

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Memorandum of License Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FONTAINEBLEAU RESORT PROPERTIES II, LLC		06/06/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	FONTAINEBLEAU FLORIDA HOTEL PROPERTIES, LLC
Street Address:	4441 COLLINS AVENUE
City:	MIAMI BEACH
State/Country:	FLORIDA
Postal Code:	33140
Entity Type:	LIMITED LIABILITY COMPANY: FLORIDA

Name:	FONTAINEBLEAU FLORIDA TOWER 2, LLC
Street Address:	4441 COLLINS AVENUE
City:	MIAMI BEACH
State/Country:	FLORIDA
Postal Code:	33140
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	FONTAINEBLEAU FLORIDA TOWER 3, LLC
Street Address:	4441 COLLINS AVENUE
City:	MIAMI BEACH
State/Country:	FLORIDA
Postal Code:	33140
Entity Type:	LIMITED LIABILITY COMPANY: FLORIDA

Name:	FONTAINEBLEAU FLORIDA TOWER 3 GARAGE RESTAURANT, LLC
Street Address:	4441 COLLINS AVENUE
City:	MIAMI BEACH
State/Country:	FLORIDA

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**TRADEMARK
 REEL: 004301 FRAME: 0390**

Postal Code:	33140
Entity Type:	LIMITED LIABILITY COMPANY: FLORIDA

Name:	FONTAINEBLEAU FLORIDA HOTEL, LLC
Street Address:	4441 COLLINS AVENUE
City:	MIAMI BEACH
State/Country:	FLORIDA
Postal Code:	33140
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 52

Property Type	Number	Word Mark
Registration Number:	3716019	AQUAMARINE
Registration Number:	3644716	BLADE
Registration Number:	3607424	BLEAU BAR
Registration Number:	3719295	FB
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:	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
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Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	19252-001
NAME OF SUBMITTER:	Lindsay N. Silber
Signature:	/lindsaynsilber/
Date:	10/21/2010
Total Attachments: 5 source=Fountainebleau Memorandum#page1.tif source=Fountainebleau Memorandum#page2.tif source=Fountainebleau Memorandum#page3.tif source=Fountainebleau Memorandum#page4.tif source=Fountainebleau Memorandum#page5.tif	

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 Florida Hotel Properties, LLC, Fontainebleau Florida Tower 2, LLC, Fontainebleau Florida Tower 3, LLC, Fontainebleau Tower 3 Garage Restaurant, LLC, and Fontainebleau Florida Hotel, LLC (collectively, "FFH"), on the other hand, with reference to the License Agreement (the "License Agreement") dated as of the date hereof between FRP and FFH.

WITNESSETH

WHEREAS, pursuant to the License Agreement, FRP has licensed to FFH 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, FFH and FRP have entered into the License Agreement regarding the FONTAINEBLEAU Marks; and

WHEREAS, FFH 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:

FFH 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 FFH pursuant to the request of Bank of America, N.A. and in furtherance of Bank of America, N.A.'s security interest in FFH'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: Jeffrey Sopper

Title: Authorized Signatory

[Miami Memorandum of IP Lic]

TRADEMARK
REEL: 004301 FRAME: 0395


FONTAINEBLEAU FLORIDA HOTEL
PROPERTIES, LLC, a Florida limited liability
company

By: Fontainebleau Florida Holdings, LLC, its
Managing Member

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: JEFFREY SORRELL

Title: Authorized Signatory

[Miami Memorandum of IP Lic.]

TRADEMARK
REEL: 004301 FRAME: 0396

FONTAINEBLEAU FLORIDA HOTEL, LLC,
a Delaware limited liability company,

FONTAINEBLEAU FLORIDA TOWER 2, LLC,
a Delaware limited liability company,

FONTAINEBLEAU TOWER 3 GARAGE
RESTAURANT, LLC,
a Florida limited liability company

and

FONTAINEBLEAU FLORIDA TOWER 3, LLC,
a Florida limited liability company

By: Fontainebleau Florida Hotel Properties,
LLC, Managing Member of each of the
foregoing

By: Fontainebleau Florida Holdings, LLC, its
Managing Member

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: JEFFREY SORRELL

Title: AUTHORIZED SIGNATORY

[Miami Memorandum of IP Lic.]

TRADEMARK
REEL: 004301 FRAME: 0397

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