

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PLR IP Holdings, LLC		03/14/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bank Hapoalim B.M.
Street Address:	50 Rothschild Blvd
City:	Tel Aviv
State/Country:	NEW YORK
Postal Code:	66883
Entity Type:	CORPORATION: ISRAEL

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	0540179	POLAROID
Registration Number:	0730072	POLAROID
Registration Number:	3035847	POLAROID
Registration Number:	4146056	POLAROID
Serial Number:	85426363	POLAROID
Registration Number:	3035848	POLAROID
Registration Number:	3021042	POLAROID
Registration Number:	2374526	POLAROID
Registration Number:	0607263	POLAROID

CORRESPONDENCE DATA

Fax Number: 2024074990
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 212-407-4000

900253513

**TRADEMARK
 REEL: 005014 FRAME: 0632**

CH \$240.00 0540179

Email: nytrademark@loeb.com
Correspondent Name: Tamara F. Carmichael
Address Line 1: 345 Park Avenue
Address Line 4: New York, NEW YORK 10154

ATTORNEY DOCKET NUMBER: 220846-10002

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Tamara F. Carmichael

Signature: /Tamara F. Carmichael/

Date: 04/25/2013

Total Attachments: 4
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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, PLR IP Holdings, LLC, a limited liability company formed under the laws of the State of Delaware, located at 4350 Baker Road, Minnetonka, MN 55343 (the "Company"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications under the numbers shown in the attached Schedule A; and

WHEREAS, the Company is obligated to Bank Hapoalim B.M. (the "Bank") pursuant to (i) a certain Promissory Note, dated as of March 14, 2013 between the Bank and the Company and (ii) a certain Intellectual Property Security Agreement, dated as of March 14, 2013, made by the Company in favor of the Bank (as has been or may be amended, modified, restated or supplemented from time to time, the "IP Security Agreement"); and

WHEREAS, pursuant to the IP Security Agreement, the Company has granted to the Bank a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

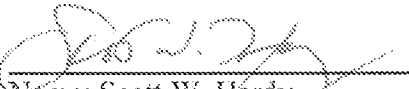
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby assign unto the Bank and grant to the Bank a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Secured Obligations as defined in the IP Security Agreement and in accordance with the terms and provisions thereof.

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The Company expressly acknowledges and affirms that the rights and remedies of the Bank with respect to the assignment and security interest granted hereby are more fully set forth in the IP Security Agreement.

Dated: March 14, 2013

PLR IP HOLDINGS, LLC

By: 
Name: Scott W. Hardy
Title: President and Chief Executive Officer

ACCEPTED and ACKNOWLEDGED by:

BANK HAPOALIM B.M.

By: _____
Name:
Title:

By: _____
Name:
Title:

The Company expressly acknowledges and affirms that the rights and remedies of the Bank with respect to the assignment and security interest granted hereby are more fully set forth in the IP Security Agreement.

Dated: March 14, 2013

PLR IP HOLDINGS, LLC

By: _____
Name: Scott W. Hardy
Title: President and Chief Executive Officer

ACCEPTED and ACKNOWLEDGED by:

BANK HAPOALIM B.M.

By: *Mitchell Barnett*
Name: MITCHELL BARNETT
Title: SENIOR VICE PRESIDENT
WHOLE MARKET LENDING

By: *[Signature]*
Name: *ROSS 20218*
Title: *SVP*

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated March 14, 2013, by and between PLR IP Holdings, LLC and Bank Hapoalim B.M.

I. TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>COUNTRY</u>	<u>REG NO/ APP. NO</u>
POLAROID	China	146986
POLAROID	China	1513986
POLAROID	China	3850762
POLAROID	China	9794110
POLAROID (& PIXEL DESIGN)	China	1183545
POLAROID	CTM	145938
POLAROID (& PIXEL DESIGN)	CTM	337709
POLAROID	United States	0540179
POLAROID	United States	0730072
POLAROID	United States	3035847
POLAROID	United States	4146056
POLAROID	United States	85426363
POLAROID (& 9 PIXEL DESIGN)	United States	3035848
POLAROID (& 9 PIXEL DESIGN)	United States	3021042
POLAROID (& PIXEL DESIGN)	United States	2374526
POLAROID	United States	0607263
POLAROID	WIPO	857993
POLAROID (& 9 PIXEL DESIGN)	WIPO	884415