

08-11-2004

Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)



U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

10.9.8

RE 102811539

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Boomtown, LLC (Converted entity of Inc.)

- Individual(s)
- General Partnership
- Corporation-State
- Other limited liability company
- Association
- Limited Partnership

Citizenship (see guidelines) Delaware

Execution Date(s) July 26, 2004

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: Pinnacle Entertainment, Inc.

Internal

Address: Suite 1800

Street Address: 3800 Howard Hughes Pkwy.

City: Las Vegas

State: Nevada

Country: USA Zip: 89109

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship Delaware  
If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,924,855; 1,866,988 and 2,374,090

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Steven A. Gibson, Esq.

Internal Address: Third Floor

Street Address: 400 South Fourth Street

City: Las Vegas

State: Nevada Zip: 89101

Phone Number: (702)791-0308

Fax Number: (702)791-1912

Email Address: Sgibson@nevadafirm.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

- a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_
- b. Deposit Account Number \_\_\_\_\_  
Authorized User Name \_\_\_\_\_

9. Signature:

Signature

Date

8-6-04

Steven A. Gibson, Esq.

Name of Person Signing

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

4

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OFFICE OF PATENT RECORDATION SERVICES

08/10/2004 16:26:22 00000035 1924855

40.00 DP  
50.00 DP

01 FC:AS21  
02 FC:8322

TRADEMARK  
REEL: 003024 FRAME: 0149

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:18 PM 11/04/2003  
FILED 02:18 PM 11/04/2003  
SRV 0707233 - 2129753 FILE

CERTIFICATE OF CONVERSION  
OF  
BOOMTOWN, INC., a Delaware corporation  
TO  
BOOMTOWN, LLC, a Delaware limited liability company

(Pursuant to Section 266 of the General Corporation Law and Section 18-214 of the Limited Liability Company Act of the State of Delaware)

1. The name of the corporation party to this conversion is Boomtown, Inc., a corporation incorporated under the laws of the State of Delaware (the "Corporation").
2. The date of the filing of the original certificate of incorporation of the Corporation with the Secretary of State of Delaware was June 19, 1987.
3. The name of the entity resulting from this conversion is Boomtown, LLC, a Delaware limited liability company (the "LLC").
4. The conversion of the Corporation to the LLC (the "Conversion") shall be effective on November 4, 2003.
5. The Conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware by the sole director and the sole stockholder of the Corporation.

*[Signature appears on the following page.]*

IN WITNESS WHEREOF, the undersigned has set forth its hand the 14<sup>th</sup> day of November, 2003.

Boomtown, Inc.,  
a Delaware corporation

By:

*John A. Godfrey*  
John A. Godfrey, Secretary

**INTELLECTUAL PROPERTY ASSIGNMENT**

This Intellectual Property Assignment (the "Assignment") is made effective as of March 1, 2004 (the "Effective Date") by and between Boomtown, LLC, a Delaware limited liability company ("Assignor") and Pinnacle Entertainment, Inc., a Delaware corporation ("Pinnacle").

For Three Hundred Dollars (\$300) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby conveys, transfers and assigns to Pinnacle the Assignor's entire right, title, license and interest (if any) in, to and under the following marks (including, without limitation, emanating from common law use and/or as set forth in any state, federal and/or foreign applications and registration), as well as any designs and/or variants thereto, as such marks are or have been used by Assignor, at any time, in association with any and all goods and/or services: AMERICA'S FAVORITE (including, without limitation, as set forth in the U.S. registration 1,924,855), BAYOU MARKET (including, without limitation, BAYOU MARKET BUFFET, BAYOU MARK CAFÉ and BAYOU MARKET EXPRESS), BEAN COUNTER (including, without limitation, BEAN COUNTER COFFEE BAR AND DELI), BIKE N BOOTS (including, without limitation, BIKE AND BOOTS), BLACKJACK CLASSIC TOURNAMENT, BOOMARITA (including, without limitation, HOME OF THE FAMOUS BOOMARITA), BOOMER'S (including, without limitation, BOOMER'S SALOON & DANCE HALL and BOOMER'S CABARET), BOOMTOWN (including, without limitation, as set forth in the U.S. registration 1,866,988, BOOMTOWN CASINO & HOTEL, BOOMTOWN GOLDEN SPURS, BOOMTOWN RIDES THE HI SIERRA, BOOMTOWN WILD WEST, BOOMTOWN BELLE, BOOMTOWN WESTBANK, BOOMTOWN BELLE CASINO WESTBANK, and BOOMTOWN BELLE CASINO), BRONC N BOOTS, BUCK-A-ROO BONUS, CAN CAN THEATER, CANTINA CABARET, CASSIDY'S (including, without limitation, CASSIDY'S BAR and CASSIDY'S, AMERICA'S FAVORITE PRIME RIB RESTAURANT), CATTLEMAN'S (including, without limitation, CATTLEMAN'S BUFFET), CIRCLE B (including, without limitation, CIRCLE B CLUB, CIRCLE B RANCH STEAKHOUSE, and CIRCLE B RANCH SOUTHWESTERN BISTRO), COTTONWORTH, CROCKETT'S, DECK 1, DROVER'S (including, without limitation, DROVER'S INN RESTAURANT), END OF THE TRAIL, FEEL LIKE A WINNER, HITCHING POST, HOTTEST SPOT UNDER THE SUN, LONG HAUL, MOSSY HORN (including, without limitation, MOSSY HORN CAFÉ), NEW DESTINATION RESORT (including, without limitation, RENO'S NEW DESTINATION RESORT), PAYROLL PICK'EM UP, PEEDOODLES LONG BAR, PIER 4 (including, without limitation, PIER 4 RESTAURANT AND OYSTER BAR and PIER 4 WESTBANK), PINNACLE HIGH LIMIT GAMING ROOM, PLAYER'S CLUB (including, without limitation, PLAYERS CLUB), POKER CORRAL, PRESTO'S, RATTLESNAKE (including, without limitation, RATTLESNAKE RICKEY'S), RED EYE, ROUND 'EM UP ROYAL, SIX SHOOTER, Stagecoach design (including, without limitation, as set forth in the U.S. registration 2,374,090), SUNDANCE CANTINA (including, without limitation, SUNDANCE CANTINA HOTTEST SPOT UNDER THE SUN!, SUNDANCE CANTINA MARGARITA BAR), THAT A WAY, THE GREAT ESCAPE, THE WILD WEST AT ITS BEST (including, without limitation, as set forth in the U.S. registration 2,120,681), THIS A WAY, TUMBLEWEED, WADDIES, WAKE THE DRAGON, WHERE THE LOCALS PLAY AND WIN!, WHICH WAY ROYAL, WHISKEY RIVER (including, without limitation, WHISKEY RIVER BAR) ("Marks"), including, without limitation, all goodwill appurtenant to the Marks, the right to sue and recover for any past and/or continuing infringements or contract breaches, said rights, titles, licenses and interests to be held and enjoyed by Pinnacle, for Pinnacle's own use and benefit and for the use and benefit of Pinnacle's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this conveyance, transfer and assignment had not been made.

**BOOMTOWN, LLC**  
a Delaware limited liability company

*John A. Godfrey*  
By: JOHN A. Godfrey  
Its: Secretary  
July 26, 2004

STATE OF NEVADA  
COUNTY OF CLARK

Subscribed and sworn to before me this 26th day of July, 2004.

*Elaine Pumphrey*  
Notary Public

My Commission Expires: 12-3-05  
SEAL

