

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Riviera Operating Corporation		06/08/2007	CORPORATION: NEVADA

**RECEIVING PARTY DATA**

<b>Name:</b>	Wachovia Bank, National Association, as Administrative Agent
<b>Street Address:</b>	201 South College Street
<b>Internal Address:</b>	CP-8
<b>City:</b>	Charlotte
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	28288
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Registration Number:	2389433	RIVIERA
Registration Number:	2527890	JACK POTS
Registration Number:	2404697	JACK POTS
Registration Number:	2527889	LOOSIE SLOTS
Registration Number:	2547701	LOOSIE SLOTS
Registration Number:	2392131	LOOSIE SLOTS
Registration Number:	2249207	NICKEL HEAVEN
Registration Number:	2247039	SPLASH
Registration Number:	2237993	\$40 FOR \$20
Registration Number:	2190249	THE ENTERTAINMENT CENTER OF LAS VEGAS
Registration Number:	2297193	RIVIERA
Registration Number:	2090347	RIVIERA
Registration Number:	1964935	SPLASH

OP \$365.00 2389433

Serial Number:

78687600

RIVIERA

**CORRESPONDENCE DATA**

Fax Number: (919)416-8363

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 9192868041

Email: pto\_tmconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:

512485.1608NTRIVOPERATEAR

NAME OF SUBMITTER:

Ellen A. Rubel

Signature:

/Ellen A. Rubel/

Date:

06/29/2007

**Total Attachments: 4**

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

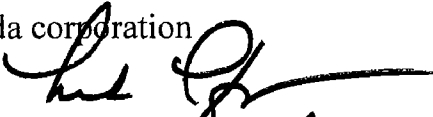
Please be advised that pursuant to the Security Agreement dated as of June 8, 2007 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications] shown on Schedule 1 attached hereto (the "Trademarks") to the Administrative Agent for the ratable benefit of the Lenders.

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the Trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any Trademark.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Very truly yours,

RIVIERA OPERATING CORPORATION,  
a Nevada corporation

By:   
Name: Miriam Lefever  
Title: Treasurer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

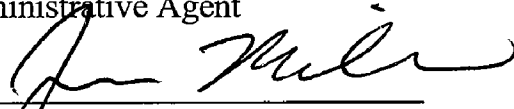
Very truly yours,

RIVIERA OPERATING CORPORATION,  
a Nevada corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By:   
Name: Jason Miller  
Title: Director

**Schedule 1****Riviera Operating Corporation  
(Nevada Corporation)****U.S. Trademarks****Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
RIVIERA	2389433	9/26/00
JACK POTS	2527890	1/8/02
JACK POTS	2404697	11/14/00
LOOSIE SLOTS	2527889	1/8/02
LOOSIE SLOTS	2547701	3/12/02
LOOSIE SLOTS	2392131	10/3/00
NICKEL HEAVEN	2249207	6/1/99
SPLASH and Design	2247039	5/25/99
\$40 FOR \$20	2237993	4/13/99
THE ENTERTAINMENT CENTER OF LAS VEGAS	2190249	9/22/98
RIVIERA	2297193	12/7/99
RIVIERA	2090347	8/26/97
SPLASH	1964935	4/2/96

**Pending Applications**

<b>Mark</b>	<b>Application No.</b>	<b>Filing Date</b>
RIVIERA and Design	78687600	8/8/05