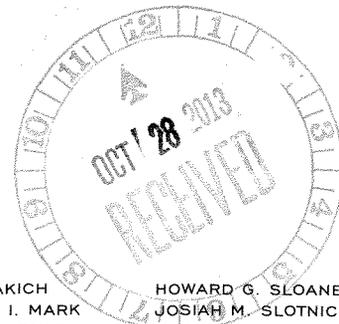


CAHILL GORDON & REINDEL LLP
EIGHTY PINE STREET
NEW YORK, NY 10005-1702



FLOYD ABRAMS
L. HOWARD ADAMS
ROBERT A. ALESSI
HELENE R. BANKS
ANIRUDH BANSAL
LANDIS C. BEST
SUSAN BUCKLEY
KEVIN J. BURKE
JAMES J. CLARK
BENJAMIN J. COHEN
STUART G. DOWNING
ADAM M. DWORKIN
JENNIFER B. EZRING
JOAN MURTAGH FRANKEL
JONATHAN J. FRANKEL
BART FRIEDMAN
CIRO A. GAMBONI
WILLIAM B. GANNETT

CHARLES A. GILMAN
STEPHEN A. GREENE
JASON M. HALL
WILLIAM M. HARTNETT
CRAIG M. HOROWITZ
DOUGLAS S. HOROWITZ
TIMOTHY B. HOWELL
DAVID G. JANUSZEWSKI
ELAI KATZ
THOMAS J. KAVALER
BRIAN S. KELLEHER
DAVID N. KELLEY
CHÉRIE R. KISER*
EDWARD P. KRUGMAN
JOEL KURTZBERG
ALIZA R. LEVINE
JOEL H. LEVITIN
GEOFFREY E. LIEBMANN

TELEPHONE: (212) 701-3000
FACSIMILE: (212) 269-5420

1990 K STREET, N.W.
WASHINGTON, DC 20006-1181
(202) 862-8900
FAX: (202) 862-8958

AUGUSTINE HOUSE
6A AUSTIN FRIARS
LONDON, ENGLAND EC2N 2HA
(011) 44.20.7920.9800
FAX: (011) 44.20.7920.9825

WRITER'S DIRECT NUMBER

ANN S. MAKICH
JONATHAN I. MARK
BRIAN T. MARKLEY
WILLIAM J. MILLER
NOAH B. NEWITZ
MICHAEL J. OHLER
ATHY A. O'KEEFFE
DAVID R. OWEN
JOHN PAPACHRISTOS
LUIS R. PENALVER
DEAN RINGEL
JAMES ROBINSON
THORN ROSENTHAL
TAMMY L. ROY
JONATHAN A. SCHAFFZIN
JOHN SCHUSTER
MICHAEL A. SHERMAN
DARREN SILVER

HOWARD G. SLOANE
JOSIAH M. SLOTNICK
RICHARD A. STIEGLITZ JR.
SUSANNA M. SUH
ANTHONY K. TAMA
JONATHAN D. THIER
JOHN A. TRIPODORO
GLENN J. WALDRIP, JR.
HERBERT S. WASHER
MICHAEL B. WEISS
S. PENNY WINDLE
COREY WRIGHT
DANIEL J. ZUBKOFF
ADAM ZUROFSKY

*ADMITTED IN DC ONLY

212-701-3044

RECORDATION NO. 29631-A FILED

October 24, 2013

OCT 28 '13 -2 35 PM

SURFACE TRANSPORTATION BOARD

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, DC 20423-0001

Re: Recordation of Termination of Second Lien Security Agreement

Dear Section Chief:

Attached please find one original and one copy of the following document, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Termination of Second Lien Security Agreement dated as of October 21, 2013 (the "Termination of Security Agreement").

Please note that the Termination of Security Agreement is acknowledged and verified by each party thereto, on such parties' applicable signature page(s).

The Termination of Security Agreement is a secondary document. The primary documents to which the Termination of Security Agreement are connected are recorded under Recordation No. 29631 (Acknowledgement Regarding Second Lien Security Agreement, Second Lien Security Agreement).

The names and addresses of the parties to and the beneficiary of the documents are as follows:

- Grantor: CityCenter Holdings, LLC,

a Delaware limited liability company,

**CityCenter Land, LLC,
CityCenter Vdara Development, LLC,
CityCenter Veer Towers Development, LLC,
CityCenter Harmon Development, LLC,
CityCenter Boutique Residential Development, LLC,
Aria Resort & Casino Holdings, LLC,
The Crystals at CityCenter, LLC,
CityCenter Harmon Hotel Holdings, LLC,
CityCenter Boutique Hotel Holdings, LLC,
CityCenter Vdara Condo Hotel Holdings, LLC, and
Vdara Land, LLC**

each a Nevada limited liability company, and

CityCenter Finance Corp.,

a Delaware corporation

each with an address of:

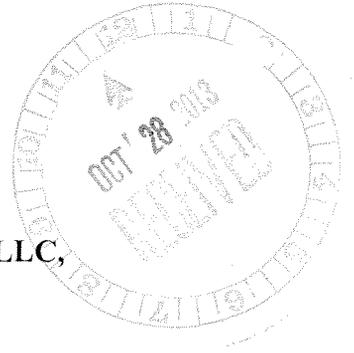
c/o MGM Resorts International
3600 Las Vegas Boulevard South
Las Vegas, Nevada 89109
Attention: General Counsel;

- **Beneficiary:** **U.S. Bank National Association,**
a national banking association, in its capacity as
Collateral Agent under the Second Lien Security Agreement

with an address of:

Corporate Trust Services
EP-MN-WS3C
60 Livingston Avenue
St. Paul, Minnesota 55107-1419
Attention: Raymond S. Haverstock; and

- **Pledged
Securities Issuers:** **CityCenter Land, LLC,
CityCenter Vdara Development, LLC,
CityCenter Veer Towers Development, LLC,
CityCenter Harmon Development, LLC,
CityCenter Boutique Residential Development, LLC,
Aria Resort & Casino Holdings, LLC,
The Crystals at CityCenter, LLC,
CityCenter Harmon Hotel Holdings, LLC,**



**CityCenter Boutique Hotel Holdings, LLC,
CityCenter Vdara Condo Hotel Holdings, LLC, and
Vdara Land, LLC**

each a Nevada limited liability company, and

CityCenter Finance Corp.,
a Delaware corporation

each with an address of:

c/o MGM Resorts International
3600 Las Vegas Boulevard South
Las Vegas, Nevada 89109
Attention: General Counsel.

Included in the property covered by the Second Lien Security Agreement to which the Termination of Security Agreement relates is an electric tram, also known as an automated people mover, intended for use related to interstate commerce, or interests therein, owned by CityCenter Holdings, LLC, a Delaware limited liability company, or by CityCenter Land, LLC, CityCenter Vdara Development, LLC, CityCenter Veer Towers Development, LLC, CityCenter Harmon Development, LLC, CityCenter Boutique Residential Development, LLC, Aria Resort & Casino Holdings, LLC, The Crystals at CityCenter, LLC, CityCenter Harmon Hotel Holdings, LLC, CityCenter Boutique Hotel Holdings, LLC, CityCenter Vdara Condo Hotel Holdings, LLC, or Vdara Land, LLC, each a Nevada limited liability company, or by CityCenter Finance Corp., a Delaware corporation, at the date of the Second Lien Security Agreement, or thereafter acquired by such parties or their successors as owners of the lines of railway or rolling stock covered by the Second Lien Security Agreement.

A fee of Forty-Two and No/100 Dollars (\$42.00) is enclosed. Please return the originals and any extra copies not needed by the Board for recordation to my attention at the address listed above.

A short summary of the Termination of Security Agreement to appear in the index is as follows:

Termination of Second Lien Security Agreement, a termination of that certain Second Lien Security Agreement with Recordation No. 29631, which Second Lien Security Agreement is dated as of January 21, 2011 by CityCenter Holdings, LLC, a Delaware limited liability company, CityCenter Land, LLC, CityCenter Vdara Development, LLC, CityCenter Veer Towers Development, LLC, CityCenter Harmon Development, LLC, CityCenter Boutique Residential Development, LLC, Aria Resort & Casino Holdings, LLC, The Crystals at CityCenter, LLC, CityCenter Harmon Hotel Holdings, LLC, CityCenter Boutique Hotel Holdings, LLC, CityCenter Vdara Condo Hotel Holdings, LLC and Vdara Land, LLC, each a Nevada limited liability company, and by CityCenter Finance Corp., a Delaware corporation, each with an address c/o MGM Resorts International, 3600 Las Vegas Boulevard South, Las Vegas, Nevada 89109, Attention: General Counsel, for the benefit of U.S. Bank National Association, a national banking association, in its capacity as Collateral Agent, with an address of Corporate Trust Services, EP-

MN-WS3C, 60 Livingston Avenue, St. Paul, Minnesota 55107-1419, Attention: Raymond S. Haverstock, agreed to and acknowledged by (i) Collateral Agent and (ii) CityCenter Land, LLC, CityCenter Vdara Development, LLC, CityCenter Veer Towers Development, LLC, CityCenter Harmon Development, LLC, CityCenter Boutique Residential Development, LLC, Aria Resort & Casino Holdings, LLC, The Crystals at CityCenter, LLC, CityCenter Harmon Hotel Holdings, LLC, CityCenter Boutique Hotel Holdings, LLC, CityCenter Vdara Condo Hotel Holdings, LLC and Vdara Land, LLC, each a Nevada limited liability company, and CityCenter Finance Corp., a Delaware corporation, each with an address c/o MGM Resorts International, 3600 Las Vegas Boulevard South, Las Vegas, Nevada 89109, Attention: General Counsel, and covering, among other things, an electric tram, also known as an automated people mover.

Sincerely,

A handwritten signature in cursive script, appearing to read "Lisa Collier".

Lisa M. Collier, Esq.

Attachments

TERMINATION OF SECOND LIEN SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

This Termination of Second Lien Security Agreement is made and entered into as of October 21, 2013 by and among CityCenter Holdings, LLC, a Delaware limited liability company, CityCenter Land, LLC, CityCenter Vdara Development, LLC, CityCenter Veer Towers Development, LLC, CityCenter Harmon Development, LLC, CityCenter Boutique Residential Development, LLC, Aria Resort & Casino Holdings, LLC, The Crystals at CityCenter, LLC, CityCenter Harmon Hotel Holdings, LLC, CityCenter Boutique Hotel Holdings, LLC, CityCenter Vdara Condo Hotel Holdings, LLC and Vdara Land, LLC, each a Nevada limited liability company, and CityCenter Finance Corp., a Delaware corporation (each, a "Grantor" and collectively, the "Grantors") and U.S. Bank National Association, as collateral agent (in such capacity, the "Collateral Agent"), pursuant to that certain Second Lien Security Agreement (the "Security Agreement"), dated as of January 21, 2011, among each Grantor and the Collateral Agent, which was recorded with the Surface Transportation Board on January 26, 2011 at 3:27 p.m. under Recordation No. 29631.

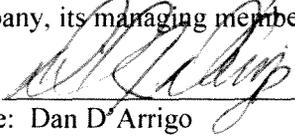
Pursuant to the Security Agreement, the Grantors granted the Collateral Agent a second priority security interest in certain collateral, whether now owned or hereafter acquired, which included, *inter alia*, an electric tram, also known as an automated people mover.

The Collateral Agent and the Grantors hereby acknowledge that the Collateral Agent has terminated the Security Agreement, and terminated, canceled, discharged, reassigned and released any and all liens and security interests arising under the Security Agreement.

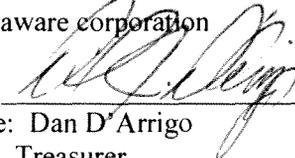
[Signature Pages Follow]

CITYCENTER HOLDINGS, LLC,
a Delaware limited liability company

By: Project CC, a Nevada limited liability
company, its managing member

By: 
Name: Dan D'Arrigo
Title: Treasurer

CITYCENTER FINANCE CORP.,
a Delaware corporation

By: 
Name: Dan D'Arrigo
Title: Treasurer

(signatures and notary acknowledgement continued on next page)

CITYCENTER BOUTIQUE HOTEL HOLDINGS, LLC,
a Nevada limited liability company

CITYCENTER BOUTIQUE RESIDENTIAL DEVELOPMENT, LLC,
a Nevada limited liability company

CITYCENTER HARMON HOTEL HOLDINGS, LLC,
a Nevada limited liability company

ARIA RESORT & CASINO HOLDINGS, LLC,
a Nevada limited liability company

CITYCENTER VDARA DEVELOPMENT, LLC,
a Nevada limited liability company

CITYCENTER VDARA CONDO HOTEL HOLDINGS, LLC,
a Nevada limited liability company

CITYCENTER VEER TOWERS DEVELOPMENT, LLC,
a Nevada limited liability company

THE CRYSTALS AT CITYCENTER, LLC,
a Nevada limited liability company

CITYCENTER LAND, LLC,
a Nevada limited liability company

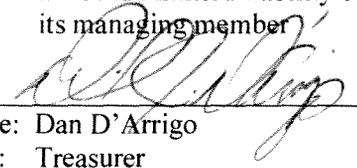
VDARA LAND, LLC,
a Nevada limited liability company

CITYCENTER HARMON DEVELOPMENT, LLC,
a Nevada limited liability company

Each of the foregoing by CityCenter Land, LLC,
a Nevada limited liability company,
its sole member

By: CityCenter Holdings, LLC, a Nevada limited
liability company, its sole member

By: Project CC, LLC,
a Nevada limited liability company,
its managing member

By: 
Name: Dan D'Arrigo
Title: Treasurer

(notary acknowledgement continued on next page)

STATE OF Nevada
COUNTY OF Clark)^{SS}

This instrument was acknowledged before me on Oct. 17, 2013 by Dan D'Arrigo, as Treasurer of (i) Project CC, LLC, a Nevada limited liability company as the managing member of CityCenter Holdings, LLC, a Delaware limited liability company, the sole member of CityCenter Land, LLC, a Nevada limited liability company, the managing member of CityCenter Vdara Development, LLC, CityCenter Veer Towers Development, LLC, CityCenter Harmon Development, LLC, CityCenter Boutique Residential Development, LLC, Aria Resort & Casino Holdings, LLC, The Crystals at CityCenter, LLC, CityCenter Harmon Hotel Holdings, LLC, CityCenter Boutique Hotel Holdings, LLC, CityCenter Vdara Condo Hotel Holdings, LLC and Vdara Land, LLC, each a Nevada limited liability company, and (ii) CityCenter Finance Corp., a Delaware corporation.

Paula J. Jakubiec
(Signature of Notarial Officer)

My commission expires: NOVEMBER 2, 2013

[AFFIX NOTARY SEAL]

