

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM450700

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CEOC, LLC		10/06/2017	Limited Liability Company: DELAWARE
DESERT PALACE LLC		10/06/2017	Limited Liability Company: NEVADA
RECEIVING PARTY DATA			
Name:	Credit Suisse AG, Cayman Islands Branch, as Collateral Agent		
Street Address:	Eleven Madison Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	Bank: SWITZERLAND		
PROPERTY NUMBERS Total: 63			
Property Type	Number	Word Mark	
Registration Number:	2335359	ANDREOTTI	
Registration Number:	3246044	BELLISSIMO	
Registration Number:	3678700	BENNY'S BACK ROOM	
Registration Number:	3456911	BLUESVILLE	
Registration Number:	3554133	BLUESVILLE	
Registration Number:	2148837	BLUESVILLE	
Registration Number:	4780684	BOARDWALK CUPCAKES EST. 2014	
Registration Number:	4759692	BRIDGES DINING COMPANY	
Registration Number:	3141982	CARVINGS	
Registration Number:	3020236	CHAMPAGNE SLOTS	
Registration Number:	2523523	COYOTE KATE'S SLOT PARLOR	
Registration Number:	4615290	DARE	
Registration Number:	4100290	FIGHT REPUBLIC	
Registration Number:	1964224	FIORE	
Registration Number:	4685876	FIRST RESORT FOR FUN	
Registration Number:	2829389	FOUR WINDS	
Registration Number:	2829388	FOUR WINDS	

OP \$1590.00 2335359

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	87400566	FUNNER
Registration Number:	3460107	GET MORE BANG FOR YOUR BUCK ...GUARANTEE
Serial Number:	87434551	GLAS
Registration Number:	4286319	GRAND GB BILOXI
Registration Number:	2138187	GRAND CASINO TUNICA MISSISSIPPI
Registration Number:	2026250	HARVEYS
Registration Number:	2038045	HARVEYS
Registration Number:	3154177	HARVEYS
Registration Number:	2240209	HARVEYS CASINO HOTEL YOU CAN HAVE IT ALL
Registration Number:	3647464	JOY LUCK NOODLE BAR
Registration Number:	2874317	LOUISIANA DOWNS
Registration Number:	2791383	
Registration Number:	4730291	MAGNOLIA HOUSE
Registration Number:	4207977	NATIONAL SLOT LEAGUE
Registration Number:	4186191	NSL
Registration Number:	3678372	OPEN SKY THEATER
Registration Number:	4625059	PEEK
Registration Number:	4575993	POWERHOUSE ALLEY
Registration Number:	3555164	PREVIEW
Registration Number:	4598919	PURPLE ZEBRA
Registration Number:	3592854	PUSH
Registration Number:	4420107	'RITAS CANTINA
Registration Number:	4504817	SELU GARDEN CAFE
Registration Number:	3245005	SHEER
Registration Number:	1078615	SHOWBOAT
Registration Number:	1666140	SHOWBOAT
Registration Number:	4734340	SQUEEZE
Registration Number:	2788933	SUPER DERBY
Registration Number:	1878054	THE PARTY'S AT HARVEYS
Registration Number:	3801600	THE RESERVE
Registration Number:	1019015	THE SUMMIT
Registration Number:	4709708	THE VENUE
Registration Number:	3794897	TUNICA ROADHOUSE CASINO & HOTEL
Registration Number:	3797493	TUNICA ROADHOUSE CASINO & HOTEL
Registration Number:	2221012	VILLAGE SQUARE
Registration Number:	3550200	WHERE ENTERTAINMENT KNOWS NO BOUNDS
Serial Number:	87447138	WHISKEY ROADHOUSE
Registration Number:	2837537	WILD, WILD WEST CASINO

Property Type	Number	Word Mark
Registration Number:	4557182	APOSTROPHE
Registration Number:	3738566	BEIJING NOODLE NO. 9
Registration Number:	4231389	LAUREL COLLECTION
Registration Number:	4614679	RESPLENDENCE STARTS HERE
Registration Number:	2961555	SEAHORSE
Registration Number:	5273062	STRIPSIDE CAFÉ & BAR
Registration Number:	4759136	TIGER WOK & RAMEN
Registration Number:	4976084	VISTA COCKTAIL LOUNGE

CORRESPONDENCE DATA

Fax Number: 8004947512
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
Phone: 202-370-4750
Email: ipteam@cogencyglobal.com
Correspondent Name: Joanna McCall
Address Line 1: 1025 Vermont Ave NW, Suite 1130
Address Line 2: COGENCY GLOBAL INC.
Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	F173796
NAME OF SUBMITTER:	Sonya Jackman
SIGNATURE:	/Sonya Jackman/
DATE SIGNED:	11/13/2017

Total Attachments: 10
source=CEOC - Trademark Security Agreement#page3.tif
source=CEOC - Trademark Security Agreement#page4.tif
source=CEOC - Trademark Security Agreement#page5.tif
source=CEOC - Trademark Security Agreement#page6.tif
source=CEOC - Trademark Security Agreement#page7.tif
source=CEOC - Trademark Security Agreement#page8.tif
source=CEOC - Trademark Security Agreement#page9.tif
source=CEOC - Trademark Security Agreement#page10.tif
source=CEOC - Trademark Security Agreement#page11.tif
source=CEOC - Trademark Security Agreement#page12.tif

Trademark Security Agreement

TRADEMARK SECURITY AGREEMENT dated as of October 6, 2017 (this “Agreement”), made by CEOC, LLC, a Delaware limited liability company (“CEOC”) and Desert Palace LLC, a Nevada limited liability company (“Desert Palace” and, together with CEOC, each a “Pledgor” and collectively, the “Pledgors”), in favor of Credit Suisse AG, Cayman Islands Branch, as Collateral Agent (as defined below).

WHEREAS, under the Collateral Agreement, dated as of October 6, 2017 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”), among CAESARS ENTERTAINMENT OPERATING COMPANY, INC., a Delaware corporation, CEOC, LLC, and each subsidiary of the Borrower (as defined in the Collateral Agreement) from time to time party thereto and CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as collateral agent (together with its successors and permitted assigns in such capacity, the “Collateral Agent”) for the Secured Parties (as defined therein), each Pledgor has granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of such Pledgor, and has agreed as a condition thereof to execute this Agreement for recording with the United States Patent and Trademark Office (“USPTO”).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

SECTION 1. **Terms.** Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. **Grant of Security Interest.** As security for the payment and performance, as the case may be, in full of the Secured Obligations when due, each Pledgor pursuant to the Collateral Agreement did, and hereby does, grant to the Collateral Agent, for the benefit of the Secured Parties, a security interest in all of such Pledgor’s right, title and interest in or to any and all of the following assets now owned or at any time hereafter acquired by such Pledgor or in which such Pledgor now has or at any time in the future may acquire any right, title or interest (collectively, the “IP Collateral”):

- (i) all Trademarks, including those listed on Schedule I;

provided, however, that the foregoing pledge, assignment and grant of security interest will not cover any Excluded Property, including any “intent-to-use” applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, unless and until an Amendment to Allege Use or a Statement of Use under Sections 1(c) or 1(d) of the Lanham Act has been filed, to the extent, if any, that any assignment of an “intent-to-use” application prior to such filing would violate the Lanham Act.

SECTION 3. **Collateral Agreement.** The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Pledgor hereby acknowledges

and affirms that the rights and remedies of the Collateral Agent with respect to the IP Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

SECTION 4. *Recordation.* Each Pledgor hereby requests and authorizes the USPTO to record this Agreement against the IP Collateral.

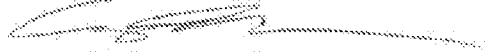
SECTION 5. *Counterparts.* This Agreement may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed signature page to this Agreement by facsimile or other electronic transmission shall be as effective as delivery of a manually signed counterpart of this Agreement.

SECTION 6. *Governing Law.* THIS AGREEMENT AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSES OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAW OF THE STATE OF NEW YORK, WITHOUT REGARD TO ANY PRINCIPLE OF CONFLICTS OF LAW THAT COULD REQUIRE THE APPLICATION OF ANY OTHER LAW.


[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

CEOC, LLC

By: 
Name: Eric Hession
Title: Chief Financial Officer and Treasurer

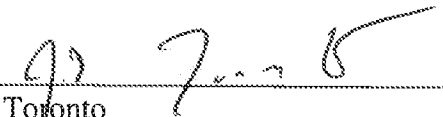
DESERT PALACE LLC

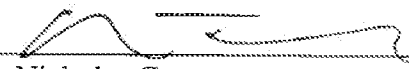
By: 
Name: Randall Eisenberg
Title: Chief Restructuring Officer

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006203 FRAME: 0661

CREDIT SUISSE AG, CAYMAN ISLANDS
BRANCH,
as Collateral Agent

By: 
Name: John Toronto
Title: Authorized Signatory

By: 
Name: Nicholas Goss
Title: Authorized Signatory

**SCHEDULE I
Trademarks**

Owner	Country/State	Trademark	Status	Registration No. / Application No. (as applicable)	Registration Date / Application Date (as applicable)
CEOOC, LLC	United States of America	Andreotti (Block)	Registered	2335359	3/28/2000
CEOOC, LLC	United States of America	Bellissimo	Registered	3246044	5/29/2007
CEOOC, LLC	United States of America	Benny's Back Room	Registered	3678700	9/8/2009
CEOOC, LLC	United States of America	Bluesville (Block)	Registered	3456911	7/1/2008
CEOOC, LLC	United States of America	Bluesville (Logo)	Registered	3554133	12/30/2008
CEOOC, LLC	United States of America	Bluesville (Logo)	Registered	2148837	4/7/1998
CEOOC, LLC	United States of America	Boardwalk Cupcakes (logo)	Registered	4780684	7/28/2015
CEOOC, LLC	United States of America	Bridges Dining Company	Registered	4759692	6/23/2015
CEOOC, LLC	United States of America	Carvings	Registered	3141982	9/12/2006
CEOOC, LLC	United States of America	Champagne Slots	Registered	3020236	11/29/2005
CEOOC, LLC	United States of America	Coyote Kate's Slot Parlor	Registered	2523523	12/25/2001
CEOOC, LLC	United States of America	Dare	Registered	4615290	9/30/2014
CEOOC, LLC	United States of America	Fight Republic (Block)	Registered	4100290	2/14/2012
CEOOC, LLC	United States of America	Fiore	Registered	1964224	3/26/1996
CEOOC, LLC	United States of America	First Resort for Fun	Registered	4685876	2/10/2015
CEOOC, LLC	United States of America	Four Winds (Block)	Registered	2829389	4/6/2004
CEOOC, LLC	United States of America	Four Winds (Design)	Registered	2829388	4/6/2004

CEOC, LLC	United States of America	Funner	Pending	87/400566	4/6/2017
CEOC, LLC	United States of America	Get More Bang for your Buck ... Guaranteed!	Registered	3460107	7/8/2008
CEOC, LLC	United States of America	Glas	Pending	87/434551	5/3/2017
CEOC, LLC	United States of America	Grand Biloxi (Logo)	Registered	4286319	2/24/1998
CEOC, LLC	United States of America	Grand Casino Tunica Mississippi (Design)	Registered	2138187	2/24/1998
CEOC, LLC	United States of America	Harveys (Block)	Registered	2026250	12/31/1996
CEOC, LLC	United States of America	Harveys (Design)	Registered	2038045	2/18/1997
CEOC, LLC	United States of America	Harveys (Stylized)	Registered	3154177	10/10/2006
CEOC, LLC	United States of America	Harveys Casino Hotel You Can Have it All	Registered	2240209	4/20/1999
CEOC, LLC	United States of America	Joy Luck Noodle Bar	Registered	3647464	6/30/2009
CEOC, LLC	United States of America	Louisiana Downs (Block)	Registered	2874317	8/17/2004
CEOC, LLC	United States of America	Louisiana Downs Racing Horses (Design)	Registered	2791383	12/9/2003
CEOC, LLC	United States of America	Magnolia House (Block)	Registered	4730291	5/5/2015
CEOC, LLC	United States of America	National Slot League	Registered	4207977	9/11/2012
CEOC, LLC	United States of America	NSL Logo	Registered	4186191	8/7/2012
CEOC, LLC	United States of America	Open Sky Theater	Registered	3678372	9/8/2009
CEOC, LLC	United States of America	Peek (Block)	Registered	4625059	10/21/2014
CEOC, LLC	United States of America	Powerhouse Alley	Registered	4575993	7/29/2014
CEOC, LLC	United States of America	Preview	Registered	3555164	12/30/2008
CEOC, LLC	United States of America	Purple Zebra	Registered	4598919	9/2/2014
CEOC, LLC	United States of America	Push	Registered	3592854	3/17/2009
CEOC, LLC	United States of America	ritas Cantina (Design)	Registered	4420107	10/15/2013
CEOC, LLC	United States of America	Selu Garden Café	Registered	4504817	4/1/2014
CEOC, LLC	United States of America	Sheer	Registered	3245005	5/22/2007

CEOC, LLC	United States of America	Showboat (Block)	Registered	1078615	11/29/1977
CEOC, LLC	United States of America	Showboat (Script)	Registered	1666140	11/26/1991
CEOC, LLC	United States of America	Squeeze (Design)	Registered	4734340	5/12/2015
CEOC, LLC	United States of America	Super Derby (Block)	Registered	2788933	12/2/2003
CEOC, LLC	United States of America	The Party's at Harveys (Block)	Registered	1878054	2/7/1995
CEOC, LLC	United States of America	The Reserve	Registered	3801600	6/15/2010
CEOC, LLC	United States of America	The Summit (Block)	Registered	1019015	8/26/1975
CEOC, LLC	United States of America	The Venue (logo)	Registered	4709708	3/24/2015
CEOC, LLC	United States of America	Tunica Roadhouse Casino & Hotel (Design)	Registered	3794897	5/25/2010
CEOC, LLC	United States of America	Tunica Roadhouse Casino & Hotel (Design)	Registered	3797493	6/1/2010
CEOC, LLC	United States of America	Village Square (Block)	Registered	2221012	1/26/1999
CEOC, LLC	United States of America	Where Entertainment Knows No Bounds	Registered	3550200	12/23/2008
CEOC, LLC	United States of America	Whiskey Roadhouse	Pending	87/447138	5/12/2017
CEOC, LLC	United States of America	Wild, Wild West Casino	Registered	2837537	5/4/2004
Desert Palace LLC	United States of America	Apostrophe	Registered	4557182	6/24/2014
Desert Palace LLC	United States of America	Beijing Noodle No. 9	Registered	3738566	1/19/2010
Desert Palace LLC	United States of America	Laurel Collection (Block)	Registered	4231389	10/23/2012
Desert Palace LLC	United States of America	Resplendence Starts Here	Registered	4614679	9/30/2014
Desert Palace LLC	United States of America	Seahorse	Registered	2961555	6/7/2005
Desert Palace LLC	United States of America	Stripside Cafe & Bar	Registered	5273062	8/22/2017
Desert Palace LLC	United States of America	Tiger Wok & Ramen	Registered	4759136	6/23/2015
Desert Palace LLC	United States of America	Vista Cocktail Lounge (Logo)	Registered	4976084	6/14/2016

CEOC, LLC	Arizona	Agave's	Registered	56724	11/19/2012
CEOC, LLC	California	Dive	Registered	68932	10/21/2013
CEOC, LLC	California	Uchoose	Registered	68931	10/21/2013
CEOC, LLC	Canada	Grand Casino (pot o'gold design)	Registered	TMAA445624	7/28/1995
CEOC, LLC	Canada	Showboat (Block)	Registered	TMA519431	11/16/1999
CEOC, LLC	European Union (Community)	Showboat (Block)	Registered	3677457	7/8/2005
CEOC, LLC	Indiana	Envy Stage Bar	Registered	2008-0359	5/14/2008
CEOC, LLC	Indiana	Midwest Regional Poker Championships	Registered	2016-0311	6/1/2016
CEOC, LLC	Indiana	The Venue (logo)	Registered	2009-0045	1/21/2009
CEOC, LLC	Iowa	Stir Cove Backstage Grill (Design)	Registered	5480TM-439811	7/13/2012
CEOC, LLC	Iowa	Stir Cove Concert Series (Design)	Registered	5480TM-440692	7/30/2012
CEOC, LLC	Louisiana	"Louisiana Downs"	Registered	51-0725	4/19/1993
CEOC, LLC	Louisiana	Best Blackjack in Louisiana (Block)	Registered	54-3112	12/30/1996
CEOC, LLC	Louisiana	Fillies & Fighters (Design)	Registered	60-7294	7/16/2009
CEOC, LLC	Louisiana	Frozen SeRum	Registered	63-7822	6/21/2012
CEOC, LLC	Louisiana	Horse Cents (Block)	Registered	58-0417	12/4/2003
CEOC, LLC	Louisiana	Impulse, Inc.	Registered	57-0311	4/30/2001
CEOC, LLC	Louisiana	Pepper Rose (Design)	Registered	57-2528	12/17/2001
CEOC, LLC	Louisiana	Super Derby	Registered	51-0724	4/19/1993
CEOC, LLC	Mississippi	The Links at Cottonwoods (Block)	Registered	102124675	11/12/2008
CEOC, LLC	Nevada	American River Cafe (Block)	Registered	SM00300034	5/29/1997
CEOC, LLC	Nevada	American River Cafe (Design)	Registered	SM0030-0450	11/17/1997
CEOC, LLC	Nevada	Friday's Station	Registered	SM0030-0253	8/26/1997

		(Block)				
CEOC, LLC	Nevada	Quick Pick - Quick Pick	Registered	SM0022-0778	6/23/1989	
CEOC, LLC	Nevada	Sage Room (Block)	Registered	E0411842011-4	7/18/2011	
CEOC, LLC	Nevada	South Shore Room	Registered	SM0018-0002	9/1/1982	
CEOC, LLC	Nevada	Sushi Kai	Registered	E0551752014-5	10/23/2014	
CEOC, LLC	New Jersey	\$10,000 Pyramid	Registered	10296	2/26/1992	
CEOC, LLC	New Jersey	6ix A Bistro (logo)	Registered	23095	7/16/2008	
CEOC, LLC	New Jersey	Casa Di Napoli (Words)	Registered	21223	12/11/2002	
CEOC, LLC	New Jersey	French Quarter Buffet (Design)	Registered	21224	12/11/2002	
CEOC, LLC	New Jersey	Gold Tooth Getties	Registered	20499	12/5/2000	
CEOC, LLC	New Jersey	Mansion Cafe (Script)	Registered	21221	12/11/2002	
CEOC, LLC	New Jersey	Mountain Bar (and Logo)	Registered	14809	8/11/1997	
CEOC, LLC	New Jersey	Noodle Village (logo)	Registered	22733	3/30/2007	
CEOC, LLC	New Jersey	Pickles - More than a Deli	Registered	15515	12/17/1998	
CEOC, LLC	New Jersey	Studio (Stylized)	Registered	15289	7/14/1998	
CEOC, LLC	New Jersey	The Vixens (Logo)	Registered	23535	8/3/2010	
CEOC, LLC	New Jersey	Wild about Wings (logo)	Registered	23534	8/3/2010	
CEOC, LLC	Pennsylvania	C-Bar (Logo)	Registered	3341491	7/18/2011	
CEOC, LLC	Pennsylvania	Mien Noodles (Logo)	Registered	3341005	8/16/2010	
CEOC, LLC	Pennsylvania	The Copper Mug	Registered	3338702	10/23/2006	
Desert Palace LLC	Nevada	Alto	Registered	20170323096-53	7/28/2017	
Desert Palace LLC	Nevada	Color - A Salon	Registered	E0331812009-0	6/11/2009	
Desert Palace LLC	Nevada	Spanish Steps	Registered	E0147662010-0	3/25/2010	

TRADEMARK

REEL: 006203 FRAME: 0667

RECORDED: 11/13/2017