

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY

MACANDREWS & FORBES HOLDINGS, :
INC., a Delaware corporation, :
 :
Plaintiff, :
 :
v. : Civil Action No. 8126
 :
REVLON, INC., et al., :
 :
Defendants. :

NOTICE OF MOTION

TO: A. Gilchrist Sparks, III, Esquire
Lawrence A. Hamermesh, Esquire
Morris, Nichols, Arsht & Tunnell
1105 North Market Street
P.O. Box 1347
Wilmington, Delaware 19899

Michael D. Goldman, Esquire
Potter, Anderson & Corroon
350 Delaware Trust Building
P.O. Box 951
Wilmington, Delaware 19899

PLEASE TAKE NOTICE that the plaintiff will present
the within Motion for a Temporary Restraining Order at 9:30
a.m. on October 15, 1985.

YOUNG, CONAWAY, STARGATT & TAYLOR

s/ David C. McBride
Bruce M. Stargatt
David C. McBride
Josy W. Ingersoll
Rodney Square North
Eleventh Floor
P.O. Box 391
Wilmington, Delaware 19899-0391
(302) 571-6614
Attorneys for Plaintiff

DATED: October 15, 1985

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IN AND FOR NEW CASTLE COUNTY

MACANDREWS & FORBES HOLDINGS,
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Plaintiff,

v.

Civil Action No. 8126

REVLON, INC., a Delaware corpo-
ration, MICHEL C. BERGERAC,
SIMON ALDEWERELD, SANDER P.
ALEXANDER, JAY I. BENNETT,
IRVING J. BOTTNER, JACOB BURNS,
LEWIS L. GLUCKSMAN, JOHN LOUDON,
AILEEN MEHLE, SAMUEL L. SIMMONS,
IAN R. WILSON, PAUL P. WOOLARD,
EZRA K. ZILKHA, FORSTMANN LITTLE
& CO., a New York limited part-
nership, and FORSTMANN LITTLE
& CO. SUBORDINATED DEBT AND
EQUITY MANAGEMENT BUYOUT PART-
NERSHIP-II, a New York limited
partnership,

Defendants.

MOTION FOR A TEMPORARY RESTRAINING ORDER

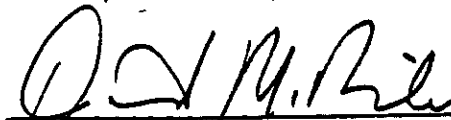
Plaintiff MacAndrews & Forbes Holdings, Inc.

hereby moves this Court for a temporary restraining order prohibiting Revlon, Inc. from placing into escrow or otherwise transferring to Forstmann Little & Co. (hereinafter "FLC") any Revlon assets or monies or from delivering to FLC any letters of credit pursuant to or in connection with the Revlon-FLC Agreement of Merger dated October 3, 1985, the Amendment dated as of October 12, 1985 to Agreement of Merger and the Option Agreement, dated as of October 12, 1985; or

In the alternative, if said Revlon assets, monies or letters of credit have already been transferred, prohibiting Revlon's escrow agent from further transferring or delivering such assets, monies or letters to FLC or any other person or entity, and prohibiting FLC from further transferring or disposing of such assets, monies or letters.

The grounds for plaintiff's motion, as set forth in the accompanying Memorandum in Support of Plaintiff's Motion for a Temporary Restraining Order, the Affidavit of David C. McBride and the exhibits thereto, are that defendants have currently entered into agreements by which two of the major businesses of Revlon, and monies to fund a \$25 million cancellation fee, all of which are the subject of plaintiff's motion for preliminary injunctive relief to be heard by this Court on Friday, October 18, 1985, either have been, or will be transferred into escrow by Revlon no later than 10:30 a.m. on October 15, 1985, and may then be beyond the reach of this Court.

YOUNG, CONAWAY, STARGATT & TAYLOR



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EZRA K. ZILKHA, FORSTMANN LITTLE
& CO., a New York limited part-
nership, and FORSTMANN LITTLE
& CO. SUBORDINATED DEBT AND
EQUITY MANAGEMENT BUYOUT PART-
NERSHIP-II, a New York limited
partnership,

Defendants.

ORDER

Having heard argument on plaintiff's Motion for a Temporary Restraining Order, and upon review of plaintiff's Motion, its memorandum in support of the motion and the Affidavit of David C. McBride, Esquire, submitted therewith, and it appearing to the Court that plaintiff has satisfied the standards necessary for the grant of a temporary restraining order, and that unless the temporary restraining order prayed for by plaintiff is granted, irreparable harm will result to plaintiff and the shareholders of Revlon, Inc. before the matter

can be heard at the preliminary injunction hearing now scheduled for Friday, October 18, 1985,

IT IS HEREBY ORDERED that Revlon, Inc., its directors, officers, agents and attorneys and all persons acting in concert with them are restrained and prohibited from placing into escrow or otherwise transferring to Forstmann Little & Co. or any affiliated entity ("FLC") any Revlon, Inc. assets or monies or from delivering to FLC any letters of credit pursuant to or in connection with any provision of the Agreement of Merger dated as of October 3, 1985 (the "Merger Agreement") by and among Revlon, Inc., FLC and others, or the Amendment dated as of October 12, 1985 to the Merger Agreement, or the Option Agreement, dated as of October 12, 1985; and

IT IS FURTHER ORDERED, that defendants shall appear at 9:30 a.m. on October 18, 1985 to show cause why they should not be preliminarily enjoined from doing the above-referenced acts, as well as the other acts for which plaintiff seeks preliminary injunctive relief.

Bond without surety in the amount of One Thousand (\$1,000.) Dollars to be posted by plaintiff.

Joseph T. Walsh
Joseph T. Walsh, Justice

DATED: 10/15/85