	09/04/2007	3,289,238
SERVICE GRADE	09/25/2008	3,299,936
QOA	10/09/2007	3,309,125
AFFINIA	09/27/2011	4,032,358
WORLD SMART	05/08/2012	4,138,420
AFFINIA & Design	10/30/2012	4,233,494
A (stylized)	10/30/2012	4,233,502

*U.S. Trademark Applications*

None.

*State Trademark Registrations*

None.

*Trade Names*

None.