

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM455808

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest in Trademark Collateral at Reel/Frame No. 5138/0288

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
U.S. Bank National Association, as Agent		12/22/2017	national association: UNITED STATES

RECEIVING PARTY DATA

Name:	Rio Properties, 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: 23

Property Type	Number	Word Mark
Registration Number:	2849732	BEVERTAINERS
Registration Number:	3077332	BEVERTAINMENT
Registration Number:	2085147	BUZIOS
Registration Number:	1827883	CARNIVAL WORLD BUFFET
Registration Number:	2709302	EXOTIC. UNINHIBITED. FUN.
Registration Number:	3213527	GO WILD
Registration Number:	3126836	JANELAS RESTAURANT & BAR
Registration Number:	1845968	RIO
Registration Number:	1997791	RIO
Registration Number:	1908880	RIO
Registration Number:	1984925	RIO
Registration Number:	1997790	RIO
Registration Number:	1845967	RIO
Registration Number:	1757490	RIO ALL-SUITE HOTEL&CASINO
Registration Number:	2739407	RIO ALL-SUITE HOTEL & CASINO LAS VEGAS
Registration Number:	2739406	RIO ALL-SUITE HOTEL & CASINO LAS VEGAS
Registration Number:	4305095	RIO JAVA
Registration Number:	2207791	RIO LAS VEGAS

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TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2053740	RIO LAS VEGAS
Registration Number:	2207792	RIO LAS VEGAS
Registration Number:	2221028	RIO LAS VEGAS
Registration Number:	1793006	RIO RITA
Registration Number:	2223924	RIO SECCO GOLF CLUB

CORRESPONDENCE DATA

Fax Number: 2138918763

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.

Email: rhonda.deleon@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 355 South Grand Avenue

Address Line 4: Los Angeles, CALIFORNIA 90071-1560

ATTORNEY DOCKET NUMBER:	059635-0002
NAME OF SUBMITTER:	Rhonda DeLeon
SIGNATURE:	/Rhonda DeLeon/
DATE SIGNED:	12/22/2017

Total Attachments: 7

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**RELEASE OF SECURITY INTEREST IN
TRADEMARK COLLATERAL**

This **RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL** (the "Release") is dated as of December 22, 2017 by U.S. BANK NATIONAL ASSOCIATION, as collateral agent (together with its successors and assigns in such capacity, the "Agent") for the Secured Parties (as defined in the Collateral Agreement (as defined below)) in favor of FLAMINGO LAS VEGAS OPERATING COMPANY, LLC, a Nevada limited liability company ("Flamingo Las Vegas"), PARIS LAS VEGAS OPERATING COMPANY, LLC, a Nevada limited liability company ("Paris Las Vegas"), RIO PROPERTIES, LLC, a Nevada limited liability company ("Rio Properties"), HARRAH'S LAS VEGAS, LLC, a Nevada limited liability company ("Harrah's Las Vegas") and HARRAH'S ATLANTIC CITY PROPCO, LLC, a Delaware limited liability company ("Harrah's Atlantic City") (each a "Pledgor" and collectively, the "Pledgors").

WITNESSETH

WHEREAS, Caesars Entertainment Resort Properties, LLC, Caesars Entertainment Resort Properties Finance, Inc., Harrah's Las Vegas, Harrah's Atlantic City Holding, Inc., Rio Properties, Flamingo Las Vegas Holding, LLC, Harrah's Laughlin, LLC, Paris Las Vegas Holding, LLC (collectively, the "Borrowers"), each subsidiary of the Borrowers identified in the Collateral Agreement, and the Agent entered into that certain Collateral Agreement (Second Lien) dated as of October 11, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement");

WHEREAS, pursuant to the Collateral Agreement, (i) Flamingo Las Vegas executed and delivered to the Agent that certain Trademark Security Agreement (Second Lien) dated as of October 11, 2013 (the "Flamingo Las Vegas Trademark Security Agreement") and recorded with the United States Patent and Trademark Office ("USPTO") on October 24, 2013 at Reel/Frame No. 5138/0271, (ii) Paris Las Vegas executed and delivered to the Agent that certain Trademark Security Agreement (Second Lien) dated as of October 11, 2013 (the "Paris Las Vegas Trademark Security Agreement") and recorded with the USPTO on October 24, 2013 at Reel/Frame No. 5138/0281, (iii) Rio Properties executed and delivered to the Agent that certain Trademark Security Agreement (Second Lien) dated as of October 11, 2013 (the "Rio Properties Trademark Security Agreement") and recorded with the USPTO on October 24, 2013 at Reel/Frame No. 5138/0288, (iv) Harrah's Las Vegas executed and delivered to the Agent that certain Trademark Security Agreement (Second Lien) dated as of October 11, 2013 (the "Harrah's Las Vegas Trademark Security Agreement") and recorded with the USPTO on October 24, 2013 at Reel/Frame No. 5138/0296 and (v) Harrah's Atlantic City executed and delivered to the Agent that certain Trademark Security Agreement (Second Lien) dated as of October 11, 2013 (the "Harrah's Atlantic City Trademark Security Agreement") and collectively with the Flamingo Las Vegas Trademark Security Agreement, the Paris Las Vegas Trademark Security Agreement, the Rio Properties Trademark Security Agreement and the Harrah's Las Vegas Trademark Security Agreement, the "Trademark Security Agreements") and recorded with the USPTO on October 24, 2013 at Reel/Frame No. 5139/0250, pursuant to which the Pledgors granted to the Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in all of the Pledgors' right, title and interest in or to any and all of the IP Collateral (as defined in the Trademark Security Agreements); and

WHEREAS, the Pledgors have requested that the Agent release its security interest in all right, title and interest in or to any and all of the IP Collateral in connection with the discharge on the date hereof of the Indenture, dated as of October 11, 2013, between the Borrowers and U.S. Bank National Association.

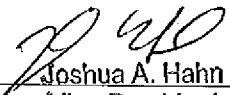
NOW, THEREFORE, in consideration of the foregoing, the Agent hereby DISCHARGES, TERMINATES and RELEASES, without recourse, representation or warranty, its

security interest in all right, title and interest in or to any and all of the IP Collateral, including the trademark registrations and trademark applications set forth in Schedule I attached hereto and incorporated herein by reference, and agrees that all the security interest in the IP Collateral is hereby discharged, terminated and released. The undersigned hereby transfers and assigns to the Pledgors, without recourse, representation or warranty, any and all right, title and interest that the Agent may have obtained in, to and under the IP Collateral under the Collateral Agreement and the Trademark Security Agreements.

[SIGNATURE PAGE FOLLOWS]

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

U.S. BANK NATIONAL ASSOCIATION, as Agent

By: 
Name: Joshua A. Hahn
Title: Vice President

[Signature Page to Release of Security Interest in Trademark Collateral]

SCHEDULE I
to
RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL
TRADEMARKS

Reel/Frame No. 5138/0271

Country/State	Trademark	Status	App. No.	App. Date	Reg. No.	Reg. Date
USA	Center Cut (Block)	Registered	85/528365	1/30/2012	4202307	9/4/2012
USA	Flamingo	Registered	74/636612	2/21/1995	1948975	1/16/1996
USA	Flamingo	Registered	85/601471	4/18/2012	4210176	9/18/2012
USA	Flamingo	Allowed	85/784494	11/20/2012		
USA	Flamingo (Stylized)	Registered	76/229989	3/22/2001	2517266	12/11/2001
USA	Flamingo (Stylized)	Registered	76/229990	3/22/2001	2517267	12/11/2001
USA	(Design)	Registered	75/769538	8/6/1999	2350265	5/16/2000
USA	Flamingo Las Vegas	Registered	76/006767	3/22/2000	2514373	12/4/2001
USA	Flamingo Las Vegas	Registered	76/006766	3/22/2000	2516588	12/11/2001
USA	Forever Fabulous (Block)	Registered	85/244988	2/17/2011	4134035	5/1/2012
USA	Forever Fabulous (Block)	Pending	85/976088	2/17/2011		
USA	Fruit Basket Buffer (Design)	Registered	74/388553	5/11/1993	1820290	2/8/1994
USA	O'Sheas (Block)	Registered	77/606233	11/3/2008	3631248	6/2/2009
USA	O'Sheas Casino (Design)	Registered	74/163977	5/6/1991	1692034	6/9/1992
USA	Pink Bean (Block)	Registered	77/603247	10/29/2008	3659293	7/21/2009
USA	Where the Strip Began.	Registered	85/355154	6/24/2011	4207354	9/11/2012

Reel/Frame No. 5138/0281

Country/State	Trademark	Status	App. No.	App. Date	Reg. No.	Reg. Date
USA	C'est Si Bon	Registered	75/728104	6/14/1999	2407315	11/21/2000
USA	Everything's Sexier in Paris	Registered	77/451232	4/17/2008	3530914	11/11/2008
USA	Gigi Paris	Registered	78/381582	3/10/2004	3026776	12/13/2005
USA	Jacques	Registered	78/379402	3/5/2004	2934998	3/22/2005
USA	L' Apothicaire Bath Body Home (Logo)	Pending	86/023058	7/30/2013		
USA	Paris	Registered	74/653425	3/29/1995	2475977	8/7/2001
USA	Paris	Registered	77/074187	1/2/2007	3355033	12/18/2007
USA	Paris (Design)	Registered	77/070558	12/22/2006	3361414	1/1/2008
USA	Paris (Stylized)	Registered	74/703331	7/18/1995	2527696	1/8/2002
USA	Paris Las Vegas (Design)	Registered	78/320459	10/29/2003	3198006	1/16/2007
USA	Paris Las Vegas (Design)	Registered	75/622575	1/14/1999	2432163	2/27/2001
USA	Paris Las Vegas (Design)	Registered	78/319907	10/28/2003	2914614	12/28/2004
USA	Paris Las Vegas (Design)	Registered	78/320257	10/29/2003	2914615	12/28/2004
USA	Paris Las Vegas (Design)	Registered	78/319829	10/28/2003	3190882	1/2/2007

Reel/Frame No. 5138/0288

Country/State	Trademark	Status	App. No.	App. Date	Reg. No.	Reg. Date
USA	Beverainers (Block)	Registered	78/217653	2/21/2003	2849732	6/1/2004
USA	Beverainment (Block)	Registered	78/217642	2/21/2003	3077332	4/4/2006
USA	Buzios (Block)	Registered	74/442023	9/29/1993	2085147	8/5/1997
USA	Carnival World Buffet (Block)	Registered	74/401180	6/14/1993	1827883	3/22/1994
USA	Exotic. Uninhibited Fun.	Registered	76/438775	8/6/2002	2709302	4/22/2003
USA	Go Wild	Registered	78/911523	6/19/2006	3213527	2/27/2007
USA	Janelas Restaurant & Bar (Design)	Registered	78/706472	9/2/2005	3126836	8/8/2006
USA	Rio (Block)	Registered	74/442024	9/29/1993	1845968	7/19/1994
USA	Rio (Block)	Registered	74/442025	9/29/1993	1997791	9/3/1996
USA	Rio (Sign Design)	Registered	74/442012	9/29/1993	1908880	8/1/1995
USA	Rio (Sign Design)	Registered	74/442018	9/29/1993	1984925	7/9/1996
USA	Rio (Stylized Script)	Registered	74/442020	9/29/1993	1997790	9/3/1996
USA	Rio (Stylized Script)	Registered	74/442021	9/29/1993	1845967	7/19/1994

Country/State	Trademark	Status	App. No.	App. Date	Reg. No.	Reg. Date
USA	Rio All-Suite Hotel & Casino (Design)	Registered	74/021711	1/23/1990	1757490	3/9/1993
USA	Rio All-Suite Hotel & Casino Las Vegas	Registered	75/732713	6/21/1999	2739407	7/22/2003
USA	Rio All-Suite Hotel & Casino Las Vegas	Registered	75/732712	6/21/1999	2739406	7/22/2003
USA	Rio Java (Block)	Registered	85/686596	7/25/2012	4305095	3/19/2013
USA	Rio Las Vegas (Block)	Registered	74/442616	9/29/1993	2207791	12/8/1998
USA	Rio Las Vegas (Block)	Registered	74/442617	9/29/1993	2053740	4/22/1997
USA	Rio Las Vegas (Stylized Script)	Registered	74/442619	9/29/1993	2207792	12/8/1998
USA	Rio Las Vegas (Stylized Script)	Registered	74/442622	9/29/1993	2221028	2/2/1999
USA	Rio Rita (Block)	Registered	74/330889	11/13/1992	1793006	9/14/1993
USA	Rio Secco Golf Club (Block)	Registered	75/370303	10/8/1997	2223924	2/16/1999

Reel/Frame No. 5138/0296

Country/State	Trademark	Status	App. No.	App. Date	Reg. No.	Reg. Date
USA	KGB (Block)	Registered	77/937772	2/17/2010	3895394	12/21/2010

Reel/Frame No. 5139/0250

Country	Trademark	Status	App. No.	Filing Date	Reg. No.	Reg. Date
USA	The Pool After Dark (Logo)	Pending	85/929079	05/10/2013		