

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM455801

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest in Trademark Collateral at Reel/Frame No. 5298/0388		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
U.S. Bank National Association, as Collateral Agent		12/22/2017	national association: UNITED STATES
RECEIVING PARTY DATA			
Name:	3535 LV Newco, LLC		
Street Address:	One Caesars Palace Drive		
City:	Las Vegas		
State/Country:	NEVADA		
Postal Code:	89109		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2888634	DEALERTAINERS	
Registration Number:	4318912	THE QUAD	
Registration Number:	4435109	THE QUAD RESORT & CASINO Q	
Serial Number:	85783757	Q	
CORRESPONDENCE DATA			
Fax Number:	2138918763		
<i>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.</i>			
Email:	rhonda.deleon@lw.com		
Correspondent Name:	Latham & Watkins LLP		
Address Line 1:	355 South Grand Avenue		
Address Line 4:	Los Angeles, CALIFORNIA 90071-1560		
ATTORNEY DOCKET NUMBER:	059635-0002		
NAME OF SUBMITTER:	Rhonda DeLeon		
SIGNATURE:	/Rhonda DeLeon/		
DATE SIGNED:	12/22/2017		
Total Attachments: 5			

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**RELEASE OF SECURITY INTEREST IN
TRADEMARK COLLATERAL**

This RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL (the “Release”) is dated as of December 22, 2017 by U.S. BANK NATIONAL ASSOCIATION, as collateral agent (together with its successors and permitted assigns in such capacity, the “Collateral Agent”) for the benefit of the Secured Parties (as defined in the Collateral Agreement (as defined below)) in favor of PHWLTV, LLC, a Nevada limited liability company (“PHWLTV”), JAZZ CASINO COMPANY, L.L.C., a Louisiana limited liability company (“Jazz Casino Company”), 3535 LV NEWCO, LLC, a Delaware limited liability company (“3535 LV NewCo”), and PARBALL NEWCO, LLC, a Delaware limited liability company (“Parball NewCo”) (each a “Pledgor” and collectively, the “Pledgors”).

WITNESSETH

WHEREAS, Caesars Growth Properties Holdings, LLC (“CGPH”) and Caesars Growth Properties Finance, Inc. (together with CGPH, the “Issuers”), and each subsidiary of the Issuers identified in the Collateral Agreement and the Collateral Agent entered into that certain Collateral Agreement (Second Lien) dated as of May 20, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”);

WHEREAS, pursuant to the Collateral Agreement, (i) PHWLTV executed and delivered to the Collateral Agent that certain Trademark Security Agreement (Second Lien) dated as of May 20, 2014 (the “PHWLTV Trademark Security Agreement”) and recorded with the United States Patent and Trademark Office (“USPTO”) on June 6, 2014 at Reel/Frame No. 5298/0234, (ii) Jazz Casino Company executed and delivered to the Collateral Agent that certain Trademark Security Agreement (Second Lien) dated as of May 20, 2014 (the “Jazz Casino Company Trademark Security Agreement”) and recorded with the USPTO on June 6, 2014 at Reel/Frame No. 5298/0256, (iii) 3535 LV NewCo executed and delivered to the Collateral Agent that certain Trademark Security Agreement (Second Lien) dated as of May 20, 2014 (the “3535 LV NewCo May 2014 Security Agreement”) and recorded with the USPTO on June 6, 2014 at Reel/Frame No. 5298/0388, (iv) Parball NewCo executed and delivered to the Collateral Agent that certain Trademark Security Agreement (Second Lien) dated as of May 20, 2014 (the “Parball NewCo Trademark Security Agreement”) and recorded with the USPTO on June 6, 2014 at Reel/Frame No. 5298/0421 and (v) 3535 LV NewCo executed and delivered to the Collateral Agent that certain Trademark Security Agreement (Second Lien) dated as of August 26, 2014 (the “3535 LV NewCo August 2014 Trademark Security Agreement”) and collectively with the PHWLTV Trademark Security Agreement, the Jazz Casino Company Trademark Security Agreement, the 3535 LV NewCo May 2014 Trademark Security Agreement and the Parball NewCo Trademark Security Agreement, the “Trademark Security Agreements”) and recorded with the USPTO on August 27, 2014 at Reel/Frame No. 5352/0238, pursuant to which the Pledgors granted to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in all of the Pledgors’ right, title and interest in or to any and all of the IP Collateral (as defined in the Trademark Security Agreements); and

WHEREAS, the Pledgors have requested that the Agent release its security interest in all right, title and interest in or to any and all of the IP Collateral in connection with the discharge on the date hereof of the Indenture, dated as of April 17, 2014, between Caesars Growth Properties Holdings, LLC, Caesars Growth Properties Finance, Inc. and U.S. Bank National Association.


NOW, THEREFORE, in consideration of the foregoing, the Agent hereby DISCHARGES, TERMINATES and RELEASES, without recourse, representation or warranty, its security interest in all right, title and interest in or to any and all of the IP Collateral, including the trademark registrations and trademark applications set forth in Schedule I attached hereto and incorporated herein by reference, and agrees that all the security interest in the IP Collateral is hereby discharged, terminated and released. The undersigned hereby transfers and assigns to the Pledgors,

without recourse, representation or warranty, any and all right, title and interest that the Agent may have obtained in, to and under the IP Collateral under the Collateral Agreement and the Trademark Security Agreements.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed and delivered as of the date first written above.

U.S. BANK NATIONAL ASSOCIATION, as Collateral Agent

By: 
Name: Joshua A. Hahn
Title: Vice President

[Signature Page to Release of Security Interest in Trademark Collateral]

SCHEDULE I
to
RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL
TRADEMARKS

Reel/Frame No. 5298/0234

Mark	Status	App. No.	App. Date	Reg. No.	Reg. Date
Spice Market Buffet (Block)	Registered	76245399	4/23/2001	2699487	3/25/2003
The Axis (Block)	Pending	86215120	3/07/2014	N/A	N/A
The Axis (Logo)	Pending	86215103	3/07/2014	N/A	N/A
Pin Up Pizza	Pending	85806694	12/19/2012	N/A	N/A

Reel/Frame No. 5298/0256

Mark	Status	App. No.	App. Date	Reg. No.	Reg. Date
Bambu (Block)	Registered	78703992	8/31/2005	3135595	8/29/2006
Masquerade (Design)	Registered	78647537	6/9/2005	3282446	8/21/2007
Miracle on Fulton Street (Block)	Registered	77876336	11/19/2009	3814206	7/6/2010
Where Any Jack Who's A Queen Can Live Like A King	Registered	85305214	4/16/2011	4063189	11/29/2011
Where Any Jack Who's A Queen Can Live Like A King	Registered	85310720	5/3/2011	4111233	3/13/2012

Reel/Frame No. 5298/0388

Mark	Status	App. No.	App. Date	Reg. No.	Reg. Date
Dealertainers	Registered	76540597	8/12/2003	2888634	9/28/2004
The Quad	Registered	85653317	6/15/2012	4318912	4/9/2013
The Quad Resort & Casino (Logo)	Registered	85781399	11/16/2012	4435109	11/19/2013
Q (Design)	Pending	85783757	11/20/2012	N/A	N/A

Reel/Frame No. 5298/0421

Mark	Status	App. No.	App. Date	Reg. No.	Reg. Date
Center of the Action (Block)	Registered	85385846	8/1/2011	4105646	2/28/2012
Real. Live. Las Vegas.	Registered	75630709	1/29/1999	2399183	10/31/2000
Stay Classic	Registered	78972030	9/12/2006	3213554	2/27/2007
Stay Classic	Registered	78922868	7/5/2006	3213545	2/27/2007

Reel/Frame No. 5352/0238

Mark	Registration Number (or Application Number if not yet registered)	Registration Date (or Application Date if not yet registered)	Jurisdiction
Tag Lounge & Bar	86/186456	2/6/2014	US Federal