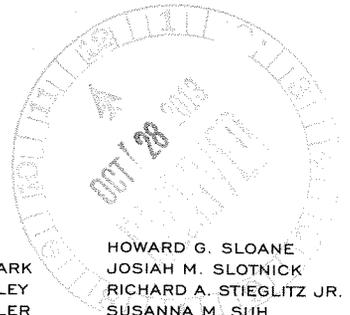


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\*ADMITTED IN DC ONLY

212-701-3044

RECORDATION NO. 29630-A FILED October 24, 2013

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SURFACE TRANSPORTATION BOARD

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

Re: Recordation of Termination of First 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 First Lien Security Agreement** dated as of October 21, 2013 (the "Termination of Security Agreement").

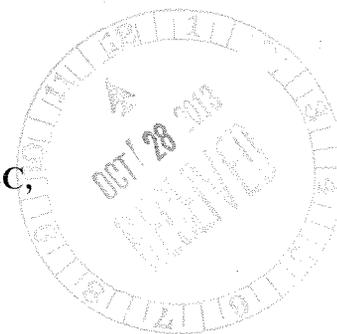
Please note that the Termination of Security Agreement is acknowledged and verified by each party thereto, on such parties' applicable signature page(s).

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. 29630 (Acknowledgement Regarding First Lien Security Agreement, First 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 First 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 First 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 First 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 First Lien Security Agreement.

A fee of Forty-Two and No/100 Dollars (\$44.00) 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 First Lien Security Agreement, a termination of that certain First Lien Security Agreement with Recordation No. 29630, which First 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 black ink, appearing to read "Lisa M. Collier". The signature is fluid and cursive, with the first name "Lisa" and last name "Collier" clearly distinguishable.

Lisa M. Collier, Esq.

Attachments

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**TERMINATION OF FIRST LIEN SECURITY AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Termination of First 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 First 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 3:16 p.m. under Recordation No. 29630.

Pursuant to the Security Agreement, the Grantors granted the Collateral Agent a first 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.

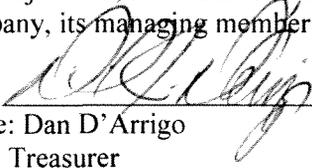
The Collateral Agent and the Grantors hereby acknowledge that the Collateral Agent has terminated the Security Agreement, and terminated, canceled, discharged, reassigned and released any and all liens and security interests arising under the Security Agreement.

[Signature Pages Follow]

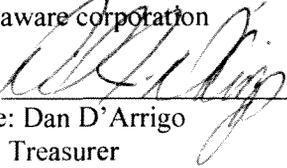


**CITYCENTER HOLDINGS, LLC,**  
a Delaware limited liability company

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

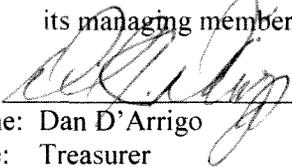
**VDARA LAND, LLC,**  
a Nevada limited liability company

**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, 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: Nov. 2, 2013

[AFFIX NOTARY SEAL]

