

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM366697

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: 34

Property Type	Number	Word Mark
Registration Number:	3142787	ALTIVEC
Registration Number:	2399754	C-5
Registration Number:	1690728	CODETAP
Registration Number:	2079931	CODETEST
Registration Number:	3444193	CODEWARRIOR
Registration Number:	1981365	CODEWARRIOR
Registration Number:	2053242	COLDFIRE
Registration Number:	2824229	C-PORT
Registration Number:	2399755	C-WARE
Registration Number:	3411019	
Registration Number:	1676605	
Registration Number:	3538548	
Registration Number:	2764480	DIGITAL DNA
Registration Number:	3259075	FREESCALE
Registration Number:	2997722	FREESCALE MARATHON
Registration Number:	3358102	FREESCALE SEMICONDUCTOR
Registration Number:	2986035	INNOVATIVE CONVERGENCE
Registration Number:	1655296	METROWERKS
Registration Number:	2860558	MOBILEGT

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2908899	POWERPARTS
Registration Number:	3276522	POWERQUICC
Registration Number:	2271081	POWERTAP
Registration Number:	3128609	SEAWAY NETWORKS
Registration Number:	3030024	STARCORE
Registration Number:	3150419	STREAMWISE
Registration Number:	3197979	STREAMWISE
Registration Number:	3684432	SYMPHONY
Registration Number:	2967379	XTREMESPECTRUM
Serial Number:	77538073	
Serial Number:	76567257	FREESCALE
Serial Number:	78376532	FREESCALE SEMICONDUCTOR
Serial Number:	77869524	PROCESSOR EXPERT
Serial Number:	77494217	QORIQ
Serial Number:	77761881	VORTIQA

CORRESPONDENCE DATA

Fax Number: 8668265420

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.

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:	CRS1-40788
NAME OF SUBMITTER:	Penelope J.A. Agodoa
SIGNATURE:	/pja/
DATE SIGNED:	12/18/2015

Total Attachments: 5
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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 March 15, 2010, at Reel/Frame 4167/0094.

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.

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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

I. Trademarks

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner/ Liens	Status
ALTIVEC	3,142,787	9/12/2006	Freescale Semiconductor, Inc.	Registered
C-5	2,399,754	10/31/2000	Freescale Semiconductor, Inc.	Registered
CODETAP	1,690,728	6/2/1992	Freescale Semiconductor, Inc.	Registered
CODETEST	2,079,931	7/15/1997	Freescale Semiconductor, Inc.	Registered
CODEWARRIOR	3,444,193	6/10/2008	Freescale Semiconductor, Inc.	Registered
CODEWARRIOR	1,981,365	6/18/1996	Freescale Semiconductor, Inc.	Registered
COLDFIRE	2,053,242	4/15/1997	Freescale Semiconductor, Inc.	Registered
C-PORT	2,824,229	3/23/2004	Freescale Semiconductor, Inc.	Registered
C-WARE	2,399,755	10/31/2000	Freescale Semiconductor, Inc.; Citibank lien	Registered
DESIGN ONLY	3,411,019	4/8/2008	Freescale Semiconductor, Inc.	Registered
DESIGN ONLY	1,676,605	2/23/1992	Freescale Semiconductor, Inc.	Registered
DESIGN ONLY	3,538,548	11/25/2008	Freescale Semiconductor, Inc.	Registered
DIGITAL DNA	2,764,480	9/16/2003	Freescale Semiconductor, Inc.	Registered
FREESCALE	3,259,075	7/3/2007	Freescale Semiconductor, Inc.	Registered
FREESCALE MARATHON	2,997,722	9/20/2005	Freescale Semiconductor, Inc.	Registered
FREESCALE SEMICONDUCTOR and Design	3,358,102	12/18/2007	Freescale Semiconductor, Inc.	Registered
INNOVATIVE CONVERGENCE	2,986,035	8/16/2005	Freescale Semiconductor, Inc.	Registered
METROWERKS	1,655,296	9/3/1991	Freescale Semiconductor, Inc.	Registered
MOBILEGT	2,860,558	7/6/2004	Freescale Semiconductor, Inc.	Registered

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner/ Liens	Status
POWERPARTS	2,908,899	12/7/2004	Freescale Semiconductor, Inc.	Registered
POWERQUICC	3,276,522	8/7/2007	Freescale Semiconductor, Inc.	Registered
POWERTAP	2,271,081	8/17/1999	Freescale Semiconductor, Inc.	Registered
SEAWAY NETWORKS	3,128,609	8/15/2006	Freescale Semiconductor, Inc.	Registered
STARCORE	3,030,024	12/13/2005	Freescale Semiconductor, Inc.	Registered
STREAMWISE	3,150,419	10/3/2006	Freescale Semiconductor, Inc.	Registered
STREAMWISE	3,197,979	1/16/2007	Freescale Semiconductor, Inc.	Registered
SYMPHONY	3,684,432	9/15/2009	Freescale Semiconductor, Inc.	Registered
XTREMESPECTRUM	2,967,379	7/12/2005	Freescale Semiconductor, Inc.	Registered

II. Trademark Applications

Mark	App. No.	App. Date	Record Owner/ Liens	Status
DESIGN ONLY	77- 538,073	8/4/2008	Freescale Semiconductor, Inc.	Pending
FREESCALE	76- 567,257	12/30/2003	Freescale Semiconductor, Inc.	Pending
FREESCALE SEMICONDUCTOR and Design	78- 376,332	3/1/2004	Freescale Semiconductor, Inc.	Pending
PROCESSOR EXPERT	77- 869,524	11/10/2009	Freescale Semiconductor, Inc.	Pending
QORIQ	77- 494,217	6/9/2008	Freescale Semiconductor, Inc.	Pending
VORTIQA	77- 761,881	6/17/200	Freescale Semiconductor, Inc.	Pending