

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mandalay Resort Group		06/24/2004	CORPORATION: NEVADA

RECEIVING PARTY DATA	
Name:	Ramparts, Inc.
Street Address:	3950 Las Vegas Blvd. South
City:	Las Vegas
State/Country:	NEVADA
Postal Code:	89119
Entity Type:	CORPORATION: NEVADA
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Street Address:	3950 Las Vegas Blvd. South
City:	Las Vegas
State/Country:	NEVADA
Postal Code:	89119
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2510121	RA

CORRESPONDENCE DATA	
Fax Number:	(702)949-8367
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	702-949-8200
Email:	trademarks-lasvegas@lrlaw.com
Correspondent Name:	Brian A. Rupp, Lewis and Roca LLP
Address Line 1:	3993 Howard Hughes Parkway, Suite 600
Address Line 4:	Las Vegas, NEVADA 89109

ATTORNEY DOCKET NUMBER:	43781-7	<b>TRADEMARK</b>
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NAME OF SUBMITTER:

Brian A. Rupp

Total Attachments: 1

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## TRADEMARK ASSIGNMENT

This Trademark Assignment is entered into as of this 24 day of June, 2004, by and between Mandalay Resort Group ("Assignor"), a Nevada corporation, and Ramparts, Inc. ("Assignee"), a Nevada corporation.

WHEREAS Assignor is the owner of all right, title and interest in the trademark "RA" (the "Trademark") for nightclub services; and

WHEREAS Assignor is the owner of all right, title and interest in the U.S. Trademark Registration No. 2,510, 121 (the "Registration");

NOW THEREFORE, for good and valuable consideration, the sufficiency of which is acknowledged,

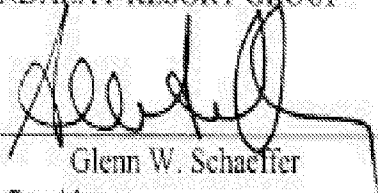
Assignor hereby irrevocably assigns to Assignee all right, title, and interest of every kind and character in and to the Trademark throughout the world, including, without limitation,

1. Federal, state, foreign, statutory and common law and other rights;
2. All domestic and foreign trademark applications and registrations for the Trademark, including the Registration (and all extensions and renewals of such applications and registrations, and the right to apply for any of the foregoing);
3. All goodwill associated with and symbolized by the Trademark;
4. All rights to causes of action and remedies related to the Trademark (including, without limitation, the right to sue for past, present or future infringement, misappropriation or violation of rights related to the foregoing); and
5. Any and all other rights and interests arising out of, in connection with or in relation to the Trademark.

Entered into and effective as of the date first set forth above.

MANDALAY RESORT GROUP

By:

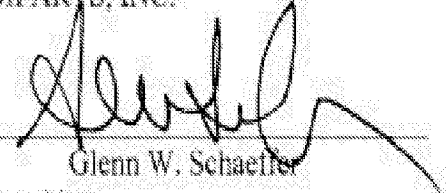


Glenn W. Schaeffer

Its: President

RAMPARTS, INC.

By:



Glenn W. Schaeffer

Its: President