

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
U.S. Bank National Association, as Collateral Agent

- Individual(s)
- General Partnership
- Corporation-State
- Other national bank
- Association
- Limited Partnership

Citizenship (see guidelines) USA
Execution Date(s) February 25, 2005
Additional names of conveying parties attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest

4. Application number(s) or registration number(s) and identification or description of the Trademark.
A. Trademark Application No.(s)
see attached Exhibit A

2. Name and address of receiving party(ies)
Additional names, addresses, or citizenship attached? Yes No

Name: Bellagio, LLC
Internal
Address: Attn: B. Wright
Street Address: 3600 Las Vegas Blvd. South
City: Las Vegas
State: NV
Country: USA Zip: 89109

- Association Citizenship _____
 - General Partnership Citizenship _____
 - Limited Partnership Citizenship _____
 - Corporation Citizenship _____
 - Other LLC Citizenship Nevada
- If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

B. Trademark Registration No.(s)
see attached Exhibit A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:
Name: Federal Research Co., LLC

Internal Address: _____
9
Street Address: 1030 15th St., NW, Suite 920
City: Washington
State: DC Zip: 20005
Phone Number: 202-783-2700
Fax Number: 202-783-0145
Email Address: _____

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 440.00
 Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:
a. Credit Card Last 4 Numbers _____
Expiration Date _____
b. Deposit Account Number 50-3155
Authorized User Name Federal Research

9. Signature: Julie Cravitz 3-11-05
Signature Date

Julie Cravitz 5
Name of Person Signing Total number of pages including cover sheet, attachments, and document.

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

American LegalNat, Inc.
www.USCourtForms.com

TRADEMARK

CH \$440.00 503155 78096893

EXHIBIT A

BELLAGIO FEDERAL REPORT

Owner: Bellagio, LLC

Trademark	Application Number	Filing Date	Registration Number	Registration Date	Class
B Bellagio (stylized)	76096,893	26-Jul-00	Pending		41
B Bellagio (stylized)	76696,892	26-Jul-00	2,514,690	04-Dec-01	42
Bellagio	74694,946	26-Jun-95	2,232,487	16-Mar-99	42
Bellagio	74132,694	23-Jan-94	1,706,869	11-Aug-92	25
Bellagio	75703,287	11-May-99	Pending		3
Bellagio	75466,298	26-Mar-98	2,313,142	01-Feb-00	25
Bellagio	74694,939	26-Jun-95	2,232,486	16-Mar-99	41
Beau Rivage	75976,756	17-Oct-94	2,497,150	09-Oct-01	6, 9 & 20
Bellagio Gallery of Fine Art	75464,364	08-Apr-99	2,260,030	06-Jul-99	35
Café Bellagio	75414,867	22-Dec-97	Pending		42
CAPRI	75469,754	04-Apr-99	2,322,361	22-Feb-00	35
Dunes	73489,749	13-Jul-84	1,401,610	15-Jul-86	41
Fortune Builder	75456,299	25-Mar-99	2,271,196	17-Aug-99	41
Fountains of Bellagio	76258,009	16-May-01	Pending		9
FREEPLAY	76327,601	18-Oct-01	Pending		41
Shintaro	75414,866	22-Dec-07	2,235,420	23-Mar-99	42
Via Bellagio	75467,978	14-Apr-98	2,298,934	07-Dec-99	36

RELEASE OF SECURITY INTEREST
IN TRADEMARKS

BELLAGIO, LLC, a Nevada limited liability company ("Grantor"), executed a Trademark Security Interest Assignment dated as of February 13, 2002 in favor of U.S. BANK NATIONAL ASSOCIATION, as Collateral Agent ("Agent"), which was duly recorded in the United States Patent and Trademark Office on May 2, 2002 at Reel 002497, Frame 0859, and pursuant to which the Grantor assigned and granted to Agent a security interest in and to all of Grantor's right, title and interest in and to its trademarks and trademark applications, including the trademarks listed on Exhibit A attached hereto (the "Marks") and the goodwill associated therewith.

Agent wishes to release, retransfer and reassign to Grantor, without representation or warranty, all of Agent's right, title and interest in and to the Marks and the goodwill associated therewith.

Agent's execution, acknowledgment or delivery of this instrument does not constitute (a) a waiver or release of any indebtedness or other obligation on the part of Grantor under any document, instrument or agreement secured by, or described in, the Trademark Security Interest Assignment, or (b) a waiver of any (i) default or event of default, or (ii) any right, power, privilege or remedy on the part of Grantor, under any such document, instrument or agreement.

For good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Agent, on behalf of itself, its successors, legal representatives and assigns, hereby releases, retransfers and reassigns to Grantor, without representation or warranty of any kind, express or implied, all of Agent's right, title and interest in and to the Marks and the goodwill associated therewith.

IN WITNESS WHEREOF, Agent has executed this Release of Security Interest in Trademarks as of this 25th day of February, 2005.

U.S. BANK NATIONAL ASSOCIATION, as
Collateral Agent

By:



Brad E. Scarbrough, Vice President

EXHIBIT A

See Attached

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