

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM366731

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Citibank, N.A., as Collateral Agent		12/07/2015	BANK: UNITED STATES
RECEIVING PARTY DATA			
Name:	FREESCALE SEMICONDUCTOR, INC.		
Street Address:	6501 WILLIAM CANNON DRIVE WEST		
City:	AUSTIN		
State/Country:	TEXAS		
Postal Code:	78735		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	86190458	UMEMS	
CORRESPONDENCE DATA			
Fax Number:	8668265420		
<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>			
Phone:	301-638-0511		
Email:	ipresearchplus@comcast.net		
Correspondent Name:	IP RESEARCH PLUS, INC.		
Address Line 1:	21 TADCASTER CIRCLE		
Address Line 2:	ATTN: PENELOPE J.A. AGODOA		
Address Line 4:	WALDORF, MARYLAND 20602		
ATTORNEY DOCKET NUMBER:	CRS1-40813		
NAME OF SUBMITTER:	Penelope J.A. Agodoa		
SIGNATURE:	/pja/		
DATE SIGNED:	12/18/2015		
Total Attachments: 4			
source=40813#page2.tif			
source=40813#page3.tif			
source=40813#page4.tif			

OP \$40.00 86190458

TRADEMARK RELEASE

THIS TRADEMARK RELEASE (this “**Release**”) is effective as of December 7, 2015 by Citibank, N.A., as Collateral Agent (as defined below) for the Lenders. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Credit Agreement and IP Agreement, in each case, referred to below.

A. Reference is made to (i) the THIRD AMENDED AND RESTATED CREDIT AGREEMENT entered into as of March 1, 2013 (as otherwise amended, supplemented or modified from time to time, the “**Credit Agreement**”), among FREESCALE SEMICONDUCTOR, INC. (the “**Borrower**”), a Delaware corporation, FREESCALE SEMICONDUCTOR HOLDINGS V, INC. (“**Holdings**”), a Delaware corporation, FREESCALE SEMICONDUCTOR HOLDINGS IV, LTD. (“**Foreign Holdings**”), a Bermuda exempted limited liability company, FREESCALE SEMICONDUCTOR HOLDINGS III, LTD. (“**Parent**”), a Bermuda exempted limited liability company, CITIBANK, N.A., as administrative agent, collateral agent (in such capacity, the “**Collateral Agent**”), swing line lender and L/C issuer, and each lender from time to time party thereto (collectively, the “**Lenders**”); (ii) the INTELLECTUAL PROPERTY SECURITY AGREEMENT dated as of December 1, 2006 (as amended, supplemented (including pursuant to the written supplements thereto executed and delivered from time to time as contemplated thereby) or modified from time to time by the parties in writing, the “**IP Agreement**”), among the Borrower, Holdings, the subsidiaries of Parent from time to time party thereto and the Collateral Agent; (iii) the SECURITY AGREEMENT dated as of December 1, 2006, among the Borrower, Holdings, Foreign Holdings, the subsidiaries of Parent from time to time party thereto and the Collateral Agent; and (iv) the other Collateral Documents (as defined in the Credit Agreement).

B. The IP Agreement was recorded in the United States Patent and Trademark Office on May 7, 2014, at Reel/Frame 5275/0798.

C. In connection with the repayment of all Indebtedness and the termination of all Commitments under the Credit Agreement, and the complete release of security interests in connection therewith, the Borrower has informed the Collateral Agent of its desire to obtain the release of all right, title and interest of the Collateral Agent, the Lenders and each other grantee or beneficiary in and to the Trademarks granted under the IP Agreement.

Accordingly, the Collateral Agent's interest (including security interests) in and to the Trademarks listed on Schedule I attached hereto are hereby terminated and the security interest recorded with the United States Patent & Trademark Office against such Trademarks are hereby deemed null and void.

Notwithstanding anything to the contrary herein, in no event shall this Release terminate any interest or security interest in or to any Trademark listed on Schedule I attached hereto of (a) Citibank, N.A. in its capacity as (i) the notes collateral agent for the Borrower's 5.000% senior secured notes due 2021 (the “**2021 Notes**”) or (ii) the notes collateral agent for the


Borrower's 6.000% senior secured notes due 2022 (the "**2022 Notes**") and, together with the 2021 Notes, the "**Notes**") or (b) any other person in its capacity as secured party in connection with any Note.

This Release is made without representation or warranty by or recourse to the Collateral Agent or any other Secured Party.

[Remainder of page intentionally blank]

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be duly executed by its duly authorized officer.

CITIBANK, N.A., as Collateral Agent,

Signature: 

Print: ROBERT COHEN

Title: VICE PRESIDENT

Date: DECEMBER 7, 2015

[Signature Page to Trademark Release]

SCHEDULE I

TRADEMARKS

Country	Title	Reg. No.	Reg. Date	Owner
European Community	VYBRID	010834401	1/12/2014	Freescale Semiconductor, Inc.
Malaysia	FREESCALE	2012020996	2/5/2014	Freescale Semiconductor, Inc.
Malaysia	FREESCALE	2012020987	2/6/2014	Freescale Semiconductor, Inc.
Malaysia	FREESCALE	2012020969	1/21/2014	Freescale Semiconductor, Inc.

TRADEMARK APPLICATIONS

Country	Title	Appl. No.	Appl. Date	Owner
Brazil	UMEMS	840781437	2/12/2014	Freescale Semiconductor, Inc.
Canada	UMEMS	1083578	2/12/2014	Freescale Semiconductor, Inc.
China	UMEMS	14010127	2/11/2014	Freescale Semiconductor, Inc.
European Community	UMEMS	012487077	2/11/2014	Freescale Semiconductor, Inc.
India	UMEMS	2875272	2/13/2014	Freescale Semiconductor, Inc.
Japan	UMEMS	2014-009832	2/12/2014	Freescale Semiconductor, Inc.
Mexico	UMEMS	1458858	2/13/2014	Freescale Semiconductor, Inc.
Republic of Korea	UMEMS	40261410038	2/13/2014	Freescale Semiconductor, Inc.
Taiwan	UMEMS	103007572	2/12/2014	Freescale Semiconductor, Inc.
United States of America	UMEMS	28/190,458	2/11/2014	Freescale Semiconductor, Inc.