

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Banca Nazionale Del Lavoro S.p.a		12/13/2010	JOINT STOCK COMPANY: ITALY
Cadogan Square Clo B.V.		12/13/2010	LIMITED LIABILITY COMPANY: NETHERLANDS
Citibank N.A. - Milan		12/13/2010	National Association: UNITED STATES
Eaton Vance Short Duration Diversified Income Fund		12/13/2010	Income Fund: UNITED STATES
Efibanca S.P.A.		12/13/2010	JOINT STOCK COMPANY: ITALY
Interbanca S.p.A.		12/13/2010	JOINT STOCK COMPANY: ITALY
JPMorgan Chase Bank N.A., Milan Branch		12/13/2010	National Association: UNITED STATES
The Royal Bank of Scotland Plc		12/13/2010	Professional Limited Company: UNITED STATES
J.P. Morgan Europe Limited		12/13/2010	LIMITED LIABILITY COMPANY: UNITED STATES
JPMorgan Chase Bank N.A.		12/13/2010	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	DAYCO EUROPE S.r.l
Street Address:	Via Papa Leone XIII, 45 Frazione Chieti Scalo
City:	Chieti
State/Country:	ITALY
Entity Type:	LIMITED LIABILITY COMPANY: ITALY

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	0873792	ISORAN

OP \$65.00 0873792

900184509

**TRADEMARK
 REEL: 004482 FRAME: 0087**

Registration Number:

0873791

ISORAN

CORRESPONDENCE DATA

Fax Number: (801)328-1707

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 801-533-9800

Email: lpotter@wnlaw.com

Correspondent Name: Workman Nydegger

Address Line 1: 60 E. South Temple

Address Line 2: 1000 Eagle Gate Tower

Address Line 4: Salt Lake City, UTAH 84111

ATTORNEY DOCKET NUMBER:

17995.84

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Marcus S. Simon

Signature:

/Marcus S. Simon, Reg.# 50258/

Date:

02/17/2011

Total Attachments: 32

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REP. N. 114725 ----- RACC. N. 27289 -----

----- **DEPOSITO IN ATTO PUBBLICO** -----

----- REPUBBLICA ITALIANA -----

L'anno duemiladieci. -----

Il giorno ventotto del mese di dicembre. -----

----- (28/12/2010) -----

In Torino, nel mio studio, in corso Duca degli Abruzzi n. 16. -----

Avanti me Caterina BIMA, notaio in Torino, iscritto presso il Collegio Notarile dei Distretti Riuniti di Torino e Pinerolo, -----

----- E' PRESENTE IL SIGNOR: -----

- TRANCHINI Giuseppe, nato a Bari (BA) il 14 marzo 1958, domiciliato, per la carica, in Chieti (CH), frazione Scalo, via Papa Leone XIII n. 45, il quale interviene al presente atto in qualità di Consigliere Delegato della Società: -----

"**DAYCO EUROPE S.r.l.**" con unico socio, con sede in Chieti (CH), frazione Scalo, via Papa Leone XIII n. 45, capitale sociale di euro 84.000.000,00 (ottantaquattromilioni) interamente versato, codice fiscale e numero di iscrizione del Registro delle Imprese di Chieti 00703890673. -----

Detto comparente, della cui identità personale io notaio sono certo, mi richiede di ricevere in deposito nei miei atti per ogni effetto e conseguenza di legge, l'atto di assenso alla cancellazione di pegno su diritti di proprietà industriale della società "DAYCO EUROPE S.r.l.", con unico socio, documento redatto in lingua italiana, autenticato dal notaio SAVILLE Richard John di Londra in data 13 (tredici) dicembre 2010 (duemiladieci), munito di Apostille della Convenzione de L'Aia in data 15 (quindici) dicembre 2010 (duemiladieci) redatta in lingua inglese. -----

Aderendo io notaio a tale richiesta, ritiro il documento suddetto onde curarne le occorrenti formalità presso i competenti uffici italiani, documento che, previa vidimazione, allego al presente atto sotto la lettera "A", mentre la traduzione in lingua italiana dell'Apostille della Convenzione de L'Aia in lingua inglese si allega al presente atto sotto la lettera "B", omessa la lettura di detti allegati, ad istanza del comparente. -----

Richiesto io notaio ho ricevuto il presente atto, che ho letto al comparente che l'approva. -----

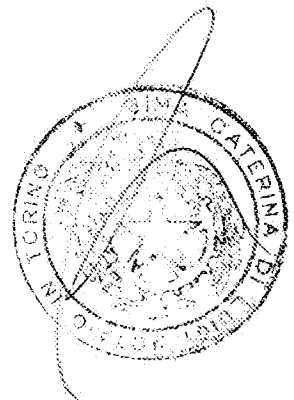
Scritto in parte da persona di mia fiducia ed in parte da me su un foglio, di cui occupa una pagina e parte della seconda e viene sottoscritto alle ore tredici e cinquanta minuti. -----

In originale firmato: -----

Giuseppe TRANCHINI -----

Caterina BIMA - Notaio -----

11/01/2011
S17



TRADEMARK

REEL: 004482 FRAME: 0090

SAVILLE & CO

NOTARIES

One Carey Lane
London EC2V 8AE
Telephone: +44 (0)20 7920 0000
Facsimile: +44 (0)20 7920 0088
www.savillenotaries.com
rmail@savillenotaries.com

Richard Saville
Sophie Milburn
Nicholas Thompson

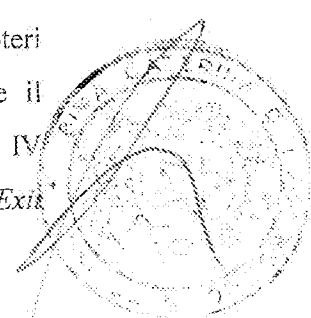
Io sottoscritto RICHARD JOHN SAVILLE nella Città di Londra, Inghilterra, notaio pubblico per regia autorità debitamente ammesso e giurato con il presente CERTIFICO ED ATTESTO:

CHE il Signor IAN ROBERT LYALL, della cui identità personale ed autorità io notaio sono certo, agendo non in proprio ma nella sua veste di *managing director* debitamente autorizzato della società denominata J.P. MORGAN EUROPE LIMITED con sede sociale in Londra, Inghilterra (il "*Rappresentante Comune*"), ha oggi firmato l'atto di assenso alla cancellazione di pegno su diritti di proprietà industriale qui allegato alla mia presenza in Londra, Inghilterra, e che la firma sottoscritta allo stesso è del suo proprio pugno e scrittura:

DICHIARO INOLTRE che la società denominata J.P. MORGAN EUROPE LIMITED, interviene alla sottoscrizione della presente costituzione, per sé ed in qualità di rappresentante comune e mandatario con rappresentanza dei Creditori Garantiti, così come di seguito elencati, in virtù dei poteri conferiti nel Contratto di Finanziamento Restructuring e il Contratto di Finanziamento Exit tra le Parti e Mark IV Industries, Inc. ("*Credit and Guarantee Agreement*" e "*Exit Credit Agreement*") entrambi datati 13 Novembre 2009:

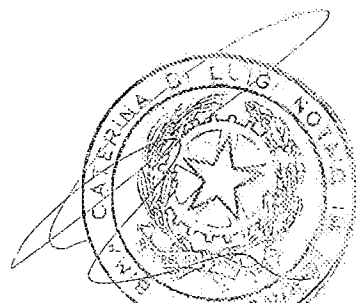
PARTE I (CONTRATTO DI FINANZIAMENTO RESTRUCTURING)

1. **BANCA NAZIONALE DEL LAVORO S.P.A.**,
con sede in Corso Vittorio Emanuele 148, 65121 Pescara,
Italia



2. CADOGAN SQUARE CLO B.V.,
con sede in 17 Columbus Courtyard, E14 4DA Londra,
Regno Unito;
3. CITIBANK N.A. - MILANO,
con sede in Foro Buonaparte 16, 20121 Milano, Italia;
4. EATON VANCE SHORT DURATION DIVERSIFIED
INCOME FUND,
con sede in 2 International Place, 9th Floor, 02110 Boston,
Stati Uniti d'America;
5. ENIBANCA S.P.A.,
con sede in Via Boncompagni 71, 00187 Roma, Italia
6. INTERBANCA S.P.A.,
con sede in Corso Venezia 56, 20121 Milano, Italia;
7. JPMORGAN CHASE BANK N.A., MILAN BRANCH,
con sede in via Catena 4, 20121 Milano, Italia;
8. THE ROYAL BANK OF SCOTLAND PLC,
con sede in 600 Washington Boulevard, 06901 Stamford,
Stati Uniti d'America;
9. J.P. MORGAN EUROPE LIMITED,
con sede in 125 London Wall, EC2Y5AJ Londra,
Inghilterra
10. JPMORGAN CHASE BANK, N.A.,
con sede in 270 Park Avenue, New York, NY 10017, Stati
Uniti d'America

Handwritten signature



PARTE II (CONTRATTO DI FINANZIAMENTO EXIT)

11. J.P. MORGAN EUROPE LIMITED,

con sede in 125 London Wall, EC2Y5AJ London, England;

12. JPMORGAN CHASE BANK, N.A.,

con sede in 270 Park Avenue, New York, NY 10017;

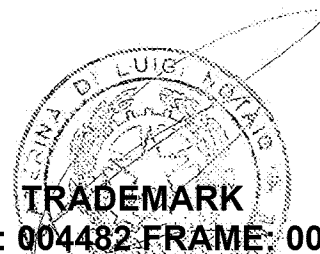
13. JPMORGAN CHASE BANK, N.A., TORONTO
BRANCH,

con sede in 200 Bay Street, Suite 1800 Royal Bank Plaza,
18th Floor, Toronto, Ontario.

IN FEDE E TESTIMONIANZA DI CHE io, notaio, ho
sottoscritto la mia firma ed apposto il mio sigillo notarile a
Londra suddetta, addì tredici dicembre duemiladieci.

A. S. Miller

Quadrini



TRADEMARK

REEL: 004482 FRAME: 0093

APOSTILLE

(Hague Convention of 5 October 1961 / Convention de La Haye du 5 octobre 1961)

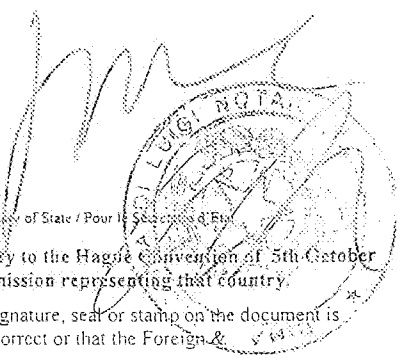
UNITED KINGDOM OF GREAT BRITAIN AND NORTHERN IRELAND

- 1. Country: United Kingdom of Great Britain and Northern Ireland
Pays: Royaume-Uni de Grande-Bretagne et d'Irlande du Nord
This public document / Le présent acte public
- 2. Has been signed by Richard John Saville
a été signé par
- 3. Acting in the capacity of Notary Public
agissant en qualité de
- 4. Bears the seal/stamp of The Said Notary Public
est revêtu du sceau/timbre de
- 5. at London/à Londres
- 6. Certified/Attesté
the/le 15 December 2010
- 7. by Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs /
par le Secrétaire d'Etat Principal de Sa Majesté aux Affaires Etrangères et du Commonwealth
- 8. Number/sous No 1722535
- 9. Stamp
- 10. Signature: J. Casey

Richard John Saville



For the Secretary of State / Pour le Secrétaire d'Etat



If this document is to be used in a country which is not party to the Hague Convention of 5th October 1961, it should be presented to the consular section of the mission representing that country.

An apostille or legalisation certificate only confirms that the signature, seal or stamp on the document is genuine. It does not mean that the content of the document is correct or that the Foreign & Commonwealth Office approves of the content.

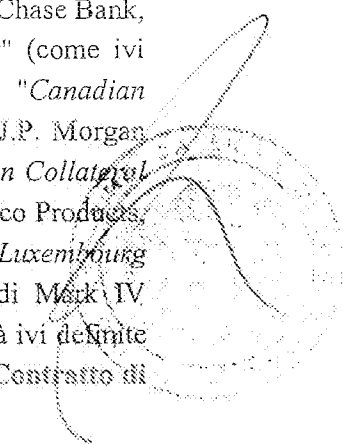
**ATTO DI ASSENSO ALLA CANCELLAZIONE DI PEGNO SU DIRITTI DI
PROPRIETA' INDUSTRIALE**

J.P. MORGAN EUROPE LIMITED, società costituita in Inghilterra, con sede in London Wall n. 125, EC2Y5AJ Londra, Inghilterra, in persona di Ian Lyall, nato a Edimburgo, Regno Unito, il 24 febbraio 1951 e residente a Londra, Inghilterra, passaporto numero 800212709 (il "Rappresentante Comune"), la quale società interviene alla sottoscrizione del presente atto di assenso alla cancellazione di pegno su diritti di proprietà industriale (di seguito l'"Atto di Rilascio") per sé ed altresì in rappresentanza dei creditori garantiti elencati all'Allegato A (*Lista dei Creditori Garantiti*) al presente atto (i "Creditori Garantiti") in virtù del mandato di cui all'articolo 10 (*Rappresentante Comune dei Creditori Garantiti*) dell'Atto di Pegno (come di seguito definito)

PREMESSO CHE

- (A) In data 13 novembre 2009, è stato sottoscritto un contratto di finanziamento denominato "Credit and Guarantee Agreement" tra, *inter alia*, JPMorgan Chase Bank, N.A., quale "Administrative Agent" e "US Collateral Agent", J.P. Morgan Europe Limited, quale "European Administrative Agent" e "European Collateral Agent" (come ivi definiti) e, *inter alia*, Mark IV, LLC ("Parent") e Mark IV Global Holding Corp., ("Holdings"), Mark IV Industries, Inc. ("Mark IV"), Dayco Products, LLC, in qualità di "US Borrower", Dayco Europe S.r.l., quale "Italian Borrower" e ciascuna delle società ivi definite quali "domestic Subsidiaries" dirette o indirette della Parent (di seguito, il "Contratto di Finanziamento Restructuring").
- (B) In data 13 novembre 2009, è stato sottoscritto un contratto di finanziamento denominato "\$ 145,000,000 Credit and Guarantee Agreement" tra, *inter alia*, JPMorgan Chase Bank, N.A., anche in qualità di "Administrative Agent" e "US Collateral Agent" (come ivi definiti), JPMorgan Chase Bank N.A., Filiale di Toronto, quale "Canadian Administrative Agent" e "Canadian Collateral Agent" (come ivi definiti), J.P. Morgan Europe Limited, in qualità di "European Administrative Agent" e "European Collateral Agent" (come ivi definiti) e, *inter alia*, la Parent, le Holdings, Mark IV, Dayco Products, LLC, in qualità di "US Borrower", Mark IV Luxembourg S.à.r.l. quale "Luxembourg Borrower", Dayco Canada Corp. (quale successore a titolo universale di Mark IV Industries Corp.) in qualità di "Canadian Borrower" e ciascuna delle società ivi definite quali "domestic Subsidiaries" dirette o indirette della Parent (di seguito, il "Contratto di Finanziamento Exit").
- (C) In relazione al Contratto di Finanziamento Exit, in data 13 novembre 2009, il Costituente (come *infra* definito), ha concesso una garanzia di diritto dello Stato di New York, denominata "Guarantee" a favore del Rappresentante Comune, in qualità di "European Administrative Agent" ai sensi del Contratto di Finanziamento Exit, che agisce anche in nome e per conto delle "Secured Parties" (come ivi definite) (la "Garanzia Exit").
- (D) In data 13 novembre 2009 è stato sottoscritto a Londra un contratto per la costituzione di pegno su diritti di proprietà industriale denominato "Costituzione di Pegno su Diritti di Proprietà Industriale di Dayco Europe S.r.l." ("Atto di Pegno") autenticato nelle forme dal Dott. Richard John Saville, Notaio in Londra, depositato in atti presso il Notaio

Quadrini



Caterina Bima, repertorio n. 109479, raccolta n. 25489, ai sensi del quale Dayco Europe S.r.l., società con unico socio costituita in Italia, con sede legale in Chieti (CH), via Papa Leone XIII, 45, capitale sociale di Euro 84.000.000,00, interamente versato, codice fiscale e numero d'iscrizione nel registro delle Imprese di Chieti 00703890673 (il "Costituente"), ha costituito in pegno, congiuntamente e *pro-indiviso* a favore dei Creditori Garantiti (come definiti nell'Atto di Pegno) ed a garanzia dei Crediti Garantiti (anch'essi come ivi definiti), alcuni marchi d'impresa e brevetti per invenzioni industriali ivi definiti quali Titoli di Proprietà Industriale e meglio indicati nell'Allegato C (*Elenco dei Titoli di Proprietà Industriale*) dell'Atto di Pegno (il "Pegno").

TUTTO CIO' PREMESSO, e costituendo quanto precede parte integrante e sostanziale del presente Atto di Rilascio;

Con il presente Atto di Rilascio il Rappresentante Comune

DICHIARA

di assentire alla incondizionata ed integrale cancellazione e liberazione dei diritti di garanzia costituiti sui Titoli di Proprietà Industriale in forza del Pegno.

In particolare, il Rappresentante Comune autorizza il Costituente a:

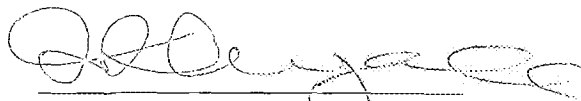
- (i) far trascrivere il presente Atto di Rilascio del Pegno, secondo quanto appropriato e di rispettiva competenza, presso (i) l'Ufficio Italiano Brevetti e Marchi, in base agli articoli 138 e seguenti e 195 e seguenti del Decreto Legislativo 10 febbraio 2005, n. 30, (ii) presso l'Ufficio Comunitario per l'Armonizzazione del Mercato Interno (UAMI - Alicante, Spagna) e (iii) il competente Ufficio Brevetti e Marchi degli Stati Uniti (*United States Patent and Trademark Office, USPTO - Washington D.C. USA*);
- (ii) espletare ogni altra formalità necessaria al fine di perfezionare il presente Atto di Rilascio del Pegno.

Le tasse, le imposte e le spese del presente Atto di Rilascio, dei conseguenti adempimenti, registrazioni e trascrizioni sono a carico del Costituente.

La presente scrittura è soggetta a registrazione fissa (Euro 168,00).

Il Rappresentante Comune dispensa il notaio che autenticherà la firma dalla lettura degli allegati.

Londra, 13 Dicembre 2010


JPMORGAN EUROPE LIMITED





Quaranta

ALLEGATO A (LISTA DEI CREDITORI GARANTITI)

Parte I (Contratto di Finanziamento Restructuring)

Banca Nazionale del Lavoro S.p.A., con sede in Corso Vittorio Emanuele 148, 65121 Pescara, Italy;

Cadogan Square Clo B.V., con sede in 17 Columbus Courtyard, E14 4DA London, United Kingdom;

Citibank N.A. - Milan, con sede in Foro Buonaparte 16, 20121 Milan, Italy;

Eaton Vance Short Duration Diversified Income Fund, con sede in 2 International Place, 9th Floor, 02110 Boston, United States;

Edibanca S.p.A., con sede in via Boncompagni 71, 00187 Rome, Italy;

Interbanca S.p.A., con sede in Corso Venezia 56, 20121 Milan, Italy;

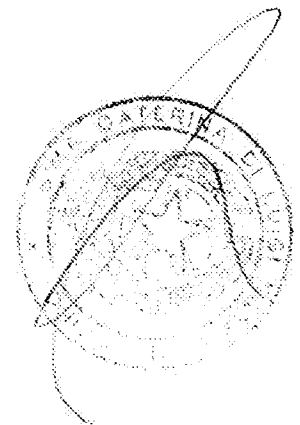
JPMorgan Chase Bank N.A., Milan Branch, con sede in via Catena 4, 20121 Milan, Italy;

The Royal Bank of Scotland Plc, con sede in 600 Washington Boulevard, 06901 Stamford, United States;

J.P. Morgan Europe Limited, con sede in 125 London Wall, EC2Y5SA London, England; e

JPMorgan Chase Bank, N.A., con sede in 270 Park Avenue, New York, NY 10017.

Guadagni



Guadagni



Parte II (Contratto di Finanziamento Exit)

J.F. Morgan Europe Limited, con sede in 125 London Wall, EC2Y5AJ London, England;

JPMorgan Chase Bank, N.A., con sede in 270 Park Avenue, New York, NY 10017; e

JPMorgan Chase Bank, N.A. Filiale di Toronto, con sede in 200 Bay Street, Suite 1800 Royal Bank Plaza, 18th Floor, Toronto, Ontario.

Giuseppe...



Allegato "B" al numero 111725/97789 di Repertorio

Traduzione
APOSTILLE

(Convenzione de L'Aia del 5 ottobre 1961)

REGNO UNITO DI GRAN BRETAGNA E IRLANDA DEL NORD

1. Paese: Regno Unito di Gran Bretagna e Irlanda del Nord
Il presente atto pubblico
2. è stato firmato da Richard John Saville
3. agendo in qualità di Notaio
4. munito di sigillo/timbro del suddetto Notaio

Attestato

5. A Londra
6. il giorno 15 dicembre 2010
7. dalla Segreteria di Stato di Sua Maestà per gli Affari Esteri e il Commonwealth,
8. Numero 1722535
9. Timbro
10. Firma: J. Casey
(firma)
Per la Segreteria di Stato

timbro (UFFICIO DEGLI ESTERI E DEL COMMONWEALTH - LONDRA)

sigillo (UFFICIO DEGLI ESTERI E DEL COMMONWEALTH)

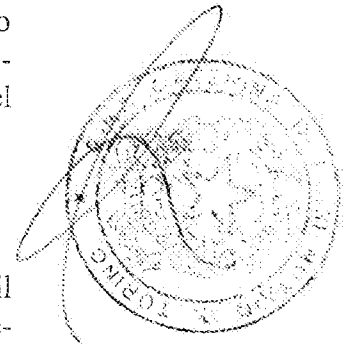
Se il presente documento deve essere utilizzato in un paese non membro della Convenzione de L'Aia del 5 ottobre 1961, dovrà allora essere presentato all'ufficio consolare rappresentante quel paese.

L'apostille o la legalizzazione confermano soltanto che la firma, il sigillo o il timbro apposti sul documento sono autentici e non attestano che il contenuto del documento sia corretto o che l'Ufficio degli Affari Esteri e del Commonwealth approvi detto contenuto.

REPERTORIO N. 111725/97789

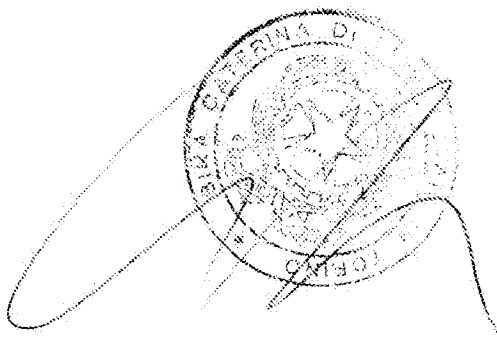
Certifico io sottoscritta Caterina BIMA notaio in Torino, iscritto presso il Collegio Notarile dei Distretti Riuniti di Torino e Pinerolo, che quanto precede è la traduzione in lingua italiana della apostille della Convenzione de L'Aia in lingua inglese, apposta in data 15 dicembre 2010.

Che detta traduzione è stata da me redatta conoscendo la lingua inglese.
Torino, li ventotto dicembre duemiladieci.



Copia autentica riprodotta sopra dieci pagine circa, firmata a' sensi di legge,
rilasciata ad uso
Torino, li

11 OER 2311



Notary's register no. 114725

File no. 27289

[On the right of the page: 11/01/20011 517

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DELIVERY BY A PUBLIC DEED

REPUBLIC OF ITALY

In the year two thousand and ten,

on twenty-eighth December

(28/12/2010)

in Turin, in my offices, in corso Duca degli Abruzzi
no. 16,

before me, Caterina BIMA, notary public in Turin,
registered with the Combined Notarial Districts of
Turin and Pinerolo

THERE APPEARED MR.

- Giuseppe TRANCHINI, born in Bari (BA) on 14 March,
1958, domiciled, for this office, in Chieti (CH),
frazione Scalo, via Papa Leone XIII no. 45, who is
participating in this deed as the Managing Director
of the company:

"DAYCO EUROPE S.r.l." with sole partner, with head
office in Chieti (CH), frazione Scalo, via Papa Leone
XIII no. 45, share capital of Euro 84,000,000.00
(eighty-four million), fully paid up, tax code and
Chieti Register of Companies no. 00703890673.

Said individual, of whose personal identity I, the notary public, am certain, asked me to keep among my deeds, for all legal intents and consequences, the deed of consent to cancellation of the pledge on the industrial property rights of the company "DAYCO EUROPE S.r.l.", with sole partner, a document prepared in Italian, authenticated by notary public Richard John SAVILLE of London on 13 (thirteenth) December, 2010 (two thousand and ten), and carrying the Apostille of the Hague Convention dated 15 (fifteenth) December, 2010 (two thousand and ten), prepared in English.

Complying with this request I, the notary public, withdrew the aforementioned document in order to perform the necessary formalities at the competent Italian offices, a document which, following certification, I am attaching to this deed under letter "A", whereas the translation in Italian of the Apostille of the Hague Convention in English is attached to this deed under letter "B", with reading of said annexes being omitted, on request of the person appearing.

As requested I, the notary public, received this deed, which I read to the person appearing, who approved it.

Written in part by a person whom I trust and in part
by me on one sheet, of which it occupies one page and
part of the second and signed at one fifty p.m.

Original signed:

Giuseppe TRANCHINI

Caterina BIMA - Notary Public

Stamp and signature of the notary public

Annex "A" to notary's register no. 114725/27289

Saville & Co.

Notaries

One Carey Lane

London EC2V 8AE

Telephone: +44 (0)20 7920 0000

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Richard Saville

Sophie Milburn

Nicholas Thompson

Two logos

[On the right side:

illegible signature,

two stamps and signatures of the notary public]

I, the undersigned RICHARD JOHN SAVILLE, in the City of London, UK; notary public duly admitted and sworn by royal authority, hereby CERTIFICATE AND ATTEST:

THAT Mr. IAN ROBERT LYALL, of whose personal identity and authority I, the notary public, am certain, acting not on his own behalf but in his capacity as the duly authorised managing director of the company

J.P. MORGAN EUROPE LIMITED, with head office in London, UK, (the "Joint Representative"), today signed this **deed of consent to cancellation of the pledge on industrial property rights** attached herewith in my presence in London, UK, and that the signature below is in his own hand and in his own writing.

I FURTHERMORE DECLARE that the company J.P. MORGAN EUROPE LIMITED, is participating in signing of this pledge on its own behalf and as the joint representative and appointee with representation of the Secured Creditors, as listed below, by virtue of the powers granted in the "*Credit and Guarantee Agreement*" and the "*Exit Credit Agreement*" between the Parties and Mark IV Industries, Inc., both dated 13 November, 2009.

PART I (CREDIT AND GUARANTEE AGREEMENT)

1. **BANCA NAZIONALE DEL LAVORO S.P.A.**

with head office in Corso Vittorio Emanuele 148,
65121 Pescara, Italy

2. **CADOGAN SQUARE CLO B.V.**

with head office in 17 Columbus Courtyard, E14 4DA

London, UK

3. **CITIBANK N.A. - MILAN**

with head office in Foro Buonaparte 16, 20121 Milan,
Italy

4. **EATON VANCE SHORT DURATION DIVERSIFIED INCOME
FUND**

with head office in 2 International Place, 9th Floor,
02110 Boston, USA

5. **EFIBANCA S.P.A.**

with head office in Via Boncompagni 71, 00187 Rome,
Italy

6. **INTERBANCA S.P.A.**

with head office in Corso Venezia 56, 20121 Milan,
Italy

7. **JPMORGAN CHASE BANK N.A., MILAN BRANCH**

with head office in via Catena 4, 20121 Milan, Italy

8. **THE ROYAL BANK OF SCOTLAND PLC**

with head office in 600 Washington Boulevard, 06901
Stamford, USA

9. **J.P. MORGAN EUROPE LIMITED**

with head office in 125 London Wall, EC2Y5AJ London,
UK

10. **JPMORGAN CHASE BANK, N.A.**

with head office in 270 Park Avenue, New York, NY
10017, USA

*[notary's stamp and signature, illegible signature on
the right]*

PART II (EXIT CREDIT AGREEMENT)

[two stamps and signatures of the notary public; two illegible signatures and 1 seal]

11. J.P. MORGAN EUROPE LIMITED

with head office in 125 London Wall, EC2Y5AJ London, UK

12. JPMORGAN CHASE BANK, N.A.

with head office in 270 Park Avenue, New York, NY 10017,

13. JPMORGAN CHASE BANK, N.A., TORONTO BRANCH

with head office in 200 Bay Street, Suite1800 Royal Bank Plaza, 18th Floor, Toronto, Ontario.

IN WITNESS WHEREOF, I, the notary public, have affixed my signature and my notarial seal in London, this day thirteenth December, two thousand and ten.

APOSTILLE

(Hague Convention of 5 October 1961/Convention de La
Haye du 5 octobre 1961))

UNITED KINGDOM OF GREAT BRITAIN AND NORTHERN IRELAND

1. Country: United Kingdom Of Great Britain And
Northern Ireland

Pays: Royaume-Uni de Grande-Bretagne et d'Irlande
du Nord

This public document / Le Présent acte public

2. has been signed by Richard John Saville
a été signé par

3. Acting in the capacity of Notary Public agissant
en qualité de

4. Bears the seal/stamp of: The Said Notary Public
est revêtu du sceau/timbre de
Certified/Attesté

5. in London/à Londres

6. the/le 15 December, 2010

7. by Her Majesty's Principal Secretary of State for
Foreign and Commonwealth Affairs/par le Secrétaire
d'Etat Principal de Sa Majesté aux Affaires
Etrangères et du Commonwealth

8. Number/sous No: 1722535

9. Stamp/timbre: Foreign and Commonwealth office
Signature: J. Casey

For the Secretary of State / Pour le Secrétaire
d'Etat

If this document is to be used in a country which is not party to the Hague Convention of 5th October, 1961, it should be presented to the consular section of the mission representing that country. An apostille or legalisation certificate only confirms that the signature, seal or stamp on the document is genuine. It does not mean that the content of the document is correct or that the Foreign & Commonwealth office approves of the content.

[Italian notary's stamp and signature]

[illegible signature on the right]

**DEED OF CONSENT TO CANCELLATION
OF A PLEDGE ON INDUSTRIAL PROPERTY RIGHTS**

*[two stamps and signatures of the notary public;
illegible signature on the right]*

J.P. MORGAN EUROPE LIMITED, a company incorporated in the UK, with head office in London Wall no. 125, EC2Y5AJ London, UK, in the person of Ian Lyall, born in Edinburgh, United Kingdom, on 24 February, 1951, and resident in London, UK, passport number 800212709 (the "**Joint Representative**"), said company participating in signing of this deed of consent to cancellation of the pledge on industrial property rights (hereinafter the "**Deed of Release**") on its own behalf and also in representation of the secured creditors listed in Annex A (*List of Secured Creditors*) to this deed (the "**Secured Creditors**") by virtue of the mandate indicated in article 10 (*Joint Representative of the Secured Creditors*) of the Deed of Pledge (as defined hereunder).

WHEREAS

A) On 13 November, 2009, a loan agreement was signed called "*Credit and Guarantee Agreement*", between, *inter alia*, JPMorgan Chase Bank, N.A., as the "*Administrative Agent*" and "*US Collateral Agent*", J.P. Morgan Europe Limited, as the "*European*

Administrative Agent" and *"European Collateral Agent"* (as defined here) and, *inter alia*, Mark IV, LLC (*"Parent"*) and Mark IV Global Holding Corp. (*"Holdings"*), Mark IV Industries inc. (*"Mark IV"*), Dayco Products, LLC, as the *"US Borrower"*, Dayco Europe S.r.l., as the *"Italian Borrower"* and each of the companies defined here as direct or indirect *"domestic Subsidiaries"* of the *Parent* (hereinafter, the **"Credit and Guarantee Agreement"**).

B) On 13 November, 2009, a loan agreement was signed called *"\$145,000,000 Credit and Guarantee Agreement"* between, *inter alia*, JPMorgan Chase Bank, N.A., as the *"Administrative Agent"* and *"US Collateral Agent"* (as defined here), JPMorgan Chase Bank N.A., Toronto Branch, as the *"Canadian Administrative Agent"* and *"Canadian Collateral Agent"* (as defined here), J.P. Morgan Europe Limited, as the *"European Administrative Agent"* and *"European Collateral Agent"* (as defined here) and, *inter alia*, the *Parent*, the *Holdings*, Mark IV, Dayco Products, LLC, as the *"US Borrower"*, Mark IV Luxembourg S.à.r.l., as the *"Luxembourg Borrower"*, Dayco Canada Corp. (as the successor by universal title of Mark IV Industries Corp.) as the *"Canadian Borrower"* and each

of the companies defined here as direct or indirect "domestic Subsidiaries" of the Parent (hereinafter, the "**Exit Credit Agreement**").

C) In relation to the Exit Credit Agreement, on 13 November, 2009, the Constituent (as defined below) granted a legal guarantee of the State of New York, called "Guarantee" in favour of the Joint Representative, as the "European Administrative Agent" in accordance with the Exit Credit Agreement, which is also acting in the name of and on behalf of the "Secured Parties" (as defined here) (the "**Exit Guarantee**").

D) On 13 November, 2009, an agreement was signed in London for the constitution of a pledge on industrial property rights, called "Constitution of a Pledge on Industrial Property Rights of Dayco Europe S.r.l." (the "**Deed of Pledge**"), with signatures authenticated by Dr. Richard John Saville, Notary Public in London, filed among the deeds of the notary public, Caterina Bima, notary's register no. 109479, file no. 25489, whereby Dayco Europe S.r.l., a company with sole partner incorporated in Italy, with head office in Chieti (CH), via Papa Leone XIII, 45, share capital

of Euro 84,000,000.00, fully paid up, tax code and Chieti Register of Companies no. 00703890673 (the "**Pledger**"), constituted as pledge, jointly and *pro-indiviso* in favour of the Secured Creditors (as defined in the Deed of Pledge) and as guarantee of the Secured Credit (also as defined here), several trademarks and patents on industrial inventions defined here as the Industrial Property Rights and better indicated in Annex C (*List of Industrial Property Rights*) of the Deed of Pledge (the "**Pledge**").

NOW THEREFORE, and with the above forming an integral and substantial part of this Deed of Release, through this Deed of Release, the Joint Representative

DECLARES

it consents to the unconditional and full cancellation and release of the guarantee rights constituted on the Industrial Property Rights by virtue of the Pledge.

In particular, the Joint Representative authorises the Pledger to:

(i) have this Deed of Release of a Pledge

transcribed, as is appropriate and insofar as responsible for this, at (i) the Italian Patent and Trademark Office, on the basis of articles 138 *et sequitur* and 195 *et sequitur* of Legislative Decree no. 30 of 10 February, 2005, (ii) at the European Office for Harmonisation in the Internal Market (OHIM - Alicante - Spain) and (iii) the competent United States Patent and Trademark Office, USPTO - Washington D.C., USA);

(ii) perform all the necessary formalities for conclusion of this Deed of Release of a Pledge.

The taxes, duties and expenses of this Deed of Release, the consequent fulfilments, registrations and transcriptions, are the responsibility of the Pledger.

This deed is subject to a fixed registration fee (Euro 168.00).

The Joint Representative dispenses the notary public who authenticates the signature from reading out the annexes.

London, 13 December, 2010

JPMORGAN EUROPE LIMITED [signature]

[stamp and signature of the notary public]

two illegible signatures

ANNEX A (LIST OF SECURED CREDITORS)

PART I (CREDIT AND GUARANTEE AGREEMENT)

Banca Nazionale Del Lavoro S.p.a., with head office
in Corso Vittorio Emanuele 148, 65121 Pescara, Italy;

Cadogan Square Clo B.V., with head office in 17
Columbus Courtyard, E14 4DA London, U.K.

Citibank N.A. - Milan, with head office in Foro
Buonaparte 16, 20121 Milan, Italy

Eaton Vance Short Duration Diversified Income Fund,
with head office in 2 International Place, 9th Floor,
02110 Boston, U.S.A.

Efibanca S.P.A., with head office in Via Boncompagni
71, 00187 Rome, Italy

Interbanca S.p.A., with head office in Corso Venezia
56, 20121 Milan, Italy

JPMorgan Chase Bank N.A., Milan Branch, with head
office in Via Catena 4, 20121 Milan, Italy

The Royal Bank Of Scotland Plc, with head office in
600 Washington Boulevard, 06901 Stamford, U.S.A.;

J.P. Morgan Europe Limited, with head office in 125
London Wall, EC2Y5AJ London, U.K., and

JPMorgan Chase Bank, N.A., with head office in 270
Park Avenue, New York, NY 10017, U.S.A.

*[two stamps and signatures of the notary public; two
illegible signatures]*

Part II (Exit Credit Agreement)

J.P. Morgan Europe Limited, with head office in 125
London Wall, EC2Y5AJ London, U.K.

JPMorgan Chase Bank, N.A., with head office in 270
Park Avenue, New York, NY 10017

JPMorgan Chase Bank, N.A., Toronto Branch, with head
office in 200 Bay Street, Suite 1800 Royal Bank
Plaza, 18th Floor, Toronto, Ontario.

*[stamp and signature of the notary public; illegible
signature]*

Annex "B" to notary's register number 114725/27289

[Translation into Italian of the Apostille,
two stamps and signatures of the notary public]

Notary's' register no. 114724

I, the undersigned Caterina BIMA, notary public in Turin, registered with the Combined Notarial Districts of Turin and Pinerolo, hereby certify that the above is the translation into Italian of the apostille to the Hague Convention in English, affixed on 15 December, 2010, and that said translation has been prepared by me with knowledge of English.

Turin, twenty-eighth December, two thousand and ten.

Authenticated copy reproduced above on approximately
ten pages, signed in accordance with the law, issued
for ... use.

Turin, 1 January, 2011

[notary's stamp and signature]