

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fontainebleau Resort Properties II, LLC		09/27/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	JS IP LLC
Street Address:	19950 W COUNTRY CLUB DR 10TH FL
City:	AVENTURA
State/Country:	FLORIDA
Postal Code:	33180
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 64

Property Type	Number	Word Mark
Registration Number:	3164415	FONTAINEBLEAU
Registration Number:	3164414	FONTAINEBLEAU III
Registration Number:	3061814	FONTAINEBLEAU
Registration Number:	3801194	FONTAINEBLEAU
Registration Number:	3801195	FONTAINEBLEAU
Registration Number:	3308980	FONTAINEBLEAU
Registration Number:	3236165	FONTAINEBLEAU RESORTS
Registration Number:	3633197	FONTAINEBLEAU
Registration Number:	1136482	FONTAINEBLEAU
Registration Number:	995958	HOTEL FONTAINEBLEAU
Registration Number:	3716019	AQUAMARINE
Registration Number:	3644716	BLADE
Registration Number:	3607424	BLEAU BAR
Registration Number:	3719295	FB

CH \$1615.00 3164415

Registration Number:	3677324	FB
Registration Number:	3719296	FB
Registration Number:	3599606	LAPIS
Registration Number:	3702402	MORRIS & CO.
Registration Number:	3709639	THE STAGE IS YOURS. LIVE YOUR PART.
Registration Number:	3690322	IFB
Serial Number:	85083473	ARKADIA
Serial Number:	77406529	FB
Serial Number:	77406578	FB
Serial Number:	77406596	FB
Serial Number:	77406607	FB
Serial Number:	77406620	FB
Serial Number:	77406645	FB
Serial Number:	77406677	FB
Serial Number:	77406686	FB
Serial Number:	77406707	FB
Serial Number:	85077054	FB KIDS
Serial Number:	85075771	FB KIDS ADVENTURES
Serial Number:	85075769	FB KIDS ADVENTURES
Serial Number:	85075766	FB KIDS ADVENTURES
Serial Number:	85075669	FB KIDS ADVENTURES
Serial Number:	85076170	FB KIDS ADVENTURES
Serial Number:	85076077	FB KIDS ADVENTURES
Serial Number:	85075796	FB KIDS ADVENTURES
Serial Number:	85075772	FB KIDS ADVENTURES
Serial Number:	85078225	FB PETS
Serial Number:	85076818	FB PETS
Serial Number:	85076328	FB PETS
Serial Number:	85075748	FB PETS
Serial Number:	85075671	FB PETS
Serial Number:	85006398	FONTAINEBLEAU
Serial Number:	85006406	FONTAINEBLEAU
Serial Number:	85006415	FONTAINEBLEAU
Serial Number:	85006419	FONTAINEBLEAU
Serial Number:	85006424	FONTAINEBLEAU

Serial Number:	85006429	FONTAINEBLEAU
Serial Number:	85010224	FONTAINEBLEAU
Serial Number:	85021744	FONTAINEBLEAU
Serial Number:	77384416	IDA AND HARRY
Serial Number:	77509139	IFB
Serial Number:	77509174	IFB
Serial Number:	77509195	IFB
Serial Number:	77342389	LAPIS
Serial Number:	77342466	LAPIS
Serial Number:	77342550	LAPIS
Serial Number:	85094942	LAPIS
Serial Number:	77481059	LIV
Serial Number:	77481062	LIV
Serial Number:	77489978	OBSERVATION HAS BECOME PARTICIPATION
Serial Number:	85054799	SOMETHING BLEAU

CORRESPONDENCE DATA

Fax Number: (212)492-0603
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: lsilber@paulweiss.com, aashville@paulweiss.com
Correspondent Name: Lindsay N. Silber
Address Line 1: 1285 Avenue of the Americas
Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	19252-001
NAME OF SUBMITTER:	Lindsay N. Silber
Signature:	/lindsaynsilber/
Date:	10/08/2010

Total Attachments: 14

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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of September 27, 2010 by Fontainebleau Resort Properties II, LLC, a Delaware limited liability company ("Assignor"), in favor of JS IP LLC, a Delaware limited liability company ("Assignee"). Capitalized terms used but not defined herein have the meanings assigned to them in that certain Intellectual Property Assignment and Assumption Agreement dated as of September 27, 2010 (the "Intellectual Property Assignment and Assumption Agreement") between Assignor and Assignee.

Pursuant to the Intellectual Property Assignment and Assumption Agreement, Assignor has assigned, conveyed and transferred to Assignee all of its right, title and interest in and to all trademarks owned by it, including, without limitation, the registered trademarks and trademark applications listed on Schedule 1 attached hereto (the "Assigned Trademarks"), together with the goodwill associated with or otherwise symbolized by the Assigned Trademarks.

The parties wish to execute this Assignment for purposes of recording the assignment and transfer of the Assigned Trademarks from Assignor to Assignee pursuant to the Intellectual Property Assignment and Assumption Agreement with the United States Patent and Trademark Office and all applicable foreign intellectual property offices, as may be necessary or desirable to effectuate, record and perfect the assignment and transfer of the Assigned Trademarks from Assignor to Assignee.

In consideration of the promises and the mutual representations, warranties, covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignor hereby assigns, conveys and transfers to Assignee all of its right, title and interest in and to:
 - (a) the Assigned Trademarks;
 - (b) the trademark registrations and applications for registration of trademarks for the Assigned Trademarks listed on Schedule 1 attached hereto;
 - (c) the goodwill of Assignor's business associated with or otherwise symbolized by the Assigned Trademarks; and
 - (d) the right to sue and recover for, and the right to the profits or damages due or accrued arising out of or in connection with any and all past, present or future infringements or passing off or dilution of or damage or injury to such Assigned Trademarks.
2. Assignee hereby accepts such assignment and assumes all obligations of Assignor with respect to the Assigned Trademarks.
3. Assignor hereby acknowledges and agrees that from and after the date hereof, Assignee shall be the exclusive owner of all of Assignor's right, title and interest in and to the Assigned Trademarks.

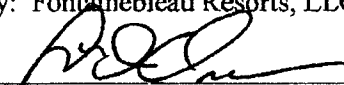
4. As further set forth in the Intellectual Property Assignment and Assumption Agreement, Assignor shall, at Assignee's reasonable request, take such further action and execute such additional agreements and instruments as may be necessary to effect and perfect the assignment contemplated hereby.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly authorized and executed as of the date hereof.

FONTAINEBLEAU RESORT
PROPERTIES II, LLC

By: Fontainebleau Resort Holdings, LLC
By: Fontainebleau Resorts, LLC

By: 
Name: *Spencer I Oran*
Title: *Independent Member of Board of Managers*

JS IP LLC


By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly authorized and executed as of the date hereof.

FONTAINEBLEAU RESORT
PROPERTIES II, LLC

By: _____
Name:
Title:

JS IP LLC



By: 
Name: MARIO A. ROMNE
Title: Authorized Signer



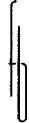
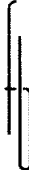
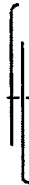
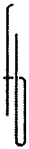
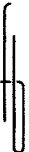
SCHEDULE 1

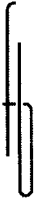

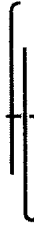
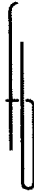
Trademarks

U.S. Trademark Applications and Registrations

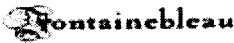

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
U.S.	FONTAINEBLEAU	3,164,415 Oct. 31, 2006	Registered
U.S.	FONTAINEBLEAU III	3,164,414 Oct. 31, 2006	Registered
U.S.	FONTAINEBLEAU	3,061,814 Feb. 28, 2006	Registered
U.S.	FONTAINEBLEAU	3,801,194 June 8, 2010	Registered
U.S.	FONTAINEBLEAU	78-736020 Oct. 19, 2005	Abandoned May 3, 2010
U.S.	FONTAINEBLEAU	3,801,195 June 8, 2010	Registered
U.S.	FONTAINEBLEAU	78-736032 Oct. 19, 2005	Abandoned May 3, 2010
U.S.	FONTAINEBLEAU	78-736042 Oct. 19, 2005	Abandoned May 3, 2010
U.S.	FONTAINEBLEAU	78-736034 Oct. 19, 2005	Abandoned May 3, 2010
U.S.	FONTAINEBLEAU	78-736039 Oct. 19, 2005	Abandoned May 3, 2010
U.S.	FONTAINEBLEAU	3,308,980 Oct. 9, 2007	Registered
U.S.	FONTAINEBLEAU RESORTS	3,236,165 May 1, 2007	Registered
U.S.	FONTAINEBLEAU	3,633,197 June 2, 2009	Registered

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
U.S.	FONTAINEBLEAU	78-736059 Oct. 19, 2005	Abandoned May 10, 2010
U.S.	FONTAINEBLEAU	78-736008 Oct. 19, 2005	Abandoned May 3, 2010
U.S.	FONTAINEBLEAU	1,136,482 May 27, 1980	Registered
U.S.	HOTEL FONTAINEBLEAU	995,958 Oct. 15, 1974	Registered
U.S.	A NEW SHADE OF BLEAU	77-126765	Abandoned Feb. 16, 2009
U.S.	HOTEL FONTAINEBLEAU & DESIGN	919,280 June 21, 1978	Florida State
U.S.	AQUAMARINE	3,716,019 Nov. 24, 2009	Registered
U.S.	ARKADIA	85-083,473 July 13, 2010	Pending
U.S.	BLADE	3,644,716 June 23, 2009	Registered
U.S.	BLEAU BAR	3,607,424 Apr. 14, 2009	Registered
U.S.	F (Stylized) 	N/A	Not yet filed
U.S.	FB (Stylized) 	77-406529 Feb. 26, 2008	Pending

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
U.S.	FB (Stylized) 	77-406578 Feb. 26, 2008	Pending
U.S.	FB (Stylized) 	77-406596 Feb. 26, 2008	Pending
U.S.	FB (Stylized) 	77-406607 Feb. 26, 2008	Pending
U.S.	FB (Stylized) 	77-406620 Feb. 26, 2008	Pending
U.S.	FB (Stylized) 	77-406645 Feb. 26, 2008	Pending
U.S.	FB (Stylized) 	3,719,295 Dec. 1, 2009	Registered
U.S.	FB (Stylized) 	77-406677 Feb. 26, 2008	Pending

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
U.S.	FB (Stylized) 	77-406686 Feb. 26, 2008	Pending
U.S.	FB (Stylized) 	3,677,324 Sep. 1, 2009	Registered
U.S.	FB (Stylized) 	3,719,296 Dec. 1, 2009	Registered
U.S.	FB (Stylized) 	77-406707 Feb. 26, 2008	Pending
U.S.	FB KIDS (Stylized)	85-077054 July 2, 2010	Pending
U.S.	FB KIDS ADVENTURES (Stylized)	85-075771 July 1, 2010	Pending
U.S.	FB KIDS ADVENTURES (Stylized)	85-075769 July 1, 2010	Pending
U.S.	FB KIDS ADVENTURES (Stylized)	85-075766 July 1, 2010	Pending

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
U.S.	FB KIDS ADVENTURES (Stylized)	85-075669 July 1, 2010	Pending
U.S.	FB KIDS ADVENTURES (Stylized)	85-076170 July 1, 2010	Pending
U.S.	FB KIDS ADVENTURES (Stylized)	85-076077 July 1, 2010	Pending
U.S.	FB KIDS ADVENTURES (Stylized)	85-075796 July 1, 2010	Pending
U.S.	FB KIDS ADVENTURES (Stylized)	85-075772 July 1, 2010	Pending
U.S.	FB PETS & Design	85-078225 July 6, 2010	Pending
U.S.	FB PETS & Design	85-076818 July 2, 2010	Pending
U.S.	FB PETS & Design	85-076328 July 1, 2010	Pending
U.S.	FB PETS & Design	85-075748 July 1, 2010	Pending
U.S.	FB PETS & Design	85-075671 July 1, 2010	Pending
U.S.	FONTAINEBLEAU	85-006398 Apr. 5, 2010	Pending
U.S.	FONTAINEBLEAU	85-006406 Apr. 5, 2010	Pending
U.S.	FONTAINEBLEAU	85-006415 Apr. 5, 2010	Pending
U.S.	FONTAINEBLEAU	85-006419 Apr. 5, 2010	Pending
U.S.	FONTAINEBLEAU	85-006424 Apr. 5, 2010	Pending


Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
U.S.	FONTAINEBLEAU	85-006429 Apr. 5, 2010	Pending
U.S.	FONTAINEBLEAU ¹	85-010224 Apr. 9, 2010	Pending
U.S.	FONTAINEBLEAU ²	85-021744 Apr. 23, 2010	Pending
U.S.	FONTAINEBLEAU (Stylized) 	N/A	Not yet filed
U.S.	FONTAINEBLEAU & Design 	N/A	Not yet filed
U.S.	IDA AND HARRY	77-384416 Jan. 30, 2008	Pending
U.S.	IFB	77-509139 June 26, 2008	Pending
U.S.	IFB	77-509174 June 26, 2008	Pending
U.S.	IFB	3,690,322 Sep. 29, 2009	Pending
U.S.	IFB	77-509195 June 26, 2008	Pending
U.S.	LAPIS	77-342389 Dec. 3, 2007	Pending
U.S.	LAPIS	77-342466 Dec. 3, 2007	Pending

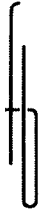
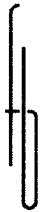
¹ Erroneously filed in the name of Fontainebleau LLC. This trademark is owned by Assignor.

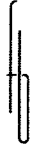

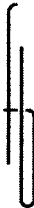

² Erroneously filed in the name of Fontainebleau LLC. This trademark is owned by Assignor.


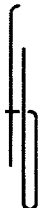
Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
U.S.	LAPIS	77-342550 Dec. 3, 2007	Pending
U.S.	LAPIS	85-094942 July 28, 2010	Pending
U.S.	LAPIS	3,599,606 Mar. 31, 2009	Registered
U.S.	LIV	77-481059 May 22, 2008	Pending
U.S.	LIV	77-481062 May 22, 2008	Pending
U.S.	MORRIS & CO.	3,702,402 Oct. 27, 2009	Registered
U.S.	OBSERVATION HAS BECOME PARTICIPATION	77-489978 June 3, 2008	Pending
U.S.	SOMETHING BLEAU	85-054799 June 4, 2010	Pending
U.S.	THE STAGE IS YOURS. LIVE YOUR PART.	3,709,639 Nov. 10, 2009	Registered
U.S.	VINTAGE BLEAU	N/A	Not yet filed

Foreign Trademark Applications and Registrations

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
Canada	FONTAINEBLEAU	1329767 Dec. 20, 2006	Pending
China	FB (Stylized) 	6919745 Aug. 26, 2008	Pending

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
China	FB (Stylized) 	6919683 Aug. 26, 2008	Pending
China	FB (Stylized) 	6919684 Aug. 26, 2008	Pending
China	LAPIS	6762183 June 3, 2008	Pending
CTM	FONTAINEBLEAU	005531645 Nov. 30, 2007	Registered
Hong Kong	FONTAINEBLEAU	300781407 Dec. 16, 2006	Registered
Japan	FONTAINEBLEAU	5086831 Oct. 26, 2007	Registered
Macao	FONTAINEBLEAU	N/24703 June 28, 2007	Registered
Macao	FONTAINEBLEAU	N/24704 Mar. 28, 2007	Registered
Mexico	FONTAINEBLEAU	952637 Mar. 24, 2006	Registered
Mexico	FONTAINEBLEAU	959651 Oct. 30, 2006	Registered

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
UAE	FB (Stylized) 	117899 Aug. 13, 2008	Pending
UAE	FB (Stylized) 	117900 Aug. 13, 2008	Pending
UAE	FB (Stylized) 	117901 Aug. 13, 2008	Pending
UAE	FONTAINEBLEAU	90887 July 29, 2008	Registered
UAE	FONTAINEBLEAU	92323 Mar. 28, 2007	Pending
UAE	FONTAINEBLEAU	106069 Jan. 27, 2008	Pending
UAE	LAPIS	113971 Mar. 6, 2008	Pending
Vietnam	FB (Stylized) 	143493 Mar. 11, 2010	Registered

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
Vietnam	FB (Stylized) 	143494 Mar. 11, 2010	Registered
Vietnam	FB (Stylized) 	143495 Mar. 11, 2010	Registered
Vietnam	FONTAINEBLEAU	4-2006-17618 Oct. 19, 2006	Pending