

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion and Change of Name

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
W2007 Aquarius Propco, L.P.		11/18/2013	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	W2007 Aquarius Propco, LLC
Street Address:	2000 Las Vegas Boulevard South
City:	Las Vegas
State/Country:	NEVADA
Postal Code:	89104
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3884906	AQUARIUS
Registration Number:	3345860	AQUARIUS
Registration Number:	3433077	AQUARIUS
Registration Number:	3345861	AQUARIUS
Registration Number:	3446781	AQUARIUS
Registration Number:	3290627	AQUARIUS
Registration Number:	3290626	AQUARIUS
Registration Number:	3353991	AQUARIUS
Registration Number:	3353992	AQUARIUS

CORRESPONDENCE DATA

Fax Number: 2122919868
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 212-558-4229

OP \$240.00 3884906

Email: demarcor@sullcrom.com, nguyenb@sullcrom.com
Correspondent Name: Raffaele A. DeMarco
Address Line 1: 125 Broad Street
Address Line 2: Sullivan & Cromwell LLP
Address Line 4: New York, NEW YORK 10004-2498

ATTORNEY DOCKET NUMBER:	020792/00001 (RAD)
NAME OF SUBMITTER:	Raffaele A. DeMarco
Signature:	/Raffaele A. DeMarco/
Date:	12/17/2013

Total Attachments: 6

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Delaware

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The First State

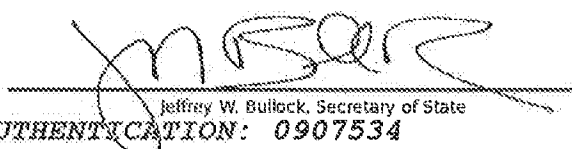
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED PARTNERSHIP UNDER THE NAME OF "W2007 AQUARIUS PROPCO, L.P." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "W2007 AQUARIUS PROPCO, L.P." TO "W2007 AQUARIUS PROPCO, LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2013, AT 3:48 O'CLOCK P.M.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0907534

DATE: 11-19-13

TRADEMARK
REEL: 005178 FRAME: 0616

CERTIFICATE OF CONVERSION

CONVERTING

W2007 Aquarius Propco, L.P.
(A Delaware Limited Partnership)

TO

W2007 Aquarius Propco, LLC
(A Delaware Limited Liability Company)

This Certificate of Conversion is being filed for the purpose of converting W2007 Aquarius Propco, L.P., a Delaware limited partnership (the "Converting Company"), to a Delaware limited liability company to be named W2007 Aquarius Propco, LLC (the "Company") pursuant to Section 17-219 of the Delaware Revised Uniform Limited Partnership Act, 6 Del. C. §§ 17-101 et seq. and Section 18-214 of the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Delaware LLC Act").

The undersigned, being duly authorized to execute and file this Certificate of Conversion, does hereby certify as follows:

1. Name of Converting Company. The name of the Converting Company immediately prior to the filing of this Certificate of Conversion was "W2007 Aquarius Propco, L.P."

2. Date and Jurisdiction of Formation of Converting Company. The date on which, and the jurisdiction where, the Converting Company was formed, which jurisdiction has not changed, are as follows:

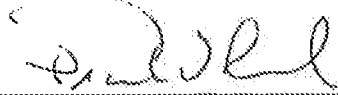
<u>Date</u>	<u>Jurisdiction</u>
February 7, 2008	Delaware

3. Name of Converted Limited Liability Company. The name of the Delaware limited liability company to which the Converting Company is being converted as set forth in the certificate of formation filed in accordance with Section 18-214(b) of the Delaware LLC Act is "W2007 Aquarius Propco, LLC".

4. Effective Time. This Certificate of Conversion shall be effective as of the date of its filing in the Office of the Secretary of State of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being an authorized person of the Company, has duly executed this Certificate of Conversion this 18 day of November, 2013.



Name: Frank V. Riolo

Title: Authorized Person

7641151.1

[Signature Page -- Certificate of Conversion of W2007 Aquarius Propco, L.P.]