

06-20-2002



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U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Las Vegas Sands, Inc.

6-13-02

☐ Individual(s)☐ Association☐ General Partnership☐ Limited Partnership☒ Corporation—State

Nevada

☐ Other _____Additional name(s) of conveying party(ies) attached? ☒ Yes ☐ No

3. Nature of conveyance:

☐ Assignment☐ Merger☒ Security Agreement☐ Change of Name☐ Other _____

Execution Date: June 4, 2002

2. Name and address of receiving party(ies):

Name: The Bank of Nova Scotia

Internal

Address: _____

Street Address: 580 California Street, Suite 2100

City: San Francisco State: CA Zip: 94104

☐ Individual(s) citizenship _____☐ Association _____☐ General Partnership _____☐ Limited Partnership _____☐ Corporation – State _____☒ Other Canadian Chartered BankIf assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See attached Schedule A

B. Trademark Registration No.(s)

See attached Schedule A

Additional number(s) attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Hayley Werner, Esq.

Internal Address: Paul, Weiss, Rifkind,

Wharton & Garrison

Street Address: 1285 Avenue of the Americas

City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41) \$ 240.00

☐ Enclosed☒ Authorized to be charged to deposit account

8. Deposit account number:

50-0706

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Hayley Werner

Name of Person Signing

Signature

6/13/02

Date

Total number of pages including cover sheet, attachments, and documents: 9

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

06/19/2002 LHMILLER 00000322 500706 1209102

01 FC:481
02 FC:48240.00 CH
200.00 CH

Additional Conveying Party

- 1) Venetian Casino Resort, LLC, a Nevada limited liability company

SCHEDULE A
Trademark Registrations and Applications

<u>Mark</u>	<u>Reg./App. No.</u>
SANDS (Stylized)	1209102
SANDS LIDO	75/977243
LIDO AT THE SANDS	75/977241
LIDO	75/977164
LIDO	75/977163
LIDO BEACH	75/977162
LIDO BEACH	75/977161
LIDO AT THE SANDS	75/122444
SANDS LIDO	75/122422

Notice of Grant of Security Interest in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Notice"), dated as of June 4, 2002, made by Las Vegas Sands, Inc., a Nevada corporation and Venetian Casino Resort, LLC, a Nevada limited liability company (collectively "Grantors"), in favor of The Bank of Nova Scotia, a Canadian chartered bank, in its capacity as Intercreditor Agent under the Intercreditor Agreement (as such terms are defined in the Security Agreement) for and on behalf of U.S. Bank National Association, a national banking association, as the trustee for and on behalf of the Mortgage Note Holders under the Mortgage Notes Indenture (as such terms are defined in the Security Agreement) and the Intercreditor Agent (collectively the "Secured Parties").

WHEREAS, the Grantors are the owners of the United States trademarks and service marks set forth on Schedule 1 attached hereto, including the associated registrations and applications for registration (collectively, the "Trademarks"); and

WHEREAS, pursuant to the Security Agreement, dated as of the date hereof, between Grantors and Secured Parties (the "Security Agreement"), Grantors granted, assigned and conveyed to the Secured Parties a security interest in, and lien on, certain intellectual property owned by the Grantors, including the Trademarks and the goodwill of the business symbolized by the Trademarks (collectively, the "Trademark Collateral"); and

WHEREAS, the Grantors and Secured Parties wish to execute this Notice for purposes of filing the same with the United States Patent and Trademark Office (the "PTO") and any other relevant government authority to confirm, evidence and perfect the security interest in the Trademark Collateral granted pursuant to the Security Agreement;

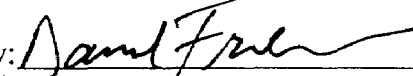
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions of the Security Agreement, the Grantors hereby grant and convey to the Secured Parties a security interest in, and lien, on the Trademark Collateral.

The Grantors hereby acknowledge the sufficiency and completeness of this Notice to create the security interest in the Trademark Collateral and to grant the same to the Secured Parties, and the Grantors hereby request the PTO to file and record the same together with the annexed Schedule 1.

The Grantors and the Secured Parties hereby acknowledge and agree that the security interest in the Trademark Collateral may only be terminated in accordance with the terms of the Security Agreement.

IN WITNESS WHEREOF, the undersigned have caused this Notice to be duly executed and delivered as of the date first above written.

LAS VEGAS SANDS, INC.


By: 

Name: David Friedman

Title: Secretary

VENETIAN CASINO RESORT, LLC

By: Las Vegas Sands, Inc., its Managing Member

By: 

Name: David Friedman

Title: Secretary

SCHEDULE 1
Trademark Registrations and Applications

<u>Country</u>	<u>Mark</u>	<u>Reg./App. No.</u>	<u>Owner</u>
U.S.	VENETIAN	2326994	Venetian Casino Resort, LLC
U.S.	THE VENETIAN RESORT HOTEL CASINO	2427241	Venetian Casino Resort, LLC
U.S.	THE VENETIAN RESORT HOTEL CASINO	2350633	Venetian Casino Resort, LLC
U.S.	VENETIAN	2427247	Venetian Casino Resort, LLC
U.S.	THE VENETIAN	2507362	Venetian Casino Resort, LLC
U.S.	THE VENETIAN	2411053	Venetian Casino Resort, LLC
U.S.	VENETIAN	2507363	Venetian Casino Resort, LLC
U.S.	THE VENETIAN	2295362	Venetian Casino Resort, LLC
U.S.	THE VENETIAN RESORT HOTEL CASINO	2411455	Venetian Casino Resort, LLC
U.S.	VENETIAN	2322513	Venetian Casino Resort, LLC
U.S.	THE VENETIAN & Design	2542999	Venetian Casino Resort, LLC
U.S.	THE VENETIAN & Design	2555775	Venetian Casino Resort, LLC
U.S.	LAS VENICE	2558771	Venetian Casino Resort, LLC
U.S.	V & Design	2427620	Venetian Casino Resort, LLC
U.S.	V & Design	2411034	Venetian Casino Resort, LLC
U.S.	THE VENETIAN	2427621	Venetian Casino Resort, LLC
U.S.	VENETIAN	2411454	Venetian Casino Resort, LLC
U.S.	V & Design	2352445	Venetian Casino Resort, LLC
U.S.	SANDS (Stylized)	1209102	Las Vegas Sands, Inc.

<u>Country</u>	<u>Mark</u>	<u>Reg./App. No.</u>	<u>Owner</u>
U.S.	THE VENETIAN & Design	76/260005	Venetian Casino Resort, LLC
U.S.	VENETIAN CASINO	76/372582	Venetian Casino Resort, LLC
U.S.	HERMITAGE	76/282683	Venetian Casino Resort, LLC
U.S.	L'HERMITAGE	76/282682	Venetian Casino Resort, LLC
U.S.	L'HERMITAGE	76/282688	Venetian Casino Resort, LLC
U.S.	L'ERMITAGE	76/282687	Venetian Casino Resort, LLC
U.S.	L'ERMITAGE	76/282685	Venetian Casino Resort, LLC
U.S.	L'HERMITAGE	76/282499	Venetian Casino Resort, LLC
U.S.	HERMITAGE	76/282681	Venetian Casino Resort, LLC
U.S.	L'ERMITAGE	76/282498	Venetian Casino Resort, LLC
U.S.	HERMITAGE	76/282684	Venetian Casino Resort, LLC
U.S.	PALAZZO	75/068699	Venetian Casino Resort, LLC
U.S.	PALAZZO	75/979976	Venetian Casino Resort, LLC
U.S.	2 WAYS TO WIN	75/839132	Venetian Casino Resort, LLC
U.S.	LAS VENICE	75/796327	Venetian Casino Resort, LLC
U.S.	SANDS LIDO	75/977243	Las Vegas Sands, Inc.
U.S.	LIDO AT THE SANDS	75/977241	Las Vegas Sands, Inc.

<u>Country</u>	<u>Mark</u>	<u>Reg./App. No.</u>	<u>Owner</u>
U.S.	LIDO	75/977164	Las Vegas Sands, Inc.
U.S.	LIDO	75/977163	Las Vegas Sands, Inc.
U.S.	LIDO BEACH	75/977162	Las Vegas Sands, Inc.
U.S.	LIDO BEACH	75/977161	Las Vegas Sands, Inc.
U.S.	LIDO AT THE SANDS	75/122444	Las Vegas Sands, Inc.
U.S.	SANDS LIDO	75/122422	Las Vegas Sands, Inc.