

EXHIBIT D

PRIBILLA KALDENHOFF NEGM

RECHTSANWÄLTE

ANWALTSKANZLEI · GÖBENSTRASSE 3 · 50672 KÖLN

Mr. Tim Donovan
Senior Vice President & General Counsel
Caesars World, Inc.
One Caesars Palace Drive
Las Vegas, Nevada 89109
U. S. A.

DR. JUR. HANS PRIBILLA II (1940-1995)
CHRISTIAN KALDENHOFF
SAMI NEGM-AWAD
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LG - Fach: K 1551

Unser Zeichen: 43/11KC

Datum: 08.03.2011

**Octavius Tower - Marcel July
Trademark Infringement**

Dear Mr. Donovan,

Our law office has been retained by Mr. Marcel July, the owner of the Federal Registration for the name "Octavius Tower" under registration # 3,675,168, together with a State of Nevada Trademark for "Octavius Tower" under certificate # C20090630-0720, and a Service Mark for "Octavius Tower" under certificate # C20090909-1592, as well as a State of Nevada Limited Liability Company, "Octavius Tower, LLC", and finally, the Internet Domain Name, "OctaviusTower.com".

It has come to our client's attention that the initial Trademark application for the Trademark "Octavius Tower", which you filed with the USPTO has expired, and further, that the new application filed with the USPTO on December 14, 2010 was denied on February 24, 2011. The reason for the denial was "Likelihood of Confusion". Of course, our client agrees with the USPTO's conclusion.

Therefore, we are sending this correspondence to demand that you cease and desist using our client's Trademarked name "Octavius Tower" in any manner whatsoever, including, but not limited to, "cyber squatting" (use of this trademark on the Internet) billboard signs, print or

broadcast ads, brochures, and any and all other forms of displaying this Trademarked name. Failure to do so immediately will result in our client pursuing all legal remedies available to him.

Also, our client reports to have received a phone call (he recalls that it was approximately in 2008) from an attorney in Reno, Nevada, purporting to represent your firm and making threats to our client if he did not sell the domain name "OctaviusTower.com" to your firm. Please send all future communication regarding this matter to our office and to our attention.

If you have any questions regarding this matter, please contact us at the above contact information.

With kind regards


Kalderhoff
Rechtsanwalt

ANWALTSKANZLEI - GÖBENSTRASSE 3 - 50672 KÖLN

Mr. Tim Donovan
Senior Vice President & General Counsel
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EXHIBIT E

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March 21, 2011

***FOR SETTLEMENT PURPOSES ONLY
INADMISSIBLE PURSUANT TO F.R.E. 408***

Via E-Mail (c.kaldenhoff@prikalneg.de) / International UPS

Christian Kaldenhoff, Esq.
Pribilla Kaldenhoff Negm
Goebenstrasse 3
50672 Cologne
GERMANY

Re: OCTAVIUS TOWER

Dear Mr. Kaldenhoff:

This firm represents Caesars World, Inc. in connection with trademark matters. We are in receipt of your letters to Gary Loveman and Tim Donovan dated March 8, 2011 and respond thereto.

We disagree with your client's assertion that there is a likelihood of confusion between your client's use of OCTAVIUS TOWER for entertainment services and Caesars' use of OCTAVIUS TOWER for hotel services. We believe there is a clear distinction between these services in the minds of consumers and that confusion is substantially unlikely. The fact that our client's mark is used and will continue to be used only in connection with its famous CAESARS PALACE mark further renders any possibility of consumer confusion remote.

You are correct that the U.S. Patent and Trademark Office ("USPTO") has issued an initial office action in which it has refused registration of Caesars' application for OCTAVIUS TOWER on the grounds of likelihood of confusion with your client's Registration No. 3,736,945. However, we believe our client will have little difficulty overcoming this refusal and securing registration of its mark. Objective support for this belief can be found in the fact that the USPTO found no likelihood of confusion between the parties' marks when your client filed his registration application, notwithstanding the pendency of Caesars' prior application for OCTAVIUS TOWER. We also note that the USPTO has twice found that there is no likelihood of confusion between your client's website services and Caesars' hotel services.

Based on the foregoing, Caesars believes that the parties can peacefully co-exist without confusion. We therefore request that your client withdraw his demands and consent in writing to Caesars' registration and use of its mark.

If your client refuses to do so, Caesars will be left with no option but to take such legal action as it deems appropriate to protect its valuable rights. Our client announced the opening of its Octavius Tower nearly four years ago. In that time period, the name has achieved significant notoriety, as you will see by running a search in Google on "Octavius Tower." Your client is aware of the publicity our client's tower has received because he posted a comment on the *Las Vegas Sun* website following an article about our client's tower (see attached).

Octavius Tower opened nearly a year ago with the launch of three luxury suites. Under well established U.S. legal authority, our client has developed trademark rights and rights analogous to trademark rights that give our client a protectable interest in its mark dating back to 2007.

We can find no evidence that your client made any use of the OCTAVIUS TOWER mark in the United States prior to our client's acquisition of rights in its mark. Indeed, Mr. July admitted to my colleague Jessica Lewis (then Jessica Jacob) in an email dated September 21, 2007 that he was not using his Octavius Tower domain names in the United States at the time. Only in 2008 or later did he post the content that is currently located at <octaviustower.com> -- a fact we can establish through dated website printouts.

Your client claims to have used his mark in connection with a heavy metal band, but we can find no evidence that this band is still in existence or that it performed in the United States prior to our client's announcement of the building of its Octavius Tower. The specimen Mr. July submitted in connection with his trademark registration application is for a concert in Germany and therefore does not demonstrate his ownership of any rights in the United States (or properly support his U.S. registration). Based on the foregoing, we believe we will establish that our client has established senior rights in its mark.

We also believe that, if it proves necessary to do so, we can cancel your client's U.S. trademark registrations for fraud on the USPTO. It is clear that your client did not use his mark to identify the services identified in Reg. No. 3,675,168 as of the dates listed in his registration, and he has previously admitted the same. With regard to Reg. No. 3,736,945, your client has not used the mark in connection with most of the services identified in the registration (including news and comedy shows and floor shows), or for the time periods identified. His sworn oath to the contrary constitutes clear fraud.

Your client's actions in connection with domain names he registered after our client's announcement of its tower further evidences fraud on his part. As you know, your client registered numerous Caesars and Octavius Tower domain names two days after Caesars announced its plans to open its new tower. This was hardly coincidental, and a

Christian Kaldenhoff, Esq.
March 21, 2011
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UDRP panelist found that your client's registration of various Caesars formative domain names was "opportunistic action" undertaken in bad faith. *Caesars World, Inc. v. Marcel July Ra Christian Kaldenhoff*, Nat'l Arb. Forum, FA 0801001126341 (March 3, 2008).

All use your client has made of his Octavius Tower domain names and mark since that time is clearly designed to give the appearance of senior rights to Caesars in an effort to trump up a claim for trademark infringement against Caesars. Although Caesars is willing to co-exist with your client in the United States for the services he is offering, Caesars is not willing to allow its valuable trademark rights to be threatened.

It is Caesars' sincere hope that this matter can be resolved amicably. To do so, we must receive your client's confirmation by March 31, 2011, that he is willing to enter into an appropriate co-existence agreement. This agreement would provide that Mr. July consents to Caesars' registration and use of its OCTAVIUS TOWER mark for hotel services and that Caesars consents to Mr. July's use and registration of OCTAVIUS TOWER for the services identified in his current U.S. registrations. The parties would reserve all rights with regard to any other uses. Each party would also release the claims they have against one another for actions prior to the agreement date. If Mr. July is agreeable to such an arrangement, we will prepare a draft co-existence agreement for your review.

Finally, your letter notes that a lawyer from Reno, Nevada previously contacted your client and made certain demands on Caesars' behalf. Caesars has never had a lawyer from Reno involved in this matter.

Please direct all future correspondence regarding this matter to my attention. I look forward to hearing from you and remain hopeful that this matter can be resolved quickly and amicably.

Sincerely,

David J. Stewart

cc: Nadya Munasifi, Esq. (Alston & Bird LLP)
LEGAL02/32521403v1
Attachment

Caesars Palace - Octavius Tower



Photo 1/3

Thu, Jan 14, 2010 (3:15 p.m.)

DISCUSSION: 1 comment so far...

Comments are moderated by Las Vegas Sun editors. Our goal is not to limit the discussion, but rather to alert it. Comments should be relevant and contain no abusive language. Comments that are off-topic, vulgar, profane or include personal attacks will be removed. Full comments policy. Additionally, we now display comments from trusted commenters by default. Those wishing to become a trusted commenter need to verify their identity or sign in with Facebook Connect to let their Facebook account be their Las Vegas Sun account. For more on this change, read our story about how it works and why we did it.

Can't wait to see the big show of Octavius Tower Band. More info at the www.OctaviusTower.com website.
Cheers to all.

By OctaviusTower
Jan 28, 2010
10:21 a.m.
FLAG

PHOTO STAFF

Kristin Donaldson

Justin M. Bowen

Christopher DeVargas

Steve Marcus

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EXHIBIT F

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Re: Ocavius Tower

Unser Zeichen: 43/11KC06

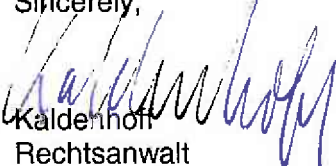
Datum: 23.03.2011

Dear Mr. Stewart,

We are in receipt of your letter dated March 21, 2011. We hereby reject all of the claims and allegations contained therein. We stand ready to defend our client's lawfully obtained Trademarks issued by the United States Patent and Trademark Office.

At this time we have no interest in your proposed "Co-Existence" Agreement. Our client is the lawful owner of the Federal registrations outlined in your letter, and therefore, we demand, once again, that you Cease and Desist the use of our client's Trademark name in any manner whatsoever. Failure to do so will result in our client taking all legal actions deemed appropriate to protect his Trademarks.

Sincerely,


Kaldenhoff
Rechtsanwalt

cc: Gary Loveman
Tim Donovan
David Bonderman
Leon Black