



09-10-2004



REC 102833388

J.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

PTO-1594 (Rev. 11/01/03)
OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

OpBiz, L.L.C.

9/7/04

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: August 31, 2004

2. Name and address of receiving party(ies)

Name: The Bank of New York, Asset Solutions Division, as administrative and collateral agent

Internal

Address:

Street Address: 600 East Las Colinas Boulevard, Suite 1300

City: Irving State: TX Zip: 75039

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

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)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,781,854

Additional number(s) attached Yes No

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

Name: Lauren Bernstein, Esq.

Internal Address: Kaye Scholer LLP

Street Address: 425 Park Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 3.41).....\$ 590.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Johanne R. Rémy
Name of Person Signing

[Signature]
Signature

9-3-04
Date

Total number of pages including cover sheet, attachments, and document: 10

09/09/2004 METACHE 00000089 1781854

Mail Documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:8521 40.00 OP
02 FC:8522 550.00 OP

Doc # 30944469.PDF

TRADEMARK
REEL: 003045 FRAME: 0087

SCHEDULE I TO SECURITY AGREEMENTTRADEMARKS

<u>Trademark</u>	<u>Application/ Registration No.</u>	<u>Class</u>	<u>Issue/Filing Date</u>
Aladdin	Reg. #1,781,854	41	July 13, 1993
Aladdin	Reg. #1,779,369	42	June 29, 1993
Aladdin (stylized letters)	Reg. #1,781,855	41	July 13, 1993
Aladdin (stylized letters)	Reg. #2,636,409	41	October 15, 2002
Aladdin (stylized letters)	Reg. #2,628,932	42	October 1, 2002
Aladdin and Design	Ser. #75-936,971	36	March 6, 2000
Aladdin and Design	Reg. #2,628,854	41	October 1, 2002
Aladdin and Design	Reg. #2,632,473	42	October 8, 2002
Aladdin Las Vegas and Design	Reg. #2,628,853	41	October 1, 2002
Club Aladdin	Reg. #2,580,871	41	June 18, 2002
Curve	Reg. #2,706,903	43	April 15, 2003
Curve Nightlife Evolved and Design	Reg. #2,704,444	43	April 18, 2003
Ebony Horse Bar	Reg. #2,678,663	42	January 21, 2003
Elements	Reg. #2,515,362	42	December 4, 2001
No Risk Slots	Reg. #2,761,456	41	September 9, 2003
Roc Bar	Reg. #2,734,651	42	July 8, 2003
Sinbad's Palace	Reg. #2,549,131	41	March 19, 2002

<u>Trademark</u>	<u>Application/ Registration No.</u>	<u>Class</u>	<u>Issue/Filing Date</u>
Spice Market Buffet	Reg. #2,699,487	42	March 25, 2003
Tangiers	Ser. #76-069,802	03	June 12, 2000
Towering Palms Bar & Grill	Reg. #2,638,236	42	October 22, 2002
Tremezzo	Reg. #2,514,613	42	December 4, 2001
Where Wishes Come True	Reg. #2,491,106	41	September 18, 2001
Where Wishes Come True	Reg. #2,764,504	42	September 16, 2003

SECURITY AGREEMENT

(TRADEMARKS)

WHEREAS, OPBIZ, L.L.C., a Nevada limited liability company (herein referred to as "Grantor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Grantor is obligated to The Bank of New York, Asset Solutions Division, as administrative and collateral agent (referred to herein as the "Grantee") and the other Secured Parties as defined in the Omnibus Pledge and Security Agreement dated as of AUGUST 31, 2004 (the "Security Agreement") among Grantor, the other Pledgors named therein and the Grantee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Grantor has granted to Grantee a security interest in, and mortgage on, all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Grantee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Grantee's address is 600 East Las Colinas Boulevard, Suite 1300, Irving, TX 75039, Attention: Steve Jerard. Fax: 972-401-8557.

IN WITNESS WHEREOF, Grantor has caused this Security Agreement to be duly executed as of the 31 day of AUGUST, 2004.

OpBiz, L.L.C.,
a Nevada limited liability company

By: MezzCo, L.L.C.,
a Nevada limited liability company,
its sole member

By: EquityCo, L.L.C.,
a Nevada limited liability company,
its sole member

By: 

Name: Robert I. Earl
Title: Manager of EquityCo, L.L.C. a Nevada limited liability company, the sole member of MezzCo, L.L.C., a Nevada limited liability company, the sole member of OpBiz, L.L.C.

Security Agreement (Trademarks) Signature Page

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