

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |   |
|-----------------------|---|
| SUBMISSION TYPE:      | NEW ASSIGNMENT  |
| NATURE OF CONVEYANCE: | Release of Security Interest in Intellectual Property at Reel/Frame No. 4044/0118 |

CONVEYING PARTY DATA

| Name                        | Formerly | Execution Date | Entity Type           |
|-----------------------------|----------|----------------|-----------------------|
| The Bank of New York Mellon |          | 07/03/2013     | CORPORATION: NEW YORK |

RECEIVING PARTY DATA

|                 |  |
|-----------------|--|
| Name:           | American Casino & Entertainment Properties LLC |
| Street Address: | 2000 Las Vegas Boulevard South                 |
| City:           | Las Vegas                                      |
| State/Country:  | NEVADA   |
| Postal Code:    | 89104  |
| Entity Type:    | LIMITED LIABILITY COMPANY: DELAWARE            |

|                 |                                   |
|-----------------|-----------------------------------|
| Name:           | Aquarius Gaming LLC               |
| Street Address: | 2000 Las Vegas Boulevard South    |
| City:           | Las Vegas                         |
| State/Country:  | NEVADA                            |
| Postal Code:    | 89104                             |
| Entity Type:    | LIMITED LIABILITY COMPANY: NEVADA |

|                 |                                   |
|-----------------|-----------------------------------|
| Name:           | Stratosphere Gaming LLC           |
| Street Address: | 2000 Las Vegas Boulevard South    |
| City:           | Las Vegas                         |
| State/Country:  | NEVADA                            |
| Postal Code:    | 89104                             |
| Entity Type:    | LIMITED LIABILITY COMPANY: NEVADA |

|                 |                                |
|-----------------|--------------------------------|
| Name:           | W2007 Aquarius Propco, L.P.    |
| Street Address: | 2000 Las Vegas Boulevard South |
| City:           | Las Vegas                      |
| State/Country:  | NEVADA                         |

OP \$1040.00 3290626

|              |                               |
|--------------|-------------------------------|
| Postal Code: | 89104                         |
| Entity Type: | LIMITED PARTNERSHIP: DELAWARE |

PROPERTY NUMBERS Total: 41

| Property Type        | Number   | Word Mark                        |
|----------------------|----------|----------------------------------|
| Registration Number: | 3290626  | AQUARIUS                         |
| Registration Number: | 3446781  | AQUARIUS                         |
| Registration Number: | 3433077  | AQUARIUS                         |
| Registration Number: | 3345860  | AQUARIUS                         |
| Registration Number: | 3345861  | AQUARIUS                         |
| Serial Number:       | 78840487 | AQUARIUS                         |
| Registration Number: | 3290627  | AQUARIUS                         |
| Registration Number: | 3353991  | AQUARIUS                         |
| Registration Number: | 3353992  | AQUARIUS                         |
| Serial Number:       | 78840480 | AQUARIUS CASINO HOTEL            |
| Serial Number:       | 78840482 | AQUARIUS CASINO HOTEL            |
| Registration Number: | 2212111  | BIG SHOT                         |
| Registration Number: | 3054188  | INSANITY THE RIDE                |
| Registration Number: | 2070412  |                                  |
| Registration Number: | 2725446  | LUCKY'S CAFE AT THE STRATOSPHERE |
| Registration Number: | 2696511  | LUCKY'S CAFE                     |
| Registration Number: | 3236531  | NAGA                             |
| Registration Number: | 2520000  | NOBODY OFFERS YOU MORE!          |
| Registration Number: | 3189387  | ROMANCE AT TOP OF THE WORLD      |
| Serial Number:       | 77561619 | STRAT                            |
| Serial Number:       | 77561622 | STRAT                            |
| Serial Number:       | 77561627 | STRAT                            |
| Serial Number:       | 77561632 | STRAT                            |
| Serial Number:       | 77561614 | STRAT                            |
| Serial Number:       | 77561636 | STRAT                            |
| Registration Number: | 2086400  | STRATOSPHERE                     |
| Registration Number: | 2086401  | STRATOSPHERE                     |
| Registration Number: | 3212812  | STRATOSPHERE LAS VEGAS           |
| Registration Number: | 2868387  | THE CHAPEL IN THE CLOUDS         |
| Registration Number: | 2982669  | THE CRAZY ARMADILLO OYSTER BAR   |

|                      |          |                     |
|----------------------|----------|---------------------|
| Serial Number:       | 77561661 | THE STRAT           |
| Serial Number:       | 77561666 | THE STRAT           |
| Serial Number:       | 77561670 | THE STRAT           |
| Serial Number:       | 77561672 | THE STRAT           |
| Serial Number:       | 77561656 | THE STRAT           |
| Serial Number:       | 77561675 | THE STRAT           |
| Registration Number: | 2072694  | TOP OF THE WORLD    |
| Registration Number: | 2826028  | ULTIMATE REWARDS    |
| Registration Number: | 2904610  | X SCREAM            |
| Serial Number:       | 77635347 | BIG SHOT BAR        |
| Serial Number:       | 77721233 | GIFTS WORTH GETTING |

**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: ipdocket@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 650 Town Center Drive, Suite 2000

Address Line 4: Costa Mesa, CALIFORNIA 92626

|                         |                 |
|-------------------------|-----------------|
| ATTORNEY DOCKET NUMBER: | 049646-0143     |
| NAME OF SUBMITTER:      | Rhonda DeLeon   |
| Signature:              | /Rhonda DeLeon/ |
| Date:                   | 07/03/2013      |

**Total Attachments: 7**

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## **RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY**

This **RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY** (this "Release") is dated as of July 3, 2013 by The Bank of New York Mellon, a New York Banking Corporation, as collateral trustee (in such capacity, together with its successors and assigns, the "Collateral Trustee") for the Secured Parties (as defined in the Security Agreement referred to below), in favor of each of the entities listed on Schedule A attached hereto (each, a "Grantor" and, collectively, the "Grantors").

**WHEREAS**, the Grantors and the Collateral Trustee entered into that certain Pledge and Security Agreement, dated as of August 14, 2009 (as it may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), pursuant to which the Grantors executed and delivered to the Collateral Trustee that certain Intellectual Property Security Agreement, dated as of August 14, 2009 (the "IP Security Agreement"), for recordation with the United States Patent and Trademark Office and the United States Copyright Office;

**WHEREAS**, the IP Security Agreement was recorded with the United States Patent and Trademark Office on August 14, 2009 at Reel 4044, Frame 0118 and with the United States Copyright Office on August 26, 2009 at Volume 3582, Document 563;

**WHEREAS**, pursuant to the terms and conditions of the Security Agreement and the IP Security Agreement, each Grantor granted to the Collateral Trustee for the benefit of the Secured Parties, a security interest in and continuing lien on (together, the "Security Interest") all of such Grantor's right, title and interest in, to and under the Collateral (as defined in the IP Security Agreement); and

**WHEREAS**, the Collateral Trustee desires to terminate and release the Security Interest in the Collateral.


**NOW, THEREFORE**, for and in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Trustee hereby agrees as follows:

The Collateral Trustee, on behalf of the Secured Parties, hereby terminates and releases the Security Interest in the Collateral (including, without limitation, the registrations and applications listed on Schedule B attached hereto), and retransfers and reassigns to each Grantor any right, title or interest of the Collateral Trustee in, to or under the Collateral (including, without limitation, the registrations and applications listed on Schedule B attached hereto), without any recourse, representation or warranty whatsoever.

[Signature Page to Follow]

IN WITNESS WHEREOF, the Collateral Trustee has caused this Release to be executed by its duly authorized signatory effective as of the date first above written.

**THE BANK OF NEW YORK MELLON,**  
as Collateral Trustee

By:   
Name: Anthony Baisa  
Title: Vice President

Schedule A

AMERICAN CASINO & ENTERTAINMENT PROPERTIES LLC  
ACEP FINANCE CORP.  
ACEP ADVERTISING AGENCY, LLC (f/k/a STRATOSPHERE ADVERTISING AGENCY,  
LLC)  
AQUARIUS GAMING LLC  
ARIZONA CHARLIE'S, LLC  
CHARLIE'S HOLDING LLC  
FRESCA, LLC  
STRATOSPHERE DEVELOPMENT, LLC  
STRATOSPHERE GAMING LLC  
STRATOSPHERE HOLDING, LLC (f/k/a STRATOSPHERE LLC)  
STRATOSPHERE LAND LLC  
STRATOSPHERE LEASING, LLC  
W2007 ACEP FIRST MEZZANINE A BORROWER, L.P.  
W2007 ACEP FIRST MEZZANINE A GEN-PAR, L.L.C.  
W2007 ACEP FIRST MEZZANINE B BORROWER, L.P.  
W2007 ACEP FIRST MEZZANINE B GEN-PAR, L.L.C.  
W2007 AQUARIUS GEN-PAR, L.L.C.  
W2007 AQUARIUS PROPCO, L.P.  
W2007 ARIZONA CHARLIE'S GEN-PAR, L.L.C.  
W2007 ARIZONA CHARLIE'S PROPCO, L.P.  
W2007 FRESCA GEN-PAR, L.L.C.  
W2007 FRESCA PROPCO, L.P.  
W2007 STRATOSPHERE GEN-PAR, L.L.C.  
W2007 STRATOSPHERE LAND GEN-PAR, L.L.C.  
W2007 STRATOSPHERE LAND PROPCO, L.P.  
W2007 STRATOSPHERE PROPCO, L.P.

Schedule B

COPYRIGHTS

| <u>Name of Debtor/Grantor</u>           | <u>Title</u>                    | <u>Filing Date/Issued Date</u> | <u>Status</u> | <u>Application/<br/>Registration No.</u> |
|---|---------------------------------|--------------------------------|---------------|--|
| W2007 Arizona<br>Charlie's Propco, L.P. | Barbingo.                       | March 19, 1992                 | Registered    | TXu-509-358                              |
| W2007 Stratosphere<br>Propco, L.P.      | High roller at<br>Stratosphere. | November 16, 1995              | Registered    | VAu-346-861                              |
| W2007 Stratosphere<br>Propco, L.P.      | Stratosphere Las<br>Vegas.      | September 14, 1995             | Registered    | VAu-331-697                              |
| W2007 Stratosphere<br>Propco, L.P.      | Stratosphere.                   | November 6, 1995               | Registered    | VAu-349-552                              |

EXCLUSIVE INBOUND COPYRIGHT LICENSES

[None]

PATENTS

[None]

TRADEMARKS

| <u>Debtor/Grantor</u>          | <u>Trademark</u> | <u>Application<br/>Number</u> | <u>Application<br/>Date</u> | <u>Registration Number</u> | <u>Registration<br/>Date</u> |
|--------------------------------|------------------|-------------------------------|-----------------------------|----------------------------|------------------------------|
| W2007 Aquarius<br>Propco, L.P. | AQUARIUS - 18    | 78/840501                     | 3/17/06                     | 3290626                    | 9/11/07                      |
| Aquarius Gaming<br>LLC         | AQUARIUS - 35    | 78/840494                     | 3/17/06                     | 3446781                    | 6/10/08                      |
| Aquarius Gaming<br>LLC         | AQUARIUS - 41    | 78/840491                     | 3/17/06                     | 3433077                    | 5/20/08                      |
| W2007 Aquarius<br>Propco, L.P. | AQUARIUS - 43    | 78/840469                     | 3/17/06                     | 3345860                    | 11/27/07                     |

| <u>Debtor/Grantor</u>           | <u>Trademark</u>                          | <u>Application Number</u> | <u>Application Date</u> | <u>Registration Number</u> | <u>Registration Date</u> |
|---------------------------------|---|---------------------------|-------------------------|----------------------------|--------------------------|
| W2007 Aquarius Propco, L.P.     | AQUARIUS - 43                             | 78/840488                 | 3/17/06                 | 3345861                    | 11/27/07                 |
| Aquarius Gaming LLC             | AQUARIUS - 44                             | 78/840487                 | 3/17/06                 |                            |                          |
| W2007 Aquarius Propco, L.P.     | AQUARIUS - 6                              | 78/840511                 | 3/17/06                 | 3290627                    | 9/11/07                  |
| W2007 Aquarius Propco, L.P.     | AQUARIUS & Design - 41                    | 78/840473                 | 3/17/06                 | 3353991                    | 12/11/07                 |
| W2007 Aquarius Propco, L.P.     | AQUARIUS & Design - 43                    | 78/840475                 | 3/17/06                 | 3353992                    | 12/11/07                 |
| Aquarius Gaming LLC             | AQUARIUS, CASINO, HOTEL & Design - 41     | 78/840480                 | 3/17/06                 |                            |                          |
| Aquarius Gaming LLC             | AQUARIUS, CASINO, HOTEL & Design - 43     | 78/840482                 | 3/17/06                 |                            |                          |
| W2007 Stratosphere Propco, L.P. | BIG SHOT                                  | 75/145568                 | 8/5/96                  | 2212111                    | 12/22/98                 |
| W2007 Stratosphere Propco, L.P. | INSANITY THE RIDE & Design                | 78/537623                 | 12/23/04                | 3054188                    | 1/31/06                  |
| W2007 Stratosphere Propco, L.P. | LOGO                                      | 74/676248                 | 5/15/95                 | 2070412                    | 6/10/97                  |
| W2007 Stratosphere Propco, L.P. | LUCKY'S CAFE AT THE STRATOSPHERE & Design | 76/291440                 | 7/27/01                 | 2725446                    | 6/10/03                  |
| W2007 Stratosphere Propco, L.P. | LUCKY'S CAFE & Design                     | 76/291439                 | 7/27/01                 | 2696511                    | 3/11/03                  |
| W2007 Stratosphere Propco, L.P. | NAGA                                      | 78/810327                 | 2/8/06                  | 3236531                    | 5/1/07                   |
| W2007 Stratosphere Propco, L.P. | NOBODY OFFERS YOU MORE! - 42              | 76/230888                 | 3/26/01                 | 2520000                    | 12/18/01                 |
| W2007 Stratosphere Propco, L.P. | ROMANCE AT TOP OF THE WORLD               | 78/812034                 | 2/10/06                 | 3189387                    | 12/26/06                 |



| <u>Debtor/Grantor</u>           | <u>Trademark</u>                        | <u>Application Number</u> | <u>Application Date</u> | <u>Registration Number</u> | <u>Registration Date</u> |
|---------------------------------|---|---------------------------|-------------------------|----------------------------|--------------------------|
| Stratosphere Gaming LLC         | STRAT - 16                              | 77/561619                 | 9/3/08                  |                            |                          |
| Stratosphere Gaming LLC         | STRAT - 18                              | 77/561622                 | 9/3/08                  |                            |                          |
| Stratosphere Gaming LLC         | STRAT - 21                              | 77/561627                 | 9/3/08                  |                            |                          |
| Stratosphere Gaming LLC         | STRAT - 25                              | 77/561632                 | 9/3/08                  |                            |                          |
| Stratosphere Gaming LLC         | STRAT - 41                              | 77/561614                 | 9/3/08                  |                            |                          |
| Stratosphere Gaming LLC         | STRAT - 43                              | 77/561636                 | 9/3/08                  |                            |                          |
| W2007 Stratosphere Propco, L.P. | STRATOSPHERE - 41                       | 75/012392                 | 10/25/95                | 2086400                    | 8/5/97                   |
| W2007 Stratosphere Propco, L.P. | STRATOSPHERE - 42                       | 75/012393                 | 10/25/95                | 2086401                    | 8/5/97                   |
| W2007 Stratosphere Propco, L.P. | STRATOSPHERE LAS VEGAS & Design         | 78/810435                 | 2/8/06                  | 3212812                    | 2/27/07                  |
| W2007 Stratosphere Propco, L.P. | THE CHAPEL IN THE CLOUDS                | 76/423047                 | 6/17/02                 | 2868387                    | 8/3/04                   |
| W2007 Stratosphere Propco, L.P. | THE CRAZY ARMADILLO OYSTER BAR & Design | 76/565398                 | 12/3/03                 | 2982669                    | 8/9/05                   |
| Stratosphere Gaming LLC         | THE STRAT - 16                          | 77/561661                 | 9/3/08                  |                            |                          |
| Stratosphere Gaming LLC         | THE STRAT - 18                          | 77/561666                 | 9/3/08                  |                            |                          |
| Stratosphere Gaming LLC         | THE STRAT - 21                          | 77/561670                 | 9/3/08                  |                            |                          |
| Stratosphere Gaming LLC         | THE STRAT - 25                          | 77/561672                 | 9/3/08                  |                            |                          |
| Stratosphere Gaming LLC         | THE STRAT - 41                          | 77/561656                 | 9/3/08                  |                            |                          |
| Stratosphere Gaming LLC         | THE STRAT - 43                          | 77/561675                 | 9/3/08                  |                            |                          |

| <u>Debtor/Grantor</u>                                | <u>Trademark</u>       | <u>Application Number</u> | <u>Application Date</u> | <u>Registration Number</u> | <u>Registration Date</u> |
|--|------------------------|---------------------------|-------------------------|----------------------------|--------------------------|
| W2007<br>Stratosphere<br>Propco, L.P.                | TOP OF THE<br>WORLD    | 75/012390                 | 10/25/95                | 2072694                    | 6/17/97                  |
| W2007<br>Stratosphere<br>Propco, L.P.                | ULTIMATE<br>REWARDS    | 76/426101                 | 6/28/02                 | 2826028                    | 3/23/04                  |
| W2007<br>Stratosphere<br>Propco, L.P.                | X SCREAM               | 76/565397                 | 12/3/03                 | 2904610                    | 11/23/04                 |
| W2007<br>Stratosphere<br>Propco, L.P.                | BIG SHOT BAR           | 77/635347                 | 12/17/08                |                            |                          |
| American Casino<br>& Entertainment<br>Properties LLC | GIFTS WORTH<br>GETTING | 77/721233                 | 4/23/09                 |                            |                          |