

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM401897

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Macquarie US Trading, LLC		10/13/2016	Limited Liability Company:

RECEIVING PARTY DATA

Name:	Vertex Pharmaceuticals Incorporated
Street Address:	50 Northern Avenue
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02210
Entity Type:	Corporation: MASSACHUSETTS

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	1630448	VERTEX
Registration Number:	2704913	VERTEX
Registration Number:	2578974	VERTEX
Registration Number:	3531356	VERTEX
Registration Number:	4057950	VX
Registration Number:	4068675	INCIVEK
Registration Number:	4164630	INCIVEK
Registration Number:	4147369	KALYDECO
Registration Number:	4245428	KALYDECO
Registration Number:	4034507	BETTER TO KNOW C
Registration Number:	4380605	THE SCIENCE OF POSSIBILITY

CORRESPONDENCE DATA

Fax Number: 2156562498

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: 215-656-3381

Email: pto.phil@dlapiper.com

Correspondent Name: IP GROUP OF DLA PIPER LLP (US)

Address Line 1: ONE LIBERTY PLACE

Address Line 2: 1650 MARKET ST. SUITE 4900

TRADEMARK

Address Line 4: PHILADELPHIA, PENNSYLVANIA 19103

NAME OF SUBMITTER: William L. Bartow

SIGNATURE: /williamlbartow/

DATE SIGNED: 10/13/2016

Total Attachments: 7

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “Release”) is made as of October 13, 2016 (“Effective Date”) by **MACQUARIE US TRADING LLC**, in its capacity as administrative agent pursuant to the Credit Agreement (in such capacity, the “Agent”), in favor of **VERTEX PHARMACEUTICALS INCORPORATED** (“Pledgor”). Capitalized terms used but not defined in the Release have the meaning ascribed thereto in the Collateral Agreements (defined below).

WHEREAS, the Pledgor and Agent entered into that certain Trademark Security Agreement dated July 9, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the “Trademark Security Agreement”) pursuant to the terms and conditions of that certain Security Agreement dated as of July 9, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”, and together with the Trademark Security Agreement and other ancillary documents executed in connection with the Security Agreement, the “Collateral Agreements”), among Vertex Pharmaceuticals Incorporated (the “Borrower”), and certain subsidiaries of the Borrower identified therein and Agent, as Administrative Agent.

WHEREAS, pursuant to the terms and conditions of the Collateral Agreements, Pledgor pledged and granted to Agent for the benefit of the Secured Parties a lien on and security interest in and to (the “Security Interest”) all of its right, title and interest in, to and under all the following Pledged Collateral of Pledgor (collectively, the “Trademark Collateral”): (i) all Trademarks of Pledgor, whether then owned by Pledgor or later acquired or filed, including without limitation, the Trademarks listed on Schedule A attached hereto; (ii) all Goodwill associated with such Trademarks and (iii) all proceeds of any and all of the foregoing (other than Excluded Property).

WHEREAS, the Trademark Security Agreement and certain other Collateral Agreements were recorded with the United States Patent and Trademark Office on July 10, 2014, at Reel No. 5320, Frame No. 0098, and in various other intellectual property offices around the world.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent, without representation, warranty or recourse of any kind hereby (i) terminates the Trademark Security Agreement, (ii) terminates, discharges, cancels and releases in full any and all security interests (including the Security Interest) it has in, to and under the Trademark Collateral and (iii) re-assigns to Pledgor any and all such right, title and interest that it may have in the applicable Trademark Collateral to Pledgor.

Agent shall take all further actions, and provide to Pledgor, its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by Pledgor, and at Pledgor’s sole cost and expense, to more fully and effectively evidence, record and effectuate the purposes of this Release. Agent authorizes and requests that the United States Patent and Trademark Office and any applicable government officer note and record the

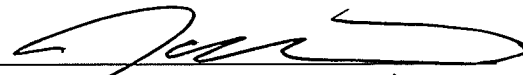

release hereby given and any other filings necessary to evidence the release and termination of the Agent's rights under each of the Collateral Agreements, with respect to the Trademark Collateral.

This Release, and all disputes between the parties under or relating to this Release or the facts or circumstances leading to its execution, whether in contract, tort or otherwise, shall be construed in accordance with and governed by the laws (including statutes of limitation) of the State of New York, without regard to conflicts of law principles that would require the application of the laws of another jurisdiction.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Agent has caused this Release to be duly executed and delivered by its duly authorized representative as of the Effective Date.

MACQUARIE US TRADING LLC
as the Administrative Agent

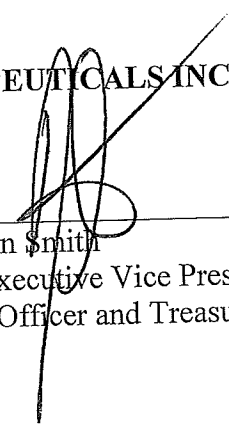
By: 
Name: 
Title: **Joshua Karlin**
Authorized Signatory


Anita Chiu
Associate Director

[Signature Page to Trademark Release]

TRADEMARK
REEL: 005901 FRAME: 0168

VERTEX PHARMACEUTICALS INCORPORATED
as the Pledgor

By: 
Name: Ian Smith
Title: Executive Vice President, Chief
Financial Officer and Treasurer

Schedule A
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

VERTEX PHARMACEUTICALS INCORPORATED

US Trademark Registrations and Applications

I. TRADEMARKS			
Owner	Country/ Vertex File Number	Serial No./ Registration No.	Goods/Services
Vertex Pharmaceuticals Incorporated	VERTEX United States 1618/208	1,630,448	Registered for use in connection with "pharmaceutical research" in Class 42.
Vertex Pharmaceuticals Incorporated	VERTEX United States 1618/212	2,704,913	Registered for use as a "housemark for pharmaceutical preparations" in Class 5.
Vertex Pharmaceuticals Incorporated	VERTEX (plus design) United States 1618/210	2,578,974	Registered for use in connection with "pharmaceutical preparations for the diagnosis, treatment or prevention of conditions or diseases of the central nervous system or peripheral nervous system, neurologic disorders, neurodegenerative disorders, hepatitis-C, cancer, multi-drug resistance, autoimmune diseases, and HIV infection and AIDS" in Class 5 and "pharmaceutical research services for others" in Class 42.
Vertex Pharmaceuticals Incorporated	VERTEX (plus design) United States 1618/227	3,531,356	Registered for use as "a housemark for pharmaceutical preparations" in Class 5.
Vertex Pharmaceuticals Incorporated	VX United States 1618/282	4,057,950	Registration for "house mark for pharmaceutical preparations" in Class 5.
Vertex Pharmaceuticals Incorporated	INCIVEK United States 1618/2010	4,068,675	Registration for "pharmaceutical preparations for the treatment of viral diseases" in Class 5
Vertex Pharmaceuticals Incorporated	INCIVEK (plus design) United States 1618/2013	4,164,630	Registration for "pharmaceutical preparations for the treatment of viral diseases" in Class 5.
Vertex Pharmaceuticals Incorporated	KALYDECO United States 1618/299	4,147,369	Registration for "Pharmaceutical preparations for the treatment of cystic fibrosis" in Class 5
Vertex Pharmaceuticals Incorporated	KALYDECO (plus design) United States 1618/2016	4,245,428	Registration for "Pharmaceutical preparations for the treatment of cystic fibrosis" in Class 5
Vertex Pharmaceuticals Incorporated	BETTER TO KNOW C United States 1618/2008	4,034,507	Registration for "providing a website featuring information about health, namely, hepatitis awareness, diagnosis and information about screening and treatment" in Class 44.
Vertex Pharmaceuticals Incorporated	THE SCIENCE OF POSSIBILITY United States 1618/2012	4,380,605	Registration for "providing information in the fields of health, medicine, and pharmaceuticals," in Class 44
II. TRADEMARK APPLICATIONS			
Owner	Country/ Vertex File Number	Serial No./ Registration No.	Goods/Services
Vertex Pharmaceuticals Incorporated	VX-970 United States 1618/2045	86/084,108	Application for "pharmaceutical preparations" in Class 5.
Vertex Pharmaceuticals Incorporated	ORKAMBI United States 1618/2050	86/179,790	Application for "pharmaceutical preparations for the treatment of hepatitis, cystic fibrosis, influenza, cancer, viral and bacterial infections, inflammatory bowel disease, neurological disorders and autoimmune diseases" in Class 5.
Vertex Pharmaceuticals Incorporated	ASYNDEKO United States 1618/2051	86/179,777	Application for "pharmaceutical preparations for the treatment of hepatitis, cystic fibrosis, influenza, cancer, viral and bacterial infections, inflammatory bowel disease, neurological disorders and autoimmune diseases" in Class 5.
Vertex Pharmaceuticals Incorporated	ALYFTEO United States 1618/2052	86/179,775	Application for "pharmaceutical preparations for the treatment of hepatitis, cystic fibrosis, influenza, cancer, viral and bacterial infections, inflammatory bowel disease, neurological disorders and autoimmune diseases" in Class 5.

Owner	Country/ Vertex File Number	Serial No./ Registration No.	Goods/Services
Vertex Pharmaceuticals Incorporated	CYFANTIR (Second generation) United States 1618/2053	86/179,771	Application for "pharmaceutical preparations for the treatment of hepatitis, cystic fibrosis, influenza, cancer, viral and bacterial infections, inflammatory bowel disease, neurological disorders and autoimmune diseases" in Class 5.
Vertex Pharmaceuticals Incorporated	CYFANTIR United States 1618/296	85/155,461	Application for "Pharmaceutical preparations" in Class 5
Vertex Pharmaceuticals Incorporated	JEXORI United States 1618/2002	85/171,283	Application for "Pharmaceutical preparations for the treatment of viral diseases, bacterial infections, cystic fibrosis, cancer, autoimmune diseases that cause chronic inflammation or rheumatoid arthritis, inflammatory diseases, inflammatory diseases, neurological disorders and epilepsy" in Class 5
Vertex Pharmaceuticals Incorporated	CYLOVY United States 1618/297	85/155,469	Application for "Pharmaceutical preparations" in Class 5