

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Amendment No. 1 to License Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
FONTAINEBLEAU RESORT PROPERTIES II, LLC		08/19/2010	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	FONTAINEBLEAU FLORIDA HOTEL PROPERTIES, LLC		
<b>Street Address:</b>	4441 COLLINS AVENUE		
<b>City:</b>	MIAMI BEACH		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33140		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: FLORIDA		
<b>Name:</b>	FONTAINEBLEAU FLORIDA TOWER 2, LLC		
<b>Street Address:</b>	4441 COLLINS AVENUE		
<b>City:</b>	MIAMI BEACH		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33140		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>Name:</b>	FONTAINEBLEAU FLORIDA TOWER 3, LLC		
<b>Street Address:</b>	4441 COLLINS AVENUE		
<b>City:</b>	MIAMI BEACH		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33140		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: FLORIDA		
<b>Name:</b>	FONTAINEBLEAU FLORIDA TOWER 3 GARAGE RESTAURANT, LLC		
<b>Street Address:</b>	4441 COLLINS AVENUE		
<b>City:</b>	MIAMI BEACH		
<b>State/Country:</b>	FLORIDA		

**CH \$1315.00 3716019**

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  
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:	10/21/2010
<p>Total Attachments: 9 source=Fontainebleau Amendment to License Agreement#page1.tif source=Fontainebleau Amendment to License Agreement#page2.tif source=Fontainebleau Amendment to License Agreement#page3.tif source=Fontainebleau Amendment to License Agreement#page4.tif source=Fontainebleau Amendment to License Agreement#page5.tif source=Fontainebleau Amendment to License Agreement#page6.tif source=Fontainebleau Amendment to License Agreement#page7.tif source=Fontainebleau Amendment to License Agreement#page8.tif source=Fontainebleau Amendment to License Agreement#page9.tif</p>	

## AMENDMENT NO. 1 TO LICENSE AGREEMENT

This **AMENDMENT NO. 1 TO LICENSE AGREEMENT** (the "Amendment"), effective as of August 19, 2010 (the "Effective Date"), amends that certain License Agreement (the "License Agreement"), dated June 6, 2007 and effective as of May 11, 2005, by and between Fontainebleau Resort Properties II, LLC, on the one hand ("FRP") and Fontainebleau Florida Hotel Properties, LLC, along with all of its subsidiaries, including but not limited to Fontainebleau Florida Tower 2, LLC, Fontainebleau Florida Tower 3, LLC, Fontainebleau Florida Tower 3 Garage Restaurant, LLC and Fontainebleau Florida Hotel, LLC (collectively, "FFH"), on the other hand.

**WHEREAS**, FRP and FFH desire to amend the License Agreement to add additional trademarks and service marks to Exhibit A;

**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:

1. Exhibit A of the License Agreement is hereby amended by adding to it the trademarks and service marks attached hereto as Annex 1 as if such trademarks and service marks were fully set forth therein.

2. Except as specifically amended herein, all terms of the License Agreement and all other agreements between FRP and FFH shall remain in full force and effect in accordance with their terms.

3. This Amendment, and the rights and obligations of the parties shall be construed and enforced in accordance with, and governed by, the laws of the State of Florida, without regard to conflict of laws.

4. This Amendment may be executed in one or more counterparts, each of which will be deemed to be an original copy of this Amendment and all of which, when taken together, will be deemed to constitute one and the same agreement. The exchange of copies of this Amendment and of signature pages by facsimile transmission shall constitute effective execution and delivery of this Amendment as to the parties and may be used in lieu of the original Amendment for all purposes.

*[Signatures Follow On Next Page.]*

**IN WITNESS WHEREOF**, the parties hereto, each acting under due and proper authority, have executed this Amendment as of the Effective Date.

**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: *STUART I ORAN*

Title: *Member, Board of Managers*

**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: 

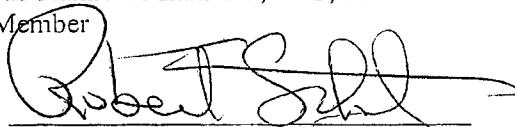
Name: *STUART I ORAN*

Title: *member, Board of Managers*

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

By: Fontainebleau Florida Holdings, LLC, its  
Managing Member

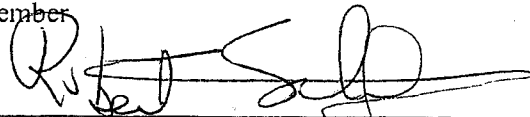
By: Fontainebleau Nakheel Miami JV, LLC, its  
Managing Member

By:   
Name: ROBERT SCHMITZ  
Title: CRO

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

By: Fontainebleau Florida Holdings, LLC, its  
Managing Member

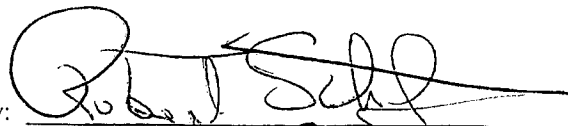
By: Fontainebleau Nakheel Miami JV, LLC, its  
Managing Member

By:   
Name: ROBERT SCHMITZ  
Title: CRO

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

By: Fontainebleau Florida Holdings, LLC, its  
Managing Member

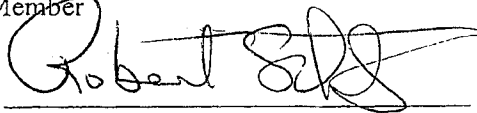
By: Fontainebleau Nakheel Miami JV, LLC, its  
Managing Member

By:   
Name: ROBERT SCHMITZ  
Title: CRO

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

By: Fontainebleau Florida Holdings, LLC, its  
Managing Member

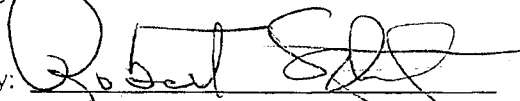
By: Fontainebleau Nakheel Miami JV, LLC, its  
Managing Member

By:   
Name: ROBERT SCHMITZ  
Title: CRU

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


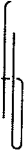

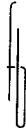
By: Fontainebleau Florida Holdings, LLC, its  
Managing Member

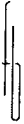
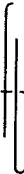
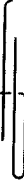
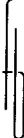
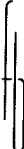
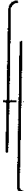
By: Fontainebleau Nakheel Miami JV, LLC, its  
Managing Member

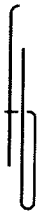
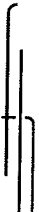

By:   
Name: ROBERT SCHMITZ  
Title: CRO



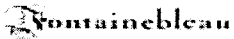

Annex 1

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
U.S.	AQUAMARINE	3,716,019 Nov. 24, 2009	Registered
U.S.	ARKADIA	85-038,073 July 13, 2010	Pending
U.S.	BLADE	3,644,716 Jun. 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
U.S.	FB (Stylized) 	77-406578 Feb. 26, 2008	Pending
U.S.	FB (Stylized) 	77-406596 Feb. 26, 2008	Pending

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
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
U.S.	FB (Stylized) 	77-406686 Feb. 26, 2008	Pending

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
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
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

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Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
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
U.S.	FONTAINEBLEAU	85-006429 Apr. 5, 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 Jun. 26, 2008	Pending
U.S.	IFB	77-509174 Jun. 26, 2008	Pending
U.S.	IFB	3,690,322 Sep. 29, 2009	Pending

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
U.S.	IFB	77-509195 Jun. 26, 2008	Pending
U.S.	LAPIS	77-342389 Dec. 3, 2007	Pending
U.S.	LAPIS	77-342466 Dec. 3, 2007	Pending
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 Jun. 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