

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Termination of Consent and Release of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Bank of America, N.A.		04/16/2012	National Association: UNITED STATES
<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 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 Tower 3 Garage Restaurant, 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 Hotel, LLC		
<b>Street Address:</b>	4441 Collins Avenue		
<b>City:</b>	Miami Beach		
<b>State/Country:</b>	FLORIDA		

CH \$1790.00 3628710

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

Name:	Fontainebleau Florida Tower 2, LLC
Street Address:	4441 Collins Avenue
City:	Miami Beach
State/Country:	DELAWARE
Postal Code:	33140
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	JS IP LLC
Street Address:	19950 W Country Club Drive 10TH Floor
City:	Aventura
State/Country:	FLORIDA
Postal Code:	33180
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 71

Property Type	Number	Word Mark
Registration Number:	3628710	SCARPETTA
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
Registration Number:	3677324	FB
Registration Number:	3719296	FB
Registration Number:	3690322	IFB

Registration Number:	3599606	LAPIS
Registration Number:	3702402	MORRIS & CO.
Registration Number:	3709639	THE STAGE IS YOURS. LIVE YOUR PART.
Serial Number:	78736020	FONTAINEBLEAU
Serial Number:	78736032	FONTAINEBLEAU
Serial Number:	78736042	FONTAINEBLEAU
Serial Number:	78736034	FONTAINEBLEAU
Serial Number:	78736039	FONTAINEBLEAU
Serial Number:	78736059	FONTAINEBLEAU
Serial Number:	78736008	FONTAINEBLEAU
Serial Number:	77126765	A NEW SHADE OF BLEAU
Serial Number:	77489978	OBSERVATION HAS BECOME PARTICIPATION
Serial Number:	85054799	SOMETHING BLEAU
Serial Number:	77481059	LIV
Serial Number:	77481062	LIV
Serial Number:	77509195	IFB
Serial Number:	77342389	LAPIS
Serial Number:	77342466	LAPIS
Serial Number:	77342550	LAPIS
Serial Number:	85094942	LAPIS
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

	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
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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:	85083473	ARKADIA

**CORRESPONDENCE DATA**

Fax Number: 2124920603

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

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:	19252-002
NAME OF SUBMITTER:	Lindsay N. Silber
Signature:	/lindsaynsilber/
Date:	05/25/2012

**Total Attachments: 15**

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source=Fontainebleau Trademark Release Made by BOA#page2.tif  
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**TRADEMARK**  
**REEL: 004786 FRAME: 0390**

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**TERMINATION OF CONSENT  
AND RELEASE OF SECURITY INTEREST**

This TERMINATION OF CONSENT AND RELEASE OF SECURITY INTEREST (this "Termination and Release"), dated as of April 16, 2012, is made and entered into by and among JS IP LLC, a Delaware limited liability company ("JS IP"), FONTAINEBLEAU FLORIDA HOTEL PROPERTIES, LLC, a Florida limited liability company ("Fontainebleau Florida"), FONTAINEBLEAU FLORIDA TOWER 3, LLC, a Florida limited liability company ("Fontainebleau Florida Tower 3"), FONTAINEBLEAU TOWER 3 GARAGE RESTAURANT, LLC, a Florida limited liability company ("Fontainebleau Florida Tower 3 Garage"), FONTAINEBLEAU FLORIDA HOTEL, LLC, a Delaware limited liability company ("Fontainebleau Florida Hotel"), FONTAINEBLEAU FLORIDA TOWER 2, LLC, a Delaware limited liability company ("Fontainebleau Florida Tower 2", and together with Fontainebleau Florida, Fontainebleau Florida Tower 3, Fontainebleau Florida Tower 3 Garage and Fontainebleau Florida Hotel, the "Companies") and BANK OF AMERICA, N.A., in its capacity as Administrative Agent (the "Agent") under that certain Fourth Amended and Restated Credit Agreement, dated as of September 27, 2010, by and among Fontainebleau Florida Hotel and Fontainebleau Florida Tower 2 (collectively, "Borrowers"), certain of their affiliates, the Agent and the banks and other financial institutions party thereto (the "Lenders").

WITNESSETH:

WHEREAS, pursuant to that certain Amended & Restated Consent and Agreement, dated as of September 27, 2010, made by and among the Companies, JS IP and the Agent (the "Consent"), which was recorded in the United States Patent and Trademark Office as of October 8, 2010 at Reel 004293, Frame 0097, among other things, JS IP consented to the Companies' grant of a security interest to the Agent in all of the Companies' right, title and interest in and to the License Agreement (as defined in the Consent) and the interests granted therein to the Companies in respect of the FONTAINEBLEAU Marks (as defined in the License Agreement);

WHEREAS, pursuant to the Intellectual Property Security Agreement, dated as of September 27, 2010, made by and among the Companies and the Agent, which was recorded in the United States Patent and Trademark Office as of October 5, 2010, at Reel 004290, Frame 0200 and as of November 19, 2010, at Reel 004418, Frame 0942, the Companies granted to the Agent a security interest in and lien on all of the Companies' right, title and interest in and to the Intellectual Property Collateral (as defined in the Intellectual Property Security Agreement), including the agreements, and trademark registrations and applications listed on Schedule 1 hereto (collectively, the "IP Collateral");

WHEREAS, Borrowers are on the date hereof making a payment equal to the full amount of all loans and other obligations of Borrowers to the Agent outstanding as of the date hereof (except with respect to certain letters of credit that will remain outstanding at Borrowers' request) and the Agent has agreed to release its interest in and lien on the IP Collateral; and

WHEREAS, the Agent, JS IP and the Companies wish to terminate their respective rights and obligations under the Consent.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the parties hereto hereby agree as follows:

1. Release of Security Interest. The Agent hereby terminates, releases and discharges its security interest in the IP Collateral, and hereby reassigns to the Companies any security interests it has against the IP Collateral, in each case without warranty or recourse. If and to the extent the Agent has acquired any right, title or interest in, to or under any of the IP Collateral, the Agent hereby assigns such right, title or interest to the Companies, without warranty or recourse.

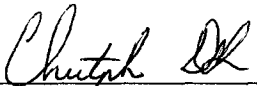
2. Termination of Consent. The Companies, JS IP and the Agent hereby agree that, effective as of the date hereof, the Consent is hereby terminated in full, in accordance with Section 8 thereof, and the Companies, JS IP and the Agent shall not have any further rights or obligations thereunder.

3. Further Assurances. The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts, in each case as may be reasonably necessary to effect the release of the security interest contemplated hereby at the cost and reasonable request of the Companies. This Termination and Release shall be construed in accordance with and governed by the laws of the State of New York.

*[Signatures Follow On Next Page.]*

IN WITNESS WHEREOF, each of the undersigned has caused this Termination and Release to be duly executed and delivered as of the date first above written.

**BANK OF AMERICA, N.A.,**  
as Administrative Agent


By:   
Name: Christopher G. Dibiase  
Title: Vice President

[Signature Page to Termination and Release]

**TRADEMARK**  
**REEL: 004786 FRAME: 0394**



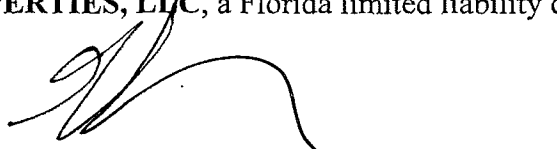
JS IP LLC, a Delaware limited liability company

By:   
Name: MARLO A ROMIDE  
Title: Authorized Signer

[Signature Page to Termination and Release]

TRADEMARK  
REEL: 004786 FRAME: 0395

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

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[Signature Page to Termination and Release]

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

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

Name:

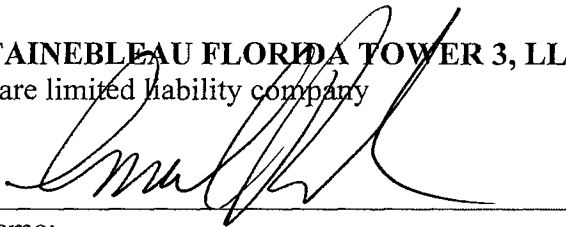
Title:

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**TRADEMARK**  
**REEL: 004786 FRAME: 0397**

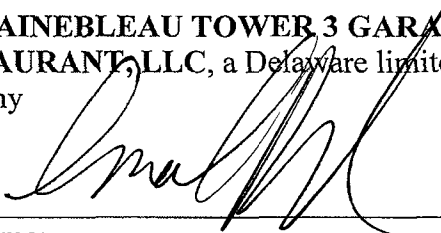
**FONTAINEBLEAU FLORIDA TOWER 3, LLC**, a  
Delaware limited liability company

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

A handwritten signature in black ink, appearing to be 'M. J. ...', written over a horizontal line.

Name:  
Title:

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

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

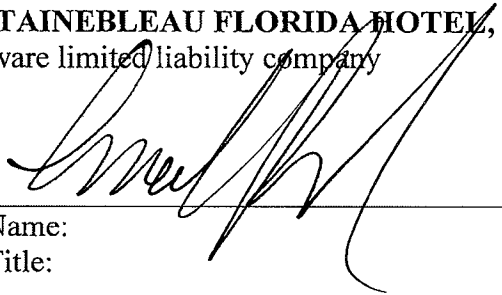
Name:

Title:

[Signature Page to Termination and Release]

**TRADEMARK  
REEL: 004786 FRAME: 0399**

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

By:   
Name: \_\_\_\_\_  
Title:

Schedule 1

**Management Agreement by and among Fontainebleau Florida Hotel, LLC, Scarpetta, Inc. and Scott Conant, dated September 5, 2007, as amended July 17, 2008, and as assigned to Scott Conant Management, LLC by Scarpetta, Inc. as of July 17, 2008.**

Licensed Trademarks Subject to U.S. Registration or Application  
SCARPETTA, U.S. reg. no. 3628710

**License Agreement dated as of June 6, 2007 but effective as of May 11, 2005, as amended as of August 19, 2010, among Fontainebleau Resort Properties II, LLC, 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.**

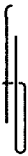
Licensed Trademarks Subject to U.S. Registration or Application

Pursuant to the License Agreement entered into as of June 6, 2007 and effective as of May 11, 2005:


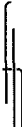
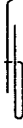




Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
U.S.	FONTAINEBLEAU	3,164,415 Oct. 31, 2006	Registered
U.S.	FONTAINEBLEAU III	3,164,414 Oct. 31, 2006	Registered
U.S.	FONTAINEBLEAU	3,061,814 Feb. 28, 2006	Registered
U.S.	FONTAINEBLEAU	3,801,194 June 8, 2010	Registered
U.S.	FONTAINEBLEAU	78-736020 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

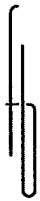
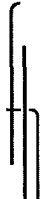


Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
U.S.	FONTAINEBLEAU	3,308,980 Oct. 9, 2007	Registered
U.S.	FONTAINEBLEAU RESORTS	3,236,165 May 1, 2007	Registered
U.S.	FONTAINEBLEAU	3,633,197 June 2, 2009	Registered
U.S.	FONTAINEBLEAU	78-736059 Oct. 19, 2005	Abandoned May 10, 2010
U.S.	FONTAINEBLEAU	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

Pursuant to Amendment No. 1 to the License Agreement, entered into as of August 19, 2010:

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
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.	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
U.S.	FB KIDS ADVENTURES (Stylized)	85-075669 July 1, 2010	Pending
U.S.	FB KIDS ADVENTURES (Stylized)	85-076170 July 1, 2010	Pending

Country	Trademark	Serial/Reg. No. Filing/Reg. Date	Status
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
U.S.	FONTAINEBLEAU	85-006429 Apr. 5, 2010	Pending
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

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