

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM309242

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Atlantis Resort SPE Limited		06/30/2014	COMPANY: BAHAMAS

RECEIVING PARTY DATA

Name:	German American Capital Corporation
Street Address:	60 Wall Street
Internal Address:	10th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	CORPORATION: MARYLAND
Name:	Morgan Stanley Bank, N.A.
Street Address:	1221 Avenue of the Americas
Internal Address:	27th floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10020
Entity Type:	National Banking Association: UNITED STATES
Name:	Citigroup Global Markets Realty Corp.
Street Address:	388 Greenwich Street
Internal Address:	19th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	4270173	AQUAVENTURE

CORRESPONDENCE DATA

Fax Number: 2149813400

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent***TRADEMARK**

using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 214-981-3483
Email: dclark@sidley.com
Correspondent Name: Dusan Clark, Esq.
Address Line 1: Sidley Austin LLP
Address Line 2: 2001 Ross Avenue, Suite 3600
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	44441-00469
--------------------------------	-------------

NAME OF SUBMITTER:	Dusan Clark
---------------------------	-------------

SIGNATURE:	/Dusan Clark/
-------------------	---------------

DATE SIGNED:	07/01/2014
---------------------	------------

Total Attachments: 4

source=Atlantis -- 15a. (EXECUTED) Confirmatory Grant of Security Interest in US Trademarks#page1.tif

source=Atlantis -- 15a. (EXECUTED) Confirmatory Grant of Security Interest in US Trademarks#page2.tif

source=Atlantis -- 15a. (EXECUTED) Confirmatory Grant of Security Interest in US Trademarks#page3.tif

source=Atlantis -- 15a. (EXECUTED) Confirmatory Grant of Security Interest in US Trademarks#page4.tif

**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "Confirmatory Grant") is made effective as of June 30, 2014 by and from ATLANTIS RESORT SPE LIMITED, a company organized under the International Business Companies Act in the Commonwealth of The Bahamas, having its registered office at GTC Corporate Services Limited, Sassoon House, P.O. Box SS-5383, Nassau, Bahamas (the "Grantor"), to and in favor of GERMAN AMERICAN CAPITAL CORPORATION, a Maryland corporation (together with its successors and assigns, "GACC"), having an address at 60 Wall Street, 10th Floor, New York, New York 10005, MORGAN STANLEY BANK, N.A., a national banking association (together with its successors and assigns, "Morgan Stanley"), having an address at 1221 Avenue of the Americas, 27th Floor, New York, New York 10020, and CITIGROUP GLOBAL MARKETS REALTY CORP., a New York corporation (together with its successors and assigns, "Citigroup"), having an address at 388 Greenwich Street, 19th Floor, New York, New York 10013 (GACC, Morgan Stanley, and Citigroup, collectively, the "Grantee") as Lender (as defined in the Loan Agreement referenced below).

WHEREAS, Grantor, HIGH POINT HOLDCO LIMITED, PARADISE ENTERPRISES LIMITED, ISLAND HOTEL COMPANY LIMITED, and ATLANTIS RESORT HOLDCO I LIMITED, each of the foregoing, a corporation organized under the International Business Companies Act in the Commonwealth of The Bahamas, and each having its registered office at GTC Corporate Services Limited, Sassoon House, P.O. Box SS-5383, Nassau, Bahamas (collectively, "Bahamas Borrower"), and ATLANTIS RESORT HOLDCO II, LLC, ATLANTIS RESORT HOLDCO III, LLC, BHP HOLDCO GUARANTOR, LLC, BROOKFIELD HOSPITALITY PROPERTIES LLC and BREF BAHAMAS MANAGEMENT, LLC, each of the foregoing (excepting the Bahamas Borrower), a Delaware limited liability company, each having its principal place of business at c/o Brookfield Real Estate Financial Partners, LLC, Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023 (collectively, "US Borrower" and collectively, with Bahamas Borrower, individually or collectively as the context may require, "Borrower"), and Grantee have entered into that certain Loan Agreement of even date herewith (collectively, as the same may be amended, restated, renewed, replaced, supplemented or otherwise modified from time to time, the "Loan Agreement");

WHEREAS, Grantor owns the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are pending or registered with the United States Patent and Trademark Office;

WHEREAS, Borrower has granted a security interest in certain property, including the Trademarks, to Grantee to secure the repayment and performance of each and all of the Obligations (as defined in the Loan Agreement) pursuant to that certain Security Agreement of even date herewith by Borrower to and in favor of Lender (as the same may be amended, restated, replaced, supplemented or otherwise modified from time to time, the "Security Agreement");

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Recitals. Grantor hereby affirms and acknowledges the accuracy of the factual recitals set forth above.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Obligations. Upon the payment in full of all Obligations, Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under this Confirmatory Grant.


(b) Grantor hereby grants to Grantee a security interest in (i) all of Grantor's right, title and interest in and to the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (ii) all proceeds and products of the Trademarks, (iii) the goodwill associated with such Trademarks, and (iv) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same.

3) Rights Cumulative. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents (as defined in the Loan Agreement), all the terms and provisions of which are incorporated by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of this Security Agreement shall govern.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant effective as of the date first written above.

ATLANTIS RESORT SPE LIMITED,
a company organized under the International Business
Companies Act
in the Commonwealth of The Bahamas

By: 
Name: Giselle Pyfrom
Title: Authorized Representative

Signature Page

Confirmatory Grant

201554025

TRADEMARK
REEL: 005313 FRAME: 0025

**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

EXHIBIT A

SCHEDULE OF TRADEMARKS

Mark	App. No./ Reg. No.	Issue Date
AQUAVENTURE	App. No. 77140610 Reg. No. 4270173	App. Date: March 26, 2007 Reg. Date: January 8, 2013

Exhibit A

Confirmatory Grant

201554025

RECORDED: 07/01/2014

**TRADEMARK
REEL: 005313 FRAME: 0026**