

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM320291

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TERMINATION OF SECURITY INTERESTS

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PNC BANK, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT		10/03/2014	ASSOCIATION: UNITED STATES

RECEIVING PARTY DATA

Name:	MAFCO WORLDWIDE CORPORATION
Street Address:	300 JEFFERSON STREET
City:	CAMDEN
State/Country:	NEW JERSEY
Postal Code:	08104
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	3721737	BEAUTY BLANKET
Registration Number:	84018	TRADE MARK
Registration Number:	612290	MAFCO
Registration Number:	856843	MAFCO
Registration Number:	864099	MAFCO
Registration Number:	997652	MAFCO-MAGNASWEET
Registration Number:	1469567	MAG
Registration Number:	2331742	MAGNASWEET
Registration Number:	3722297	MAGNASWEET
Registration Number:	1278230	RIGHT DRESS
Registration Number:	764149	RIGHT DRESS
Registration Number:	753781	SHIP BRAND
Registration Number:	753608	SHIP BRAND
Registration Number:	753563	SHIP BRAND

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.

TRADEMARK

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:	CRS1-39804
NAME OF SUBMITTER:	Penelope J.A. Agodoa
SIGNATURE:	/pja/
DATE SIGNED:	10/16/2014

Total Attachments: 3
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TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS**, dated as of October 3, 2014, is made by PNC Bank, National Association, as Administrative Agent (in such capacity, the "Administrative Agent") for the Secured Parties (all terms used but not defined herein shall have the meaning assigned to such terms in the Credit Agreement (as defined below)).

WHEREAS, Mafco Worldwide Corporation, a Delaware corporation (the "Grantor"), entered into a Credit Agreement, dated as of May 24, 2012 (as amended, supplemented, replaced or otherwise modified from time to time, the "Credit Agreement"), with the banks and other financial institutions and entities from time to time party thereto, and the Administrative Agent; and

WHEREAS, in connection with the Credit Agreement, the Grantor granted a security interest in certain personal property to the Administrative Agent, for the ratable benefit of the Secured Parties, including without limitation a security interest in certain trademarks and trademark applications (collectively, the "Trademarks"), pursuant to that certain Guarantee and Collateral Agreement, dated as of May 24, 2012 (as amended, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement"), by and among the Grantor, certain affiliates of the Grantor and the Administrative Agent; and

WHEREAS, the security interests granted to the Administrative Agent in such Trademarks were recorded at the United States Patent and Trademark Office as follows: on May 5, 2012 at Reel 4787 and Frame 0917; and

WHEREAS, the Administrative Agent has agreed to terminate and release its security interest in the Trademarks identified on Schedule I attached hereto.

NOW, THEREFORE, for valuable consideration, the Administrative Agent hereby terminates and releases all mortgages, liens, and security interests granted to the Administrative Agent in the following:

1. the Grantor's Trademarks referred to on Schedule I attached hereto;
2. all goodwill of the business symbolized by such Trademarks; and
3. all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future (i) infringement or dilution of such Trademarks or (ii) injury to the goodwill associated with such Trademarks.

[Signature Page Follows]

IN WITNESS WHEREOF, the Administrative Agent has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

**PNC BANK, NATIONAL ASSOCIATION,
AS ADMINISTRATIVE AGENT**

By: _____


Name: John Barth

Title: Senior Vice President

[Signature Page to Termination of Security Interest in Trademarks]

**TRADEMARK
REEL: 005382 FRAME: 0431**

**SCHEDULE 1 TO THE
TERMINATION OF SECURITY INTEREST IN TRADEMARKS**

TRADEMARKS

Trademark	Registration No.	Registration Date
BEAUTY BLANKET – TM	3721737	12/8/2009
Design of Ship	84018	10/31/1911
MAFCO	612290	9/13/1955
MAFCO & Design	856843	9/17/1968
MAFCO & Design	864099	1/28/1969
MAFCO-MAGNASWEET	997652	11/5/1974
MAG	1469567	12/22/1987
MAGNASWEET (Stylized)	2331742	3/21/2000
MAGNASWEET	3722297	12/8/2009
RIGHT DRESS	1278230	5/15/1984
RIGHT DRESS & Design	764149	2/4/1964
SHIP BRAND	753781	7/30/1963
SHIP BRAND	753608	7/30/1963
SHIP BRAND	753563	7/30/1963