

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM450673

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Nevada Property 1 LLC		11/09/2017	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	DEUTSCHE BANK AG, NEW YORK BRANCH		
<b>Street Address:</b>	60 Wall Street		
<b>Internal Address:</b>	10th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10005		
<b>Entity Type:</b>	Bank: GERMANY		
<b>Name:</b>	JPMORGAN CHASE BANK, NATIONAL ASSOCIATION		
<b>Street Address:</b>	383 Madison Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10179		
<b>Entity Type:</b>	Banking Association: UNITED STATES		
<b>Name:</b>	BANK OF AMERICA, N.A.		
<b>Street Address:</b>	214 North Tryon Street		
<b>Internal Address:</b>	NC1-027-15-01		
<b>City:</b>	Charlotte		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28255		
<b>Entity Type:</b>	Banking Association: UNITED STATES		
<b>Name:</b>	CITI REAL ESTATE FUNDING, INC.		
<b>Street Address:</b>	390 Greenwich Street		
<b>Internal Address:</b>	7th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10013		
<b>Entity Type:</b>	Corporation: NEW YORK		

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<b>Name:</b>	GOLDMAN SACHS MORTGAGE COMPANY
<b>Street Address:</b>	200 West Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10282
<b>Entity Type:</b>	Limited Partnership: NEW YORK

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	4163600	IDENTITY
Registration Number:	4180059	JUST THE RIGHT AMOUNT OF WRONG
Registration Number:	4180060	JUST THE RIGHT AMOUNT OF WRONG
Registration Number:	4629598	ROSE. RABBIT. LIE.
Registration Number:	4269392	TALON CLUB
Registration Number:	4269393	THE TALON CLUB
Registration Number:	4269391	THE TALON CLUB
Registration Number:	4735723	THE CHELSEA
Registration Number:	3935579	THE COSMOPOLITAN OF LAS VEGAS
Registration Number:	3938873	THE COSMOPOLITAN OF LAS VEGAS
Registration Number:	3938874	THE COSMOPOLITAN OF LAS VEGAS
Registration Number:	3951922	THE COSMOPOLITAN OF LAS VEGAS
Registration Number:	3955618	C THE COSMOPOLITAN OF LAS VEGAS
Registration Number:	3955619	C THE COSMOPOLITAN OF LAS VEGAS
Registration Number:	3955620	C THE COSMOPOLITAN OF LAS VEGAS

**CORRESPONDENCE DATA**

**Fax Number:** 2125046666  
**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:** 2125046000  
**Email:** jennifer.chick@cwt.com  
**Correspondent Name:** Cadwalader, Wickersham & Taft LLP  
**Address Line 1:** 200 Liberty Street  
**Address Line 4:** New York, NEW YORK 10281

<b>ATTORNEY DOCKET NUMBER:</b>	94987.243
<b>NAME OF SUBMITTER:</b>	Jennifer A. Chick
<b>SIGNATURE:</b>	/Jennifer A. Chick/
<b>DATE SIGNED:</b>	11/13/2017

**Total Attachments: 9**  
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## EXHIBIT A

### FORM OF SHORT FORM INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**IP Security Agreement**”) dated November 9, 2017, is made by **NEVADA PROPERTY 1 LLC**, a Delaware limited liability company, having an office at 3708 Las Vegas Boulevard South, Las Vegas, Nevada 89109 (“**Pledgor**”), in favor of **DEUTSCHE BANK AG, NEW YORK BRANCH**, a branch of Deutsche Bank AG, a German Bank, authorized by the New York Department of Financial Services, having an address at 60 Wall Street, 10th Floor, New York, New York 10005, **JPMORGAN CHASE BANK, NATIONAL ASSOCIATION**, a banking association chartered under the laws of the United States of America, having an address at 383 Madison Avenue, New York, New York 10179, **BANK OF AMERICA, N.A.**, a national banking association, having an address at 214 North Tryon Street, NC1-027-15-01, Charlotte, North Carolina 28255, **CITI REAL ESTATE FUNDING, INC.**, a New York corporation, having an address at 390 Greenwich Street, 7<sup>th</sup> Floor, New York, New York 10013 and **GOLDMAN SACHS MORTGAGE COMPANY**, a New York limited partnership, having an address a 200 West Street, New York, New York 10282 (collectively, “**Lender**”),

WHEREAS, the Lender has entered into the Loan Documents dated as of November 9, 2017 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Loan Documents**”), pursuant to which the Lender has agreed to make loans to certain Borrowers thereto, secured by the liens and security interests of certain security agreements.

WHEREAS, in connection with the Loan Documents, the Pledgor and the Lender have entered into the Intellectual Property Security Agreement dated November 9, 2017 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Intellectual Property Security Agreement**”) in order to induce the Lender to make loan specified in the Loan Documents.

WHEREAS, under the terms of the Intellectual Property Security Agreement, the Pledgor has granted to the Lender a security interest in, among other property, certain intellectual property of the Pledgor, and have agreed as a condition thereof to execute this IP Security Agreement for recording with the United States Patent and Trademark Office, the United States Copyright Office and other governmental authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Pledgor agrees as follows:

SECTION 1. Grant of Security. The Pledgor hereby grants to the Lender a security interest in all of such Pledgor’s right, title and interest in and to the following (the “**Collateral**”):

- (a) the United States Patents (as defined in the Intellectual Property Security Agreement) set forth in Schedule A hereto;
- (b) the United States registered Trademarks (as defined in the Intellectual Property Security Agreement) and Trademarks for which United States applications are

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly authorized representatives, all as of the date set forth above.

PLEDGOR:

NEVADA PROPERTY 1 LLC, a Delaware  
limited liability company

By: \_\_\_\_\_

Name: William J. Stein

Title: Senior Managing Director and Vice  
President

TRADEMARK

REEL: 006203 FRAME: 0472

LENDER:

DEUTSCHE BANK AG, NEW YORK  
BRANCH

By:   
Name: **STEVEN PACK**  
Title: **DIRECTOR**

By:   
Name: **Jon Tilli**  
Title: **Vice President**

LENDER:

JPMORGAN CHASE BANK, NATIONAL  
ASSOCIATION, a banking association  
chartered under the laws of the United States  
of America

By:   
Name: Simon B. Burce  
Title: Vice President

LENDER:

BANK OF AMERICA, N.A.

By: 

Name: Steven Wasser

Title: Managing Director


TRADEMARK

REEL: 006203 FRAME: 0475



LENDER:

CITI REAL ESTATE FUNDING INC.

By: 

Name:


Harry Kramer

Title:

Vice President


LENDER:

GOLDMAN SACHS MORTGAGE  
COMPANY

By:  \_\_\_\_\_

Name: Rene J. Theriault  
Title: Authorized Signatory

**SCHEDULE B – TRADEMARKS**

<b>Jurisdiction</b>	<b>Trademark</b>	<b>App No. (App. Date)</b>	<b>Reg. No. (Reg. Date)</b>	<b>Owner</b>	<b>Status</b>
United States	IDENTITY	85369677 (12-Jul-2011)	4163600 (26-Jun-2012)	Nevada Property 1 LLC	Registered
United States	JUST THE RIGHT AMOUNT OF WRONG	85139329 (27-Sep-2010)	4180059 (24-Jul-2012)	Nevada Property 1 LLC	Registered
United States	JUST THE RIGHT AMOUNT OF WRONG	85139332 (27-Sep-2010)	4180060 (24-Jul-2012)	Nevada Property 1 LLC	Registered
United States	ROSE. RABBIT. LIE.	86026292 (01-Aug-2013)	4629598 (28-Oct-2014)	Nevada Property 1 LLC	Registered
United States	TALON CLUB	85448815 (17-Oct-2011)	4269392 (01-Jan-2013)	Nevada Property 1 LLC	Registered
United States	THE TALON CLUB and Design 	85448830 (17-Oct-2011)	4269393 (01-Jan-2013)	Nevada Property 1 LLC	Registered
United States	THE TALON CLUB	85448808 (17-Oct-2011)	4269391 (01-Jan-2013)	Nevada Property 1 LLC	Registered
United States	THE CHELSEA	85835191 (29-Jan-2013)	4735723 (12-May-2015)	Nevada Property 1 LLC	Registered

Jurisdiction	Trademark	App No. (App. Date)	Reg. No. (Reg. Date)	Owner	Status
United States	THE COSMOPOLITAN OF LAS VEGAS	77920858 (26-Jan-2010)	3935579 (22-Mar-2011)	Nevada Property 1 LLC	Registered
United States	THE COSMOPOLITAN OF LAS VEGAS	77909504 (11-Jan-2010)	3938873 (29-Mar-2011)	Nevada Property 1 LLC	Registered
United States	THE COSMOPOLITAN OF LAS VEGAS	77909506 (11-Jan-2010)	3938874 (29-Mar-2011)	Nevada Property 1 LLC	Registered
United States	THE COSMOPOLITAN OF LAS VEGAS	77909500 (11-Jan-2010)	3951922 (26-Apr-2011)	Nevada Property 1 LLC	Registered
United States	C THE COSMOPOLITAN OF LAS VEGAS and Design 	77920747 (26-Jan-2010)	3955618 (03-May-2011)	Nevada Property 1 LLC	Registered
United States	C THE COSMOPOLITAN OF LAS VEGAS and Design 	77920748 (26-Jan-2010)	3955619 (03-May-2011)	Nevada Property 1 LLC	Registered
United States	C THE COSMOPOLITAN OF LAS VEGAS and Design 	77920749 (26-Jan-2010)	3955620 (03-May-2011)	Nevada Property 1 LLC	Registered