

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment for Security

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Marshall Retail Group, LLC		04/16/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	CIT Lending Services Corporation
Street Address:	505 Fifth Avenue, 4th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2064742	WELCOME TO LAS VEGAS
Registration Number:	3040540	MISURA PER ME
Registration Number:	3013209	MARSHALL ROUSSO
Registration Number:	3010993	MARSHALL ROUSSO
Registration Number:	3206155	ALONG CAME A SPIDER
Serial Number:	78440027	CARINA
Serial Number:	78858715	BRATS

CORRESPONDENCE DATA

Fax Number: (212)836-6313
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-836-8424
 Email: jmisher@kayescholer.com
 Correspondent Name: Jeff Misher, Esq.
 Address Line 1: 425 Park Avenue

CH \$190.00 2064742

Address Line 2: c/o Kaye Scholer LLP
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	09711/0028/1480
NAME OF SUBMITTER:	Johanne Remy
Signature:	/s/ Johanne R. Remy
Date:	04/17/2007

Total Attachments: 3
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SECURITY AGREEMENT

(TRADEMARKS)

WHEREAS, **THE MARSHALL RETAIL GROUP, LLC**, a Delaware limited liability company, (herein referred to as "Grantor"), owns the registered trademarks and trademark applications listed on the annexed Schedule 1 annexed hereto as part hereof, which trademarks are registered or pending in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Grantor is obligated to CIT Lending Services Corporation, 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 April 12, 2007 (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 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;

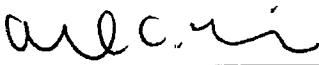
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Grantee a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in 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 505 Fifth Avenue, 4th Floor, New York, NY 10017.

IN WITNESS WHEREOF, Grantor has caused this Security Agreement to be
duly executed by its officer thereunto duly authorized as of the 16th day of APRIL, 2007.

**THE MARSHALL RETAIL GROUP,
LLC**

By: 
Name: Michael C. Wilkins
Title: President and Chief Executive
Officer

SCHEDULE I TO SECURITY AGREEMENT

(TRADEMARKS)

Trademark and Service Mark Registrations and Applications - U.S. Federal

Name	Registration Date	Registration/ Serial No.
WELCOME TO LAS VEGAS	5/27/1997	2,064,742
MISURA PER ME	1/10/2006	3040540
MARSHALL ROUSSO	11/08/2005	3013209
MARSHALL●ROUSSO	11/01/2005	3010993
ALONG CAME A SPIDER	02/06/2007	3206155
CARINA	Pending	78/440,027
BRATS	Pending	78/858715

Trademark and Service Mark Registrations and Applications – State of Nevada

Name	Registration Date	Registration No.
MARSHALL RETAIL GROUP (trade name)	2/14/2003	TN00350312
CITTA DELLE LUCI (trade name)	6/12/2002	TN00340815
BELLA SCARPA (trade name)	7/12/2001	TN00340075
PARADISO* ¹ (trade name and service mark)	6/29/04	36,522
PARADISO	3/18/1999	TN00310759
CARINA (trade mark)	7/12/2001	TN00340077
WELCOME TO LAS VEGAS (trade mark)	7/12/2001	TN00340076
MARSHALL ROUSSO (service mark)	3/22/01	SM00330763
MARSHALL●ROUSSO (service mark)	3/22/01	SM00330764
KIDS CAMP (AND DESIGN)	5/12/2005	E0287412005-3

* The Marshall Retail Group, LLC is the record owner of this trade name and service mark. The use of such name may be limited by the terms of that certain lease agreement dated November 1, 1998, with Desert Palace, Inc. d/b/a Caesar's Palace. ("Landlord") and Marshall Management, Inc., as assigned by that certain Assignment and Assumption of Lease effective as of January 10, 2003. Landlord has assigned any rights it has in the name only for the duration of the lease.