

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
Goldman Sachs Bank USA		12/20/2013	a chartered bank: NEW YORK
RECEIVING PARTY DATA			
Name:	Enflex Corporation		
Street Address:	600 Clipper Drive		
City:	Belmont		
State/Country:	CALIFORNIA		
Postal Code:	94002		
Entity Type:	CORPORATION: DELAWARE		
Name:	Solaicx		
Street Address:	7832 N. Leadbetter Road		
City:	Portland		
State/Country:	OREGON		
Postal Code:	97203		
Entity Type:	CORPORATION: CALIFORNIA		
Name:	Sun Edison LLC		
Street Address:	600 Clipper Drive		
City:	Belmont		
State/Country:	CALIFORNIA		
Postal Code:	94002		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
Name:	NVT, LLC		
Street Address:	600 Clipper Drive		
City:	Belmont		
State/Country:	CALIFORNIA		
Postal Code:	94002		

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**TRADEMARK
 REEL: 005181 FRAME: 0960**

Entity Type: LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Registration Number:	2094250	ENFLEX
Registration Number:	2400584	MAGIC DENUDED ZONE
Registration Number:	2459810	MDZ
Registration Number:	2506929	MEMC
Registration Number:	3325895	PERFECTSOI
Registration Number:	2526106	TECHNOLOGY IS BUILT ON US
Registration Number:	3116254	ADVANTA
Registration Number:	3231772	PERFECT SILICON
Registration Number:	3216953	OPTIA
Registration Number:	3196635	MAKING SOLAR ELECTRICITY COST EFFECTIVE
Registration Number:	3196629	SOLAICX
Registration Number:	3196631	SOLAICX
Registration Number:	3196633	SOLAICX
Registration Number:	3856361	SEEDS
Registration Number:	3439842	SIMPLIFYING SOLAR
Registration Number:	3702961	SUNEDISON ENERGY & ENVIRONMENTAL DATA SY
Registration Number:	3426602	SUNEDISON SIMPLIFYING SOLAR
Registration Number:	3445333	TEAM SOLAR
Registration Number:	3407196	SUNEDISON
Registration Number:	3191838	READY SOLAR
Registration Number:	3316033	SOLAR IN A BOX
Serial Number:	85329706	MEMC SOLEON
Serial Number:	85447913	SILVANTIS
Serial Number:	85329759	SOLPHI

CORRESPONDENCE DATA

Fax Number: 2127352000

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

Phone: 212-735-2811

Email: mribando@skadden.com

Correspondent Name: Skadden, Arps, Slate, Meagher & Flom LLP

Address Line 1: Four Times Square

TRADEMARK
REEL: 005181 FRAME: 0961

Address Line 2: Monique L. Ribando
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	141480.15
NAME OF SUBMITTER:	Monique L. Ribando
Signature:	/Monique L. Ribando/
Date:	12/24/2013

Total Attachments: 15

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS (this "Termination and Release") dated as of December 20, 2013, from Goldman Sachs Bank USA as Administrative Agent (the "Agent") for the Secured Parties, to Enflex Corporation, Solaicx, Sun Edison LLC and NVT, LLC ("Grantors").

WITNESSETH:

WHEREAS, pursuant to the Pledge and Security Agreement, dated as of September 28, 2012, made by the Grantors (as defined therein) in favor of the Agent (the "Pledge and Security Agreement"), a security interest (the "Security Interest") was granted by the Grantors to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Trademark Security Agreement dated as of September 28, 2012, among the Agent and Grantors (the "Trademark Security Agreement"), Grantors, by reference to the Pledge and Security Agreement, reaffirmed its intent to grant a Security Interest to the Agent specifically in certain Trademark Collateral; and

WHEREAS, the Trademark Security Agreement was recorded in the U.S. Patent and Trademark Office on October 2, 2012 at Reel/Frame No. 4871/0325.

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Pledge and Security Agreement and Trademark Security Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions. Capitalized terms used in this Termination and Release but not defined herein shall have the respective meanings ascribed to them in the Pledge and Security Agreement. The term "Trademark Collateral," as used herein, shall mean all of each Grantor's right, title and interest in, to and under the following, in each case whether now or hereafter existing or in which such Grantor now has or hereafter acquires an interest and wherever the same may be located:

all United States, and foreign trademarks, trade names, trade dress, corporate names, company names, business names, fictitious business names, Internet domain names, service marks, certification marks, collective marks, logos, other source or business identifiers, designs and general intangibles of a like nature, whether or not registered, and with respect to any and all of the foregoing: (i) all registrations and applications therefor including, without limitation, the

registrations and applications listed in Schedule A attached hereto, (ii) all extensions or renewals of any of the foregoing, (iii) all of the goodwill of the business connected with the use of and symbolized by any of the foregoing, (iv) the right to sue or otherwise recover for any past, present and future infringement, dilution or other violation of any of the foregoing or for any injury to the related goodwill, (v) all Proceeds of the foregoing, including, without limitation, license fees, royalties, income, payments, claims, damages, and proceeds of suit now or hereafter due and/or payable with respect thereto, and (vi) all other rights of any kind accruing thereunder or pertaining thereto throughout the world.

2. Release of Security Interest. The Agent hereby terminates, releases and discharges in full its entire Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.

3. Further Assurances. The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

IN WITNESS WHEREOF, the undersigned has caused this Termination and Release to be executed and delivered by its duly authorized officer as of the date first set forth above.

GOLDMAN SACHS BANK USA

By:


Authorized Signatory

Anisha Malhotra
Authorized Signatory

[Second Lien Trademark Termination]

TRADEMARK
REEL: 005181 FRAME: 0965

SCHEDULE A
to
TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS


[See attached]

SCHEDULE A

TRADEMARK REGISTRATIONS AND APPLICATIONS


Grantor	Trademark Record	Trademark	Design	Status/Key Dates	Ser./Reg./App. No.
EnFlex Corporation	US Federal Q6 f-1	ENFLEX		Renewed September 9, 2007 Int'l Class: 9 First Use: October 3, 1995 Filed: January 16, 1996 Published: June 17, 1997 Registered: September 9, 1997	SN:75-043843 RN:2,094,250
MEMC Electronic Materials, Inc.	US Federal Q2 f-2	MAGIC DENUDED ZONE		Renewed October 31, 2010 Int'l Class: 9 First Use: May 11, 2000 Filed: April 15, 1998 Published: May 4, 1999 Registered: October 31, 2000	SN:75-468527 RN:2,400,584

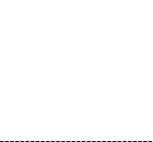
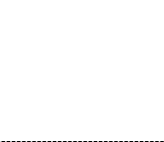
Grantor	Trademark Record	Trademark	Design	Status/Key Dates	Ser./Reg./App. No.
MEMC Electronic Materials, Inc.	US Federal Q2 f-3	MDZ		Renewed May 30, 2011 Int'l Class: 9 First Use: May 11, 2000 Filed: June 23, 2000 Published: March 20, 2001 Registered: June 12, 2001	SN:76-076714 RN:2,459,810
MEMC Electronic Materials, Inc.	US Federal Q2 f-4	MEMC		Renewed November 12, 2011 Int'l Class: 9 First Use: April 19, 1989 Filed: February 8, 2001 Published: August 21, 2001 Registered: November 13, 2001	SN:76-207396 RN:2,506,929

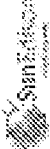
Grantor	Trademark Record	Trademark	Design	Status/Key Dates	Ser./Reg./App. No.
MEMC Electronic Materials, Inc.	US Federal Q2 f-6	PERFECTSOI and Design		Registered October 30, 2007 Int'l Class: 9 First Use: December 31, 2006 Filed: December 22, 2004 Published: October 4, 2005 Allowed: December 27, 2005 Renewed December 15, 2011	SN:78-537327 RN:3,325,895
MEMC Electronic Materials, Inc.	US Federal Q2 f-7	TECHNOLOGY IS BUILT ON US		Int'l Class: 9 First Use: December, 2000 In Commerce: March, 2001 Filed: June 5, 2000 Published: March 13, 2001 Allowed: June 5, 2001 Registered: January 1, 2002	SN:76-062723 RN:2,526,106

Grantor	Trademark Record	Trademark	Design	Status/Key Dates	Ser./Reg./App. No.
MEMC Electronic Materials, Inc.	US Federal Q2 f-8	ADVANTA		Registered 8 & 15 July 17, 2012 Int'l Class: 9 First Use: December, 1999 Filed: December 23, 2004 Published: April 25, 2006	SN:78-537684 RN:3,116,254
MEMC Electronic Materials, Inc.	US Federal Q2 f-9	PERFECT SILICON		Registered Supplemental Register April 17, 2007 Int'l Class: 9 First Use: 2000 Filed: December 23, 2004	SN:78-537671 RN:3,231,772
MEMC Electronic Materials, Inc.	US Federal Q2 f-10	OPTIA		Registered March 13, 2007 Int'l Class: 9 First Use: August, 2001 Filed: December 23, 2004 Published: December 26, 2006	SN:78-537640 RN:3,216,953

Grantor	Trademark Record	Trademark	Design	Status/Key Dates	Ser./Reg./App. No.
Solaicx, Inc.	US Federal Q8 f-11	MAKING SOLAR ELECTRICITY COST EFFECTIVE		Registered January 9, 2007 Int'l Class: 1, 9 First Use: January 3, 2002 Filed: March 8, 2006 Published: October 24, 2006	SN:78-832336 RN:3,196,635
Solaicx, Inc.	US Federal Q8 f-12	SOLAICX	SOLAICX	Registered January 9, 2007 Int'l Class: 1 First Use: March 1, 2002 Filed: March 8, 2006 Published: October 24, 2006	SN:78-832147 RN:3,196,629
Solaicx, Inc.	US Federal Q8 f-13	SOLAICX	SOLAICX	Registered January 9, 2007 Int'l Class: 9 First Use: March 1, 2002 Filed: March 8, 2006 Published: October 24, 2006	SN:78-832210 RN:3,196,631

Grantor	Trademark Record	Trademark	Design	Status/Key Dates	Ser./Reg./App. No.
Solaicx, Inc.	US Federal Q8 f-14	SOLAICX and Design		Registered January 9, 2007 Int'l Class: 1, 9 First Use: March 1, 2002 Filed: March 8, 2006 Published: October 24, 2006	SN:78-832294 RN:3,196,633
Sun Edison LLC	US Federal Q11 f-15	SEEDS	SEEDS	Registered October 5, 2010 Int'l Class: 9 First Use: November 20, 2008 Filed: February 22, 2010 Published: July 20, 2010	SN:77-941559 RN:3,856,361

Grantor	Trademark Record	Trademark	Design	Status/Key Dates	Ser./Reg./App. No.
Sun Edison LLC	US Federal Q11 f-16	SIMPLIFYING SOLAR		Registered June 3, 2008 Int'l Class: 36, 37 First Use: April 18, 2003 In Commerce: December, 2003 Int'l Class: 35, 39, 40 First Use: April 18, 2003 In Commerce: March, 2004 Filed: September 14, 2007 Published: March 18, 2008	SN:77-279889 RN:3,439,842
Sun Edison LLC	US Federal Q11 f-17	SUNEDISON ENERGY & ENVIRONMENTAL DATA SYSTEM SEEDS and Design		Registered October 27, 2009 Int'l Class: 9 First Use: November 20, 2008 Filed: July 23, 2008 Published: June 2, 2009 Allowed: August 25, 2009	SN:77-530015 RN:3,702,961

Grantor	Trademark Record	Trademark	Design	Status/Key Dates	Ser./Reg./App. No.
Sun Edison LLC	US Federal Q11 f-18	SUNEDISON SIMPLIFYING SOLAR and Design		Registered May 13, 2008 Int'l Class: 35, 36, 37, 39, 40 First Use: July 31, 2006 Filed: September 14, 2007 Published: February 26, 2008	SN:77-279959 RN:3,426,602
Sun Edison LLC	US Federal Q11 f-19	TEAM SOLAR		Registered June 10, 2008 Int'l Class: 37 First Use: December 31, 2002 Filed: September 14, 2006 Published: July 31, 2007	SN:78-980245 RN:3,445,333

Grantor	Trademark Record	Trademark	Design	Status/Key Dates	Ser./Reg./App. No.
Sun Edison LLC	US Federal Q11 f-20	SUNEDISON	SunEdison	Registered April 1, 2008 Int'l Class: 36, 37 First Use: January 31, 2003 In Commerce: December 31, 2003 Int'l Class: 35, 39, 40 First Use: January 31, 2003 In Commerce: March 31, 2004 Filed: June 13, 2006 Published: August 7, 2007 Allowed: October 30, 2007	SN:78-907165 RN:3,407,196
Sun Edison LLC	US Federal Q12 f-21	READY SOLAR	Ready Solar	Registered January 2, 2007 Int'l Class: 7, 9, 35, 37, 42 First Use: July 2, 2005 In Commerce: July 12, 2005 Filed: July 24, 2005 Published: October 17, 2006	SN:78-676989 RN:3,191,838

Grantor	Trademark Record	Trademark	Design	Status/Key Dates	Ser./Reg./App. No.
Sun Edison LLC	US Federal Q12 f-22	SOLAR IN A BOX	Solar in a Box	Registered October 23, 2007 Int'l Class: 7 First Use: December 1, 2006 In Commerce: December 6, 2006 Filed: January 2, 2007 Published: August 7, 2007	SN: 77-074731 RN: 3,316,033
Green Ray, Inc.	US Federal	SUNSINE		Registered March 23, 2010 Int'l Class: 9 First Use: November 30, 2009 In commerce: November 30, 2009 Filed: December 7, 2007 Published: May 6, 2008	SN: 77/346470 RN: 3,763,842
MEMC Electronic Materials, Inc.	US Federal	MEMC SOLEON		Pending application Int'l Class: 9 Filed: May 25, 2011 Published: November 1, 2011	SN: 85/329706

Grantor	Trademark Record	Trademark	Design	Status/Key Dates	Ser./Reg./App. No.
MEMC Electronic Materials, Inc.	US Federal	SILVANTIS		Pending application Int'l Class: 9 Filed: October 14, 2011 Published: March 27, 2012	SN: 85/447913
MEMC Electronic Materials, Inc.	US Federal	SOLPHI		Pending application Int'l Class: 9 Filed: May 25, 2011 Published: October 18, 2011	SN: 85/329759