

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	LICENSE

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Fontainebleau Resort Properties II, LLC		06/06/2007	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Fontainebleau Las Vegas Holdings, LLC
<b>Street Address:</b>	2827 Paradise Road, 4th Floor
<b>Internal Address:</b>	Attn: CFO
<b>City:</b>	Las Vegas
<b>State/Country:</b>	NEVADA
<b>Postal Code:</b>	89109
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEVADA

<b>Name:</b>	Fontainebleau Las Vegas, LLC
<b>Street Address:</b>	2827 Paradise Road, 4th Floor
<b>Internal Address:</b>	Attn: CFO
<b>City:</b>	Las Vegas
<b>State/Country:</b>	NEVADA
<b>Postal Code:</b>	89109
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEVADA

<b>Name:</b>	Fontainebleau Las Vegas II, LLC
<b>Street Address:</b>	2827 Paradise Road, 4th Floor
<b>Internal Address:</b>	Attn: CFO
<b>City:</b>	Las Vegas
<b>State/Country:</b>	NEVADA
<b>Postal Code:</b>	89109
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: FLORIDA

PROPERTY NUMBERS Total: 18

CH \$465.00 1136482

Property Type	Number	Word Mark
Registration Number:	1136482	FONTAINEBLEAU
Registration Number:	995958	HOTEL FONTAINEBLEAU
Registration Number:	3164415	FONTAINEBLEAU
Registration Number:	3164414	FONTAINEBLEAU III
Registration Number:	3061814	FONTAINEBLEAU
Serial Number:	78736017	FONTAINEBLEAU
Serial Number:	78736020	FONTAINEBLEAU
Serial Number:	78736029	FONTAINEBLEAU
Serial Number:	78736032	FONTAINEBLEAU
Serial Number:	78736042	FONTAINEBLEAU
Serial Number:	78736034	FONTAINEBLEAU
Serial Number:	78736039	FONTAINEBLEAU
Serial Number:	78736044	FONTAINEBLEAU
Serial Number:	78736049	FONTAINEBLEAU RESORTS
Serial Number:	78736055	FONTAINEBLEAU
Serial Number:	78736059	FONTAINEBLEAU
Serial Number:	78736008	FONTAINEBLEAU
Serial Number:	77126765	A NEW SHADE OF BLEAU

**CORRESPONDENCE DATA**

Fax Number: (213)443-2926  
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ATTORNEY DOCKET NUMBER:	0BN1-128305
NAME OF SUBMITTER:	Julie Cravitz
Signature:	/julie cravitz/
Date:	06/06/2007

Total Attachments: 5  
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## MEMORANDUM OF LICENSE AGREEMENT

This Memorandum of License Agreement (this "Memorandum") is entered into as of June 6, 2007 by and between Fontainebleau Resort Properties II, LLC, a Delaware limited liability company located and doing business at 2827 Paradise Road, Las Vegas, NV 89109 ("FRP"), on the one hand, and Fontainebleau Las Vegas Holdings, LLC, Fontainebleau Las Vegas, LLC and Fontainebleau Las Vegas II, LLC (collectively, "FLV"), on the other hand, with reference to the License Agreement (the "License Agreement") dated as of the date hereof between FRP and FLV.

### WITNESSETH

**WHEREAS**, pursuant to the License Agreement, FRP has licensed to FLV the trademarks, service marks, trade names, and other intellectual property listed in Exhibit A, as may be amended from time to time in writing to include additional trademarks, service marks, trade names, and other intellectual property (collectively, the "FONTAINEBLEAU Marks");

**WHEREAS**, FLV and FRP have entered into the License Agreement regarding the FONTAINEBLEAU Marks; and

**WHEREAS**, FLV and FRP desire to record this Memorandum with the U.S. Patent and Trademark Office ("USPTO").

**NOW THEREFORE**, in consideration of the foregoing, the promises set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

FLV and FRP agree that this Memorandum will be filed with the USPTO for the purpose of making a public record notice of the License Agreement between FRP and FLV pursuant to the request of Bank of America, N.A. and in furtherance of Bank of America, N.A.'s security interest in FLV's rights under the License Agreement.


[signature pages to follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first written above.

FONTAINEBLEAU RESORT PROPERTIES II,  
LLC,  
a Delaware limited liability company

By: Fontainebleau Resort Holdings, LLC, its  
Managing Member

By: Fontainebleau Resorts, LLC, its Managing  
Member

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

Name: James Freeman

Title: Chief Financial Officer

FONTAINEBLEAU LAS VEGAS, LLC,  
a Nevada limited liability company

and

FONTAINEBLEAU LAS VEGAS II, LLC,  
a Florida limited liability company

By: Fontainebleau Las Vegas Holdings, LLC,  
Managing Member of each of the foregoing

By: Fontainebleau Resort Properties I, LLC, its  
Managing Member

By: Fontainebleau Resort Holdings, LLC, its  
Managing Member

By: Fontainebleau Resorts, LLC, its Managing  
Member

By:

  
\_\_\_\_\_

Name:

*James Freeman*  
\_\_\_\_\_

Title:

*Chief Financial Officer*  
\_\_\_\_\_

FONTAINEBLEAU LAS VEGAS HOLDINGS,  
LLC, a Nevada limited liability company

By: Fontainebleau Resort Properties I, LLC, its  
Managing Member

By: Fontainebleau Resort Holdings, LLC, its  
Managing Member

By: Fontainebleau Resorts, LLC, its Managing  
Member

By: 

Name: James Freeman

Title: Chief Financial Officer

Exhibit A

COUNTRYID	TMARK	APPNO	FILE	REGNO	REG	STATUS
US	FONTAINEBLEAU	76/632,619	3 /3 /2005	3,164,415	10/31/2006	REGISTERED
US	FONTAINEBLEAU III	76/632,618	3 /3 /2005	3,164,414	10/31/2006	REGISTERED
US	FONTAINEBLEAU	76/616,042	10/15/2004	3,061,814	2 /28/2006	REGISTERED
US	FONTAINEBLEAU	78/736,017	10/19/2005			PENDING
US	FONTAINEBLEAU	78/736,020	10/19/2005			PENDING
US	FONTAINEBLEAU	78/736,029	10/19/2005			PENDING
US	FONTAINEBLEAU	78/736,032	10/19/2005			PENDING
US	FONTAINEBLEAU	78/736,042	10/19/2005			PENDING
US	FONTAINEBLEAU	78/736,034	10/19/2005			PENDING
US	FONTAINEBLEAU	78/736,039	10/19/2005			PENDING
US	FONTAINEBLEAU	78/736,044	10/19/2005			PENDING
US	FONTAINEBLEAU RESORTS	78/736,049	10/19/2005			PENDING
US	FONTAINEBLEAU	78/736,055	10/19/2005			PENDING
US	FONTAINEBLEAU	78/736,059	10/19/2005			PENDING
US	FONTAINEBLEAU	78/736,008	10/19/2005			PENDING
US	HOTEL FONTAINEBLEAU	72/452,187	3 /22/1973	995,958	10/15/1974	REGISTERED
US	FONTAINEBLEAU	73/183,534	8 /25/1978	1,136,482	5 /27/1980	REGISTERED
US	A NEW SHADE OF BLEAU	77/126,765	03/09/2007			PENDING
10	HOTEL FONTAINEBLEAU & DESIGN	919,280	6 /21/1978	919,280	6 /21/1978	FLORIDA STATE REGISTRATION