

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Sands Regent		09/01/2005	CORPORATION: NEVADA
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, N.A., as administrative agent		
Street Address:	201 Third Street, 8th Floor		
Internal Address:	Wholesale Loan Services - Agency Div.		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94103		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2126132	RAIL CITY	
Registration Number:	2124254	RAIL CITY	
Registration Number:	2124253	RAIL CITY	
Serial Number:	78143548	APRIL SHOWER OF CASH	
CORRESPONDENCE DATA			
Fax Number:	(916)329-4900		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	213-629-2020		
Email:	lpartmann@orrick.com		
Correspondent Name:	Christine Tognoli		
Address Line 1:	777 South Figueroa Street		
Address Line 2:	Suite 3200		
Address Line 4:	Los Angeles, CALIFORNIA 90017-5855		
NAME OF SUBMITTER:	Christine Tognoli		

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TRADEMARK
REEL: 003160 FRAME: 0009

Signature:	/Christine Tognoli/
Date:	09/15/2005
Total Attachments: 5 source=Sands_WFB_Tm#page1.tif source=Sands_WFB_Tm#page2.tif source=Sands_WFB_Tm#page3.tif source=Sands_WFB_Tm#page4.tif source=Sands_WFB_Tm#page5.tif	

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of September 1, 2005, is executed by THE SANDS REGENT, a Nevada corporation (the "Grantor"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as the Administrative Agent (in such capacity, the "Administrative Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders").

A. Pursuant to that certain First Amended and Restated Credit Agreement, dated as of even date herewith (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Grantor, Last Chance, Inc., Zante Inc., Plantation Investments, Inc., dba "Rail City", Dayton Gaming, Inc., the Lenders and Wells Fargo Bank, National Association, as Administrative Agent, L/C Issuer and Swing Line Lender, the Lenders have agreed to extend loans and other financial accommodations to the Grantor upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used and is using the trademarks, more particularly described on Schedules I-A and I-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. The Grantor has entered into an Amended and Restated Security Agreement (Intellectual Property) dated as of the date hereof (the "Security Agreement") in favor of the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders).

D. Pursuant to the Security Agreement, the Grantor has granted to the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders) a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including 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 Obligations, as defined in the Security Agreement.

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

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral 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.

The Administrative Agent's address is:
Wells Fargo Bank

Wholesale Loan Services - Agency Division
201 Third Street, 8th floor
San Francisco, CA
Fax no. (415) 512-7059

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

THE SANDS REGENT,
a Nevada corporation

By: Name: Ferenc SzecskTitle: PRES.

Signature Page to Grant of Security Interest

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Mark</u>	<u>Serial No./Date Filed</u>	<u>Registration No.</u>	<u>Date Registered</u>
RAIL CITY-typed drawing on wearing apparel	75055796 February 9, 1996	2126132	December 30, 1997
RAIL CITY-typed drawing on hotel restaurant, bar and lounge services	75055795 February 9, 1996	2124254	December 23, 1997
RAIL CITY-typed drawing on casino services	75055794 February 9, 1996	2124253	December 23, 1997
APRIL SHOWER OF CASH-typed drawing on entertainment services in the nature of casinos	78143548 July 12, 2002		
DEPOT CASINO Registered with the State of Nevada only for use in advertising and business.	MAY 5, 2003		MAY 5, 2003
RED HAWK SPORTS BAR Registered with the State of Nevada only for use in advertising and business	January 22, 2003		January 22, 2003

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
None		