

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM348808

| | |
|------------------------------|---|
| SUBMISSION TYPE: | RESUBMISSION |
| NATURE OF CONVEYANCE: | Release of First Lien Security Interest in Trademarks recorded at R/F 5063/0882 |
| RESUBMIT DOCUMENT ID: | 900330557 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|----------|----------------|--|
| Deutsche Bank AG New York Branch, as Collateral Agent | | 07/07/2015 | A licensed branch of a German corporation: GERMANY |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | W2007 Stratosphere Propco, LLC |
| Street Address: | 2000 Las Vegas Blvd South |
| City: | Las Vegas |
| State/Country: | NEVADA |
| Postal Code: | 89104 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

PROPERTY NUMBERS Total: 30

| Property Type | Number | Word Mark |
|----------------------|---------|-----------------------------|
| Registration Number: | 3953282 | AIR BAR |
| Registration Number: | 2212111 | BIG SHOT |
| Registration Number: | 2070412 | |
| Registration Number: | 3054188 | INSANITY THE RIDE |
| Registration Number: | 2696511 | LUCKY'S CAFE |
| Registration Number: | 3236531 | NAGA |
| Registration Number: | 3189387 | ROMANCE AT TOP OF THE WORLD |
| Registration Number: | 4112461 | SKYJUMP |
| Registration Number: | 4206458 | SKYJUMP |
| Registration Number: | 4206455 | SKYJUMP |
| Registration Number: | 3996211 | SKYJUMP |
| Registration Number: | 4222329 | SKYJUMP LAS VEGAS |
| Registration Number: | 4206457 | SKYJUMP LAS VEGAS |
| Registration Number: | 3996210 | SKYJUMP LAS VEGAS |
| Registration Number: | 4206472 | SKYJUMP LAS VEGAS |
| Registration Number: | 4206456 | SKYJUMP LAS VEGAS |
| Registration Number: | 3996209 | SKY JUMP LAS VEGAS |

TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|---------|---------------------------------|
| Registration Number: | 4112333 | SKY JUMP STRATOSPHERE LAS VEGAS |
| Registration Number: | 4283310 | SKY JUMP STRATOSPHERE LAS VEGAS |
| Registration Number: | 4109369 | SKY JUMP STRATOSPHERE LAS VEGAS |
| Registration Number: | 4109368 | SKY JUMP STRATOSPHERE LAS VEGAS |
| Registration Number: | 4112332 | SKY JUMP STRATOSPHERE LAS VEGAS |
| Registration Number: | 4096640 | SKY JUMP STRATOSPHERE LAS VEGAS |
| Registration Number: | 2086400 | STRATOSPHERE |
| Registration Number: | 2086401 | STRATOSPHERE |
| Registration Number: | 3212812 | STRATOSPHERE LAS VEGAS |
| Registration Number: | 2868387 | THE CHAPEL IN THE CLOUDS |
| Registration Number: | 2072694 | TOP OF THE WORLD |
| Registration Number: | 2826028 | ULTIMATE REWARDS |
| Registration Number: | 2904610 | X SCREAM |

CORRESPONDENCE DATA

Fax Number: 2127514864
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: 2129061200
Email: angela.amaru@lw.com
Correspondent Name: Latham & Watkins LLP c/o Angela M. Amaru
Address Line 1: 885 Third Avenue
Address Line 2: Suite 1000
Address Line 4: New York, NEW YORK 10022

| | |
|--------------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 049646-0289 |
| NAME OF SUBMITTER: | Angela M. Amaru |
| SIGNATURE: | /s/ Angela M. Amaru |
| DATE SIGNED: | 07/21/2015 |

Total Attachments: 9
source=w2007 Stratosphere Release of First Lien#page1.tif
source=w2007 Stratosphere Release of First Lien#page2.tif
source=w2007 Stratosphere Release of First Lien#page3.tif
source=w2007 Stratosphere Release of First Lien#page4.tif
source=w2007 Stratosphere Release of First Lien#page5.tif
source=w2007 Stratosphere Release of First Lien#page6.tif
source=w2007 Stratosphere Release of First Lien#page7.tif
source=w2007 Stratosphere Release of First Lien#page8.tif
source=w2007 Stratosphere Release of First Lien#page9.tif

| |
|---|
| TRADEMARK ASSIGNMENT COVER SHEET |
|---|

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM347471

| | |
|------------------------------|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Release of First Lien Security Interest in Trademarks recorded at R/F 5063/0882 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|----------|----------------|--|
| Deutsche Bank AG New York Branch, as Collateral Agent | | 07/07/2015 | A licensed branch of a German corporation: GERMANY |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | W2007 Stratosphere Propco, LLC |
| Street Address: | 2000 Las Vegas Blvd South |
| City: | Las Vegas |
| State/Country: | NEVADA |
| Postal Code: | 89104 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

PROPERTY NUMBERS Total: 30

| Property Type | Number | Word Mark |
|----------------------|---------|---------------------------------|
| Registration Number: | 3953282 | AIR BAR |
| Registration Number: | 2212111 | BIG SHOT |
| Registration Number: | 2070412 | |
| Registration Number: | 3054188 | INSANITY THE RIDE |
| Registration Number: | 2696511 | LUCKY'S CAFE |
| Registration Number: | 3236531 | NAGA |
| Registration Number: | 3189387 | ROMANCE AT TOP OF THE WORLD |
| Registration Number: | 4112461 | SKYJUMP |
| Registration Number: | 4206458 | SKYJUMP |
| Registration Number: | 4206455 | SKYJUMP |
| Registration Number: | 3996211 | SKYJUMP |
| Registration Number: | 4222329 | SKYJUMP LAS VEGAS |
| Registration Number: | 4206457 | SKYJUMP LAS VEGAS |
| Registration Number: | 3996210 | SKYJUMP LAS VEGAS |
| Registration Number: | 4206472 | SKYJUMP LAS VEGAS |
| Registration Number: | 4206456 | SKYJUMP LAS VEGAS |
| Registration Number: | 3996209 | SKY JUMP LAS VEGAS |
| Registration Number: | 4112333 | SKY JUMP STRATOSPHERE LAS VEGAS |

CH \$765.00 3953282

RELEASE OF FIRST LIEN SECURITY INTEREST IN TRADEMARKS

This **RELEASE OF FIRST LIEN SECURITY INTEREST IN TRADEMARKS** (this "**Release**") is dated as of July 7, 2015 by **DEUTSCHE BANK AG NEW YORK BRANCH**, in its capacity as collateral agent for the Secured Parties (together with any successors and assigns thereto in such capacity, the "**Collateral Agent**"), in favor of **AMERICAN CASINO AND ENTERTAINMENT PROPERTIES LLC**, a Delaware Limited Liability Company, **W2007 AQUARIUS PROPCO, LLC**, a Delaware Limited Liability Company, **W2007 ARIZONA CHARLIE'S PROPCO, LLC**, a Delaware Limited Liability Company and **W2007 STRATOSPHERE PROPCO, LLC**, a Delaware Limited Liability Company (collectively, the "**Grantors**"). All capitalized terms used but not otherwise defined herein have the meanings given to them in the First Lien Security Agreement (as defined below).

WHEREAS, the Grantors, the other grantors party thereto and the Collateral Agent entered into that certain First Lien Pledge and Security Agreement, dated as of July 3, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "**First Lien Security Agreement**"), pursuant to which the Grantors executed and delivered to the Collateral Agent that certain First Lien Trademark Security Agreement, dated as of July 3, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "**First Lien Trademark Security Agreement**"), for recordation with the United States Patent and Trademark Office;

WHEREAS, the First Lien Trademark Security Agreement was recorded with the United States Patent and Trademark Office on July 3, 2013 at reel/frame number 5063/0843 for American Casino Entertainment Properties LLC, at reel/frame number 5063/0856 for W2007 Aquarius Propco, LLC, at reel/frame number 5063/0869 for W2007 Arizona Charlie's Propco, LLC and at reel/frame number 5063/0882 for W2007 Stratosphere Propco, LLC;

WHEREAS, pursuant to the terms and conditions of the First Lien Security Agreement and the First Lien Trademark Security Agreement, the Grantors granted to the Collateral Agent, on behalf of and for the ratable benefit of the Secured Parties, a security interest (the "**Security Interest**") in all of the Grantors' right, title and interest in, to and under the Trademark Collateral (as defined below); and

WHEREAS, the Collateral Agent desires to terminate and release the Security Interest in the Trademark 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 Agent hereby agrees as follows:

1. The term "**Trademark Collateral**," as used herein, shall mean all United States, and foreign trademarks, trade names, trade dress, corporate names, company names, business names, fictitious business names, Internet domain names, service marks, certification marks, collective marks, logos, other source or business identifiers and designs, whether or not registered, and with respect to any and all of the foregoing: (i) all registrations and applications therefor including, without limitation, the registrations and applications listed or required to be listed in Schedule A attached hereto, (ii) all extensions or renewals of any of the foregoing, (iii) all of the goodwill of the business connected with the use of and symbolized by any of the foregoing, (iv) the right to sue or otherwise recover for any past, present and future infringement, dilution or other violation of any of

the foregoing or for any injury to the related goodwill, (v) all Proceeds of the foregoing, including, without limitation, license fees, royalties, income, payments, claims, damages, and proceeds of suit now or hereafter due and/or payable with respect thereto, and (vi) all other rights of any kind accruing thereunder or pertaining thereto throughout the world.

2. The Collateral Agent, on behalf of the Secured Parties, hereby terminates, releases and forever discharges the Security Interest in the Trademark Collateral, and retransfers and reassigns to the Grantors any right, title or interest of the Collateral Agent in, to or under the Trademark Collateral.
3. The Collateral Agent hereby authorizes and requests that the United States Patent and Trademark Office note and record the release hereby given and authorizes any other filings necessary to evidence the termination, release and discharge of the Collateral Agent's Security Interest in the Trademark Collateral.
4. This Release shall be governed by, and shall be construed and enforced in accordance with, the laws of the State of New York without regard to conflict of laws principles thereof that would result in the application of any law other than the laws of the State of New York (other than any mandatory provisions of law relating to the law governing perfection and the effect of perfection of the Security Interest).

[Signature Page to Follow]

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

DEUTSCHE BANK AG NEW YORK BRANCH,
as Collateral Agent

By: 
Name: **Mary Kay Coyle**
Title: **Managing Director**



By: 
Name: **Dusan Lazarov**
Title: **Director**

[Signature Page to ACEP Release of Security Interest in Trademarks (1st Lien)]


SCHEDULE A
to
RELEASE OF FIRST LIEN SECURITY INTEREST IN TRADEMARKS


TRADEMARK REGISTRATIONS AND APPLICATIONS

Grantor: American Casino and Entertainment Properties LLC recorded at R/F: 5063/0843

| Mark | Application No. Filing Date | Registration No. Registration Date | Status |
|---|--------------------------------|---------------------------------------|-------------|
| ACE PLAY | 77826927 15-SEP-2009 | | Pending. |
| ACEPLAY | 77826850 15-SEP-2009 | | Pending. |
|  | 77853232 20-OCT-2009 | 3824189 27-JUL-2010 | Registered. |
|  | 77853236 20-OCT-2009 | 3859348 12-OCT-2010 | Registered. |
| GIFTS WORTH GETTING | 77721233 23-APR-2009 | 3711903 17-NOV-2009 | Registered. |

Grantor: W2007 Aquarius Propco, LLC recorded at R/F: 5063/0856




| Mark | Application No. Filing Date | Registration No. Registration Date | Status |
|---|--------------------------------|---------------------------------------|-------------|
| AQUARIUS | 78840511 17-MAR-2006 | 3290627 11-SEP-2007 | Registered. |
| AQUARIUS | 78840501 17-MAR-2006 | 3290626 11-SEP-2007 | Registered. |
| AQUARIUS | 78840494 17-MAR-2006 | 3446781 10-JUN-2008 | Registered. |
| AQUARIUS | 77836705 28-SEP-2009 | 3884906 07-DEC-2010 | Registered. |
| AQUARIUS | 78840491 17-MAR-2006 | 3433077 20-MAY-2008 | Registered. |
| AQUARIUS | 78840488 17-MAR-2006 | 3345861 27-NOV-2007 | Registered. |
| AQUARIUS | 78840469 17-MAR-2006 | 3345860 27-NOV-2007 | Registered. |
|  | 78840473 17-MAR-2006 | 3353991 11-DEC-2007 | Registered. |









| Mark | Application No. Filing Date | Registration No. Registration Date | Status |
|---|--------------------------------|---------------------------------------|-------------|
|  | 78840475 17-MAR-2006 | 3353992 11-DEC-2007 | Registered. |



Grantor: W2007 Arizona Charlie's Propco, LLC recorded at R/F: 5063/0869

| Mark | Application No. Filing Date | Registration No. Registration Date | Status |
|---|--------------------------------|---------------------------------------|-------------|
| ARIZONA CHARLIE'S | 77799694 07-AUG-2009 | 3830627 10-AUG-2010 | Registered. |
| BUILT FOR THE GAMBLER | 85610982 27-APR-2012 | 4261099 18-DEC-2012 | Registered. |
| RON'S STEAKHOUSE | 85201077 17-DEC-2010 | 4002323 26-JUL-2011 | Registered. |
|  | 85201116 17-DEC-2010 | 4107597 06-MAR-2012 | Registered. |

Grantor: W2007 Stratosphere Propco, LLC recorded at R/F: 5063/0882

| Mark | Application No. Filing Date | Registration No. Registration Date | Status Comments |
|---|--------------------------------|---------------------------------------|--------------------|
| AIR BAR | 77938035 17-FEB-2010 | 3953282 03-MAY-2011 | Registered. |
| BIG SHOT | 75145568 05-AUG-1996 | 2212111 22-DEC-1998 | Registered. |
|  | 74676248 15-MAY-1995 | 2070412 10-JUN-1997 | Registered. |
|  | 78537623 23-DEC-2004 | 3054188 31-JAN-2006 | Registered. |
|  | 76291439 27-JUL-2001 | 2696511 11-MAR-2003 | Registered. |
| NAGA | 78810327 08-FEB-2006 | 3236531 01-MAY-2007 | Registered. |
| ROMANCE AT TOP OF THE WORLD | 78812034 10-FEB-2006 | 3189387 26-DEC-2006 | Registered. |
| SKYJUMP | 85053118 02-JUN-2010 | 4112461 13-MAR-2012 | Registered. |

| Mark | Application No. Filing Date | Registration No. Registration Date | Status Comments |
|---|--------------------------------|---------------------------------------|--------------------|
| SKYJUMP | 85046721 24-MAY-2010 | 4206458 11-SEP-2012 | Registered. |
| SKYJUMP | 85046662 24-MAY-2010 | 4206455 11-SEP-2012 | Registered. |
| SKYJUMP | 85046250 24-MAY-2010 | 3996211 19-JUL-2011 | Registered. |
| SKYJUMP LAS VEGAS | 85053124 02-JUN-2010 | 4222329 09-OCT-2012 | Registered. |
| SKYJUMP LAS VEGAS | 85046691 24-MAY-2010 | 4206457 11-SEP-2012 | Registered. |
| SKYJUMP LAS VEGAS | 85046247 24-MAY-2010 | 3996210 19-JUL-2011 | Registered. |
|  | 85053130 02-JUN-2010 | 4206472 11-SEP-2012 | Registered. |
|  | 85046673 24-MAY-2010 | 4206456 11-SEP-2012 | Registered. |
|  | 85046244 24-MAY-2010 | 3996209 19-JUL-2011 | Registered. |
|  | 77931584 09-FEB-2010 | 4112333 13-MAR-2012 | Registered. |
|  | 77931526 09-FEB-2010 | 4283310 29-JAN-2013 | Registered. |
|  | 77931465 09-FEB-2010 | 4109369 06-MAR-2012 | Registered. |
|  | 77931375 09-FEB-2010 | 4109368 06-MAR-2012 | Registered. |
|  | 77931411 09-FEB-2010 | 4112332 13-MAR-2012 | Registered. |

| Mark | Application No. Filing Date | Registration No. Registration Date | Status Comments |
|---|--------------------------------|---------------------------------------|--------------------|
|  | 77931478 09-FEB-2010 | 4096640 07-FEB-2012 | Registered. |
| STRATOSPHERE | 75012392 25-OCT-1995 | 2086400 05-AUG-1997 | Registered. |
| STRATOSPHERE | 75012393 25-OCT-1995 | 2086401 05-AUG-1997 | Registered. |
|  | 78810435 08-FEB-2006 | 3212812 27-FEB-2007 | Registered. |
| THE CHAPEL IN THE CLOUDS | 76423047 17-JUN-2002 | 2868387 03-AUG-2004 | Registered. |
| TOP OF THE WORLD | 75012390 25-OCT-1995 | 2072694 17-JUN-1997 | Registered. |
| ULTIMATE REWARDS | 76426101 28-JUN-2002 | 2826028 23-MAR-2004 | Registered. |
| X SCREAM | 76565397 03-DEC-2003 | 2904610 23-NOV-2004 | Registered. |

NY7152366.2

RECORDED: 07/09/2015

TRADEMARK
REEL: 005583 FRAME: 0838