

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Release of Security Interest in Intellectual Property at Reel/Frame No. 4044/0118

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Bank of New York Mellon		07/03/2013	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	American Casino & Entertainment Properties LLC
<b>Street Address:</b>	2000 Las Vegas Boulevard South
<b>City:</b>	Las Vegas
<b>State/Country:</b>	NEVADA
<b>Postal Code:</b>	89104
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

<b>Name:</b>	Aquarius Gaming LLC
<b>Street Address:</b>	2000 Las Vegas Boulevard South
<b>City:</b>	Las Vegas
<b>State/Country:</b>	NEVADA
<b>Postal Code:</b>	89104
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEVADA

<b>Name:</b>	Stratosphere Gaming LLC
<b>Street Address:</b>	2000 Las Vegas Boulevard South
<b>City:</b>	Las Vegas
<b>State/Country:</b>	NEVADA
<b>Postal Code:</b>	89104
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEVADA

<b>Name:</b>	W2007 Aquarius Propco, L.P.
<b>Street Address:</b>	2000 Las Vegas Boulevard South
<b>City:</b>	Las Vegas
<b>State/Country:</b>	NEVADA

OP \$1040.00 3290626

Postal Code:	89104
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Registration Number:	3290626	AQUARIUS
Registration Number:	3446781	AQUARIUS
Registration Number:	3433077	AQUARIUS
Registration Number:	3345860	AQUARIUS
Registration Number:	3345861	AQUARIUS
Serial Number:	78840487	AQUARIUS
Registration Number:	3290627	AQUARIUS
Registration Number:	3353991	AQUARIUS
Registration Number:	3353992	AQUARIUS
Serial Number:	78840480	AQUARIUS CASINO HOTEL
Serial Number:	78840482	AQUARIUS CASINO HOTEL
Registration Number:	2212111	BIG SHOT
Registration Number:	3054188	INSANITY THE RIDE
Registration Number:	2070412	
Registration Number:	2725446	LUCKY'S CAFE AT THE STRATOSPHERE
Registration Number:	2696511	LUCKY'S CAFE
Registration Number:	3236531	NAGA
Registration Number:	2520000	NOBODY OFFERS YOU MORE!
Registration Number:	3189387	ROMANCE AT TOP OF THE WORLD
Serial Number:	77561619	STRAT
Serial Number:	77561622	STRAT
Serial Number:	77561627	STRAT
Serial Number:	77561632	STRAT
Serial Number:	77561614	STRAT
Serial Number:	77561636	STRAT
Registration Number:	2086400	STRATOSPHERE
Registration Number:	2086401	STRATOSPHERE
Registration Number:	3212812	STRATOSPHERE LAS VEGAS
Registration Number:	2868387	THE CHAPEL IN THE CLOUDS
Registration Number:	2982669	THE CRAZY ARMADILLO OYSTER BAR

Serial Number:	77561661	THE STRAT
Serial Number:	77561666	THE STRAT
Serial Number:	77561670	THE STRAT
Serial Number:	77561672	THE STRAT
Serial Number:	77561656	THE STRAT
Serial Number:	77561675	THE STRAT
Registration Number:	2072694	TOP OF THE WORLD
Registration Number:	2826028	ULTIMATE REWARDS
Registration Number:	2904610	X SCREAM
Serial Number:	77635347	BIG SHOT BAR
Serial Number:	77721233	GIFTS WORTH GETTING

**CORRESPONDENCE DATA**

Fax Number:

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Email: ipdocket@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 650 Town Center Drive, Suite 2000

Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	049646-0143
NAME OF SUBMITTER:	Rhonda DeLeon
Signature:	/Rhonda DeLeon/
Date:	07/03/2013

**Total Attachments: 7**

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**RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY**

This **RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY** (this "Release") is dated as of July 3, 2013 by The Bank of New York Mellon, a New York Banking Corporation, as collateral trustee (in such capacity, together with its successors and assigns, the "Collateral Trustee") for the Secured Parties (as defined in the Security Agreement referred to below), in favor of each of the entities listed on Schedule A attached hereto (each, a "Grantor" and, collectively, the "Grantors").

**WHEREAS**, the Grantors and the Collateral Trustee entered into that certain Pledge and Security Agreement, dated as of August 14, 2009 (as it may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), pursuant to which the Grantors executed and delivered to the Collateral Trustee that certain Intellectual Property Security Agreement, dated as of August 14, 2009 (the "IP Security Agreement"), for recordation with the United States Patent and Trademark Office and the United States Copyright Office;

**WHEREAS**, the IP Security Agreement was recorded with the United States Patent and Trademark Office on August 14, 2009 at Reel 4044, Frame 0118 and with the United States Copyright Office on August 26, 2009 at Volume 3582, Document 563;

**WHEREAS**, pursuant to the terms and conditions of the Security Agreement and the IP Security Agreement, each Grantor granted to the Collateral Trustee for the benefit of the Secured Parties, a security interest in and continuing lien on (together, the "Security Interest") all of such Grantor's right, title and interest in, to and under the Collateral (as defined in the IP Security Agreement); and

**WHEREAS**, the Collateral Trustee desires to terminate and release the Security Interest in the Collateral.


**NOW, THEREFORE**, for and in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Trustee hereby agrees as follows:

The Collateral Trustee, on behalf of the Secured Parties, hereby terminates and releases the Security Interest in the Collateral (including, without limitation, the registrations and applications listed on Schedule B attached hereto), and retransfers and reassigns to each Grantor any right, title or interest of the Collateral Trustee in, to or under the Collateral (including, without limitation, the registrations and applications listed on Schedule B attached hereto), without any recourse, representation or warranty whatsoever.

[Signature Page to Follow]

IN WITNESS WHEREOF, the Collateral Trustee has caused this Release to be executed by its duly authorized signatory effective as of the date first above written.

**THE BANK OF NEW YORK MELLON,**  
as Collateral Trustee

By:   
Name: Anthony Baisa  
Title: Vice President

Schedule A

AMERICAN CASINO & ENTERTAINMENT PROPERTIES LLC  
ACEP FINANCE CORP.  
ACEP ADVERTISING AGENCY, LLC (f/k/a STRATOSPHERE ADVERTISING AGENCY,  
LLC)  
AQUARIUS GAMING LLC  
ARIZONA CHARLIE'S, LLC  
CHARLIE'S HOLDING LLC  
FRESCA, LLC  
STRATOSPHERE DEVELOPMENT, LLC  
STRATOSPHERE GAMING LLC  
STRATOSPHERE HOLDING, LLC (f/k/a STRATOSPHERE LLC)  
STRATOSPHERE LAND LLC  
STRATOSPHERE LEASING, LLC  
W2007 ACEP FIRST MEZZANINE A BORROWER, L.P.  
W2007 ACEP FIRST MEZZANINE A GEN-PAR, L.L.C.  
W2007 ACEP FIRST MEZZANINE B BORROWER, L.P.  
W2007 ACEP FIRST MEZZANINE B GEN-PAR, L.L.C.  
W2007 AQUARIUS GEN-PAR, L.L.C.  
W2007 AQUARIUS PROPCO, L.P.  
W2007 ARIZONA CHARLIE'S GEN-PAR, L.L.C.  
W2007 ARIZONA CHARLIE'S PROPCO, L.P.  
W2007 FRESCA GEN-PAR, L.L.C.  
W2007 FRESCA PROPCO, L.P.  
W2007 STRATOSPHERE GEN-PAR, L.L.C.  
W2007 STRATOSPHERE LAND GEN-PAR, L.L.C.  
W2007 STRATOSPHERE LAND PROPCO, L.P.  
W2007 STRATOSPHERE PROPCO, L.P.

Schedule B

COPYRIGHTS

<u>Name of Debtor/Grantor</u>	<u>Title</u>	<u>Filing Date/Issued Date</u>	<u>Status</u>	<u>Application/ Registration No.</u>
W2007 Arizona Charlie's Propco, L.P.	Barbingo.	March 19, 1992	Registered	TXu-509-358
W2007 Stratosphere Propco, L.P.	High roller at Stratosphere.	November 16, 1995	Registered	VAu-346-861
W2007 Stratosphere Propco, L.P.	Stratosphere Las Vegas.	September 14, 1995	Registered	VAu-331-697
W2007 Stratosphere Propco, L.P.	Stratosphere.	November 6, 1995	Registered	VAu-349-552

EXCLUSIVE INBOUND COPYRIGHT LICENSES

[None]

PATENTS

[None]

TRADEMARKS

<u>Debtor/Grantor</u>	<u>Trademark</u>	<u>Application Number</u>	<u>Application Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
W2007 Aquarius Propco, L.P.	AQUARIUS - 18	78/840501	3/17/06	3290626	9/11/07
Aquarius Gaming LLC	AQUARIUS - 35	78/840494	3/17/06	3446781	6/10/08
Aquarius Gaming LLC	AQUARIUS - 41	78/840491	3/17/06	3433077	5/20/08
W2007 Aquarius Propco, L.P.	AQUARIUS - 43	78/840469	3/17/06	3345860	11/27/07

<u>Debtor/Grantor</u>	<u>Trademark</u>	<u>Application Number</u>	<u>Application Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
W2007 Aquarius Propco, L.P.	AQUARIUS - 43	78/840488	3/17/06	3345861	11/27/07
Aquarius Gaming LLC	AQUARIUS - 44	78/840487	3/17/06		
W2007 Aquarius Propco, L.P.	AQUARIUS - 6	78/840511	3/17/06	3290627	9/11/07
W2007 Aquarius Propco, L.P.	AQUARIUS & Design - 41	78/840473	3/17/06	3353991	12/11/07
W2007 Aquarius Propco, L.P.	AQUARIUS & Design - 43	78/840475	3/17/06	3353992	12/11/07
Aquarius Gaming LLC	AQUARIUS, CASINO, HOTEL & Design - 41	78/840480	3/17/06		
Aquarius Gaming LLC	AQUARIUS, CASINO, HOTEL & Design - 43	78/840482	3/17/06		
W2007 Stratosphere Propco, L.P.	BIG SHOT	75/145568	8/5/96	2212111	12/22/98
W2007 Stratosphere Propco, L.P.	INSANITY THE RIDE & Design	78/537623	12/23/04	3054188	1/31/06
W2007 Stratosphere Propco, L.P.	LOGO	74/676248	5/15/95	2070412	6/10/97
W2007 Stratosphere Propco, L.P.	LUCKY'S CAFE AT THE STRATOSPHERE & Design	76/291440	7/27/01	2725446	6/10/03
W2007 Stratosphere Propco, L.P.	LUCKY'S CAFE & Design	76/291439	7/27/01	2696511	3/11/03
W2007 Stratosphere Propco, L.P.	NAGA	78/810327	2/8/06	3236531	5/1/07
W2007 Stratosphere Propco, L.P.	NOBODY OFFERS YOU MORE! - 42	76/230888	3/26/01	2520000	12/18/01
W2007 Stratosphere Propco, L.P.	ROMANCE AT TOP OF THE WORLD	78/812034	2/10/06	3189387	12/26/06

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<u>Debtor/Grantor</u>	<u>Trademark</u>	<u>Application Number</u>	<u>Application Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
Stratosphere Gaming LLC	STRAT - 16	77/561619	9/3/08		
Stratosphere Gaming LLC	STRAT - 18	77/561622	9/3/08		
Stratosphere Gaming LLC	STRAT - 21	77/561627	9/3/08		
Stratosphere Gaming LLC	STRAT - 25	77/561632	9/3/08		
Stratosphere Gaming LLC	STRAT - 41	77/561614	9/3/08		
Stratosphere Gaming LLC	STRAT - 43	77/561636	9/3/08		
W2007 Stratosphere Propco, L.P.	STRATOSPHERE - 41	75/012392	10/25/95	2086400	8/5/97
W2007 Stratosphere Propco, L.P.	STRATOSPHERE - 42	75/012393	10/25/95	2086401	8/5/97
W2007 Stratosphere Propco, L.P.	STRATOSPHERE LAS VEGAS & Design	78/810435	2/8/06	3212812	2/27/07
W2007 Stratosphere Propco, L.P.	THE CHAPEL IN THE CLOUDS	76/423047	6/17/02	2868387	8/3/04
W2007 Stratosphere Propco, L.P.	THE CRAZY ARMADILLO OYSTER BAR & Design	76/565398	12/3/03	2982669	8/9/05
Stratosphere Gaming LLC	THE STRAT - 16	77/561661	9/3/08		
Stratosphere Gaming LLC	THE STRAT - 18	77/561666	9/3/08		
Stratosphere Gaming LLC	THE STRAT - 21	77/561670	9/3/08		
Stratosphere Gaming LLC	THE STRAT - 25	77/561672	9/3/08		
Stratosphere Gaming LLC	THE STRAT - 41	77/561656	9/3/08		
Stratosphere Gaming LLC	THE STRAT - 43	77/561675	9/3/08		

<u>Debtor/Grantor</u>	<u>Trademark</u>	<u>Application Number</u>	<u>Application Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
W2007 Stratosphere Propco, L.P.	TOP OF THE WORLD	75/012390	10/25/95	2072694	6/17/97
W2007 Stratosphere Propco, L.P.	ULTIMATE REWARDS	76/426101	6/28/02	2826028	3/23/04
W2007 Stratosphere Propco, L.P.	X SCREAM	76/565397	12/3/03	2904610	11/23/04
W2007 Stratosphere Propco, L.P.	BIG SHOT BAR	77/635347	12/17/08		
American Casino & Entertainment Properties LLC	GIFTS WORTH GETTING	77/721233	4/23/09		