

FORM PTO-1594 (Modified)

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARKS ONLY

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
a) Atlantic Coast Entertainment Holdings, Inc.
b) Ace Gaming, LLC

- Individual(s)
- General Partnership
- Other See Document
- Association
- Limited Partnership
- Corporation - State

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 22, 2004

2. Name and address of receiving party(ies):

Name: **Wells Fargo Bank, National Association, as Trustee**

Internal Address:

Street Address: **Sixth and Marquette, MAC N9303-120**

City: **Minneapolis** Country: **MN** Zip: **55479**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - State _____
- Other _____

If assignee is not domiciled in the United States, a domestic designation is attached Yes No
 (Designations must be a separate document from Assignment)
 Additional names(s) & address(es) attached? Yes No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2856962

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **David D. Lowry, Esq.**

Internal Address:
**Brown Rudnick Berlack Israels
Box 1P, 18th Floor**

Street Address:
One Financial Center

City: **Boston** State: **MA** Zip: **02111**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41):.....\$40.00

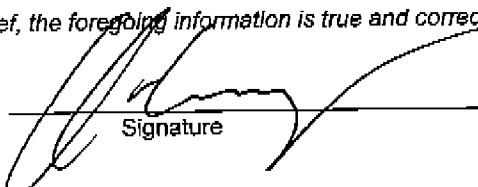
- Enclosed - Any excess or insufficiency should be credited or debited to deposit account
- Authorized to be charged to deposit account

8. Deposit account number: **50-0369**

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

David D. Lowry, Reg. No. 38,538
Name of Person Signing


Signature

7/22/04
Date

Total number of pages including cover sheet, attachments, and document: **4**

CH \$40.00 600369 2856962

SECURITY INTEREST IN TRADEMARK ASSETS

This **TRADEMARK SECURITY INTEREST**, dated July 22, 2004, is made in specific reference to the **PLEDGE AND SECURITY AGREEMENT**, dated as of July 22, 2004 (the "Security Agreement"), between ACE Gaming, LLC, a New Jersey limited liability company, and Atlantic Coast Entertainment Holdings, Inc., a Delaware corporation, (each, a "Grantor"), and WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association, as trustee (in such capacity as trustee, the "Secured Party"). Capitalized terms used herein not otherwise defined herein shall have the meanings ascribed thereto in the Security Agreement.

Each undersigned Grantor hereby confirms the grant to the Secured Party set forth in the Security Agreement of, and does hereby grant to the Secured Party, a security interest in all of such Grantor's right, title and interest in and to all Collateral to secure the Secured Obligations, including the trademarks, trademark applications and licensed trademark rights as listed on Exhibit A (collectively, the "Trademarks"), and all good will of the business as embodied by the Trademarks.

IN WITNESS WHEREOF, each Grantor and the Secured Party have caused this Trademark Security Interest to be duly executed and delivered by its duly authorized officer as of July 22, 2004.

GRANTORS:

**ATLANTIC COAST ENTERTAINMENT
HOLDINGS, INC.**

By: 

Name: *Douglas S. Nielbold*

Title: *Vice President Finance, Chief Finance
officer and Principal Accounting Officer*

ACE GAMING, LLC

By: 

Name: *Douglas S. Nielbold*

Title: *Vice President Finance, Chief Financial
officer and Principal Accounting Officer*

SECURED PARTY:

**WELL FARGO BANK, NATIONAL
ASSOCIATION, as Trustee**

By: _____

Name:

Title:

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GRANTORS:

**ATLANTIC COAST ENTERTAINMENT
HOLDINGS, INC.**

By: _____

Name:

Title:

ACE GAMING, LLC

By: _____

Name:

Title:

SECURED PARTY:

**WELL FARGO BANK, NATIONAL
ASSOCIATION, as Trustee**

By: Jane Schweiger

Name: Jane Y. Schweiger

Title: Vice President

EXHIBIT A

Federal Trademarks

Serial Number	Reg. Number	Word Mark
78216312	2856962	FASTPAY

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