

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM304041

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TERMINATION OF SECURITY INTEREST IN SELECTED TRADEMARKS

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as Collateral Agent		05/05/2014	Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Caesars License Company, LLC
Street Address:	ONE CAESARS PALACE DRIVE
City:	LAS VEGAS
State/Country:	NEVADA
Postal Code:	89109
Entity Type:	LIMITED LIABILITY COMPANY: NEVADA

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2164444	B
Registration Number:	3316023	BILL'S GAMBLIN' HALL & SALOON
Registration Number:	1530198	BILL'S
Registration Number:	2399183	REAL. LIVE. LAS VEGAS.
Registration Number:	3213554	STAY CLASSIC
Registration Number:	3213545	STAY CLASSIC

CORRESPONDENCE DATA

Fax Number:

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

Email: mmakover@paulweiss.com, dewilliams@paulweiss.com

Correspondent Name: Matthew S. Makover

Address Line 1: 1285 Avenue of the Americas

Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	19717-041
NAME OF SUBMITTER:	Matthew S. Makover
SIGNATURE:	/Matthew S. Makover/
DATE SIGNED:	05/09/2014

CH \$165.00 2164444

Total Attachments: 4

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TERMINATION OF SECURITY INTEREST IN SELECTED TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN SELECTED TRADEMARKS** (“Release”), dated as of May 5, 2014, is made by Bank of America, N.A., as Collateral Agent for the Secured Parties (together with its successors and assigns, the “Agent”) in favor of Caesars License Company, LLC, a Nevada limited liability company, formerly known as Harrah’s License Company (the “Pledgor”) (all terms used but not defined herein shall have the meaning assigned to such terms in the Trademark Collateral Agreement (as defined below)).

WHEREAS, the Pledgor has granted a security interest in certain personal property to the Agent, including without limitation a security interest in certain trademarks and trademark applications (“Trademarks”), pursuant to that certain Trademark Collateral Agreement dated as of January 28, 2008 (the “Trademark Collateral Agreement”);

WHEREAS, the security interests granted to the Agent were recorded at the United States Patent and Trademark Office as follows: on February 4, 2008 at Reel 3719 and Frame 0001;

WHEREAS, in reliance of the representations, warranties and certification made by the Pledgor pursuant to that certain Officer’s Certificate, dated as of May 5, 2014 (the “Officer’s Certificate”), concerning the permitted sale of certain assets, the Agent has agreed to terminate and release its security interest in the Trademarks identified on Schedule A attached hereto (the “Released Trademarks”).

NOW, THEREFORE, for valuable consideration, the Agent hereby terminates and releases all mortgages, liens, and security interests granted to the Agent in the following:

1. The Released Trademarks;
2. all goodwill of the business connected with the use of, and symbolized by, such Released Trademarks; and
3. all products and proceeds of the foregoing, including, without limitation, any claim by Pledgor against third parties for past, present or future (i) infringement or dilution of such Released Trademarks or (ii) injury to the goodwill associated with such Released Trademarks.

This Release is limited solely to the Released Trademarks. Except as provided in any other release executed by the Agent in connection with the transaction referenced in the Officer’s Certificate, the Agent retains any and all security interest it has in all other Trademarks and collateral, which security interest shall not be disturbed by this Release in any manner.

The Agent shall, at the Pledgor’s sole cost and expense, take all further actions, and provide to the Pledgor, its successors, assigns or other legal representatives, all such cooperation

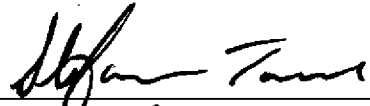
EXECUTION

and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by the Pledgor to more fully and effectively effectuate the purposes of this Release.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed as of the date first set forth above.

**BANK OF AMERICA, N.A.,
AS COLLATERAL AGENT**

By: 
Name: *Stefanie Tanwar*
Title: *Vice President*

[Signature Page to Trademark Release (Bank of America) (01-28-08 Agreement)]

**TRADEMARK
REEL: 005276 FRAME: 0930**

**SCHEDULE A TO THE
TERMINATION OF SECURITY INTEREST IN TRADEMARKS**

TRADEMARKS

Trademark	Registration No.	Registration Date
B (Block)	2164444	6/9/1998
Bill's Gamblin' Hall & Saloon (Design)	3316023	10/23/2007
Bill's (Block)	1530198	3/14/1989
Real. Live. Las Vegas.	2399183	10/31/2000
Stay Classic	3213554	2/27/2007
Stay Classic	3213545	2/27/2007