# 273495

# 0 07C\$ HJ

# 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
Copa Casino of Mississippi, L.L.C.		109/14/2007	LIMITED LIABILITY COMPANY: MISSISSIPPI
Gulfside Casino, Inc.		09/14/2007	CORPORATION: MISSISSIPPI
Gulfside Casino Partnership		09/14/2007	General Partnership dba Island View Casino Resort: MISSISSIPPI

#### RECEIVING PARTY DATA

Name:	Wells Fargo Bank, N.A., as administrative agent
Street Address:	5340 Kietzke Lane
Internal Address:	Attention: James L. Neil
City:	Reno
State/Country:	NEVADA
Postal Code:	89511
Entity Type:	National Banking Association: UNITED STATES

#### PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3273495	YOU BELONG IN OUR GAMES
Serial Number:	77010817	ISLAND VIEW CASINO RESORT
Serial Number:	77012754	WHERE PLAYERS BELONG
Serial Number:	77012718	VIEW POINTS
Serial Number:	77012733	VIEW PLAY
Serial Number:	77012795	ESCAPE TO YOUR ISLAND
Serial Number:	77012816	THE ISLAND GETAWAY THAT ISN'T FAR AWAY
Serial Number:	77153115	THE CENTER BAR
Serial Number:	77153178	V VIEW BAR

TRADEMARK REEL: 003648 FRAME: 0613

900090355 REEL: 003648

#### **CORRESPONDENCE DATA**

Fax Number: (213)612-2499

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

Phone: 213-612-2020

Email: lpartmann@orrick.com, rgalvan@orrick.com

Correspondent Name: Ramon Galvan

Address Line 1: 777 South Figueroa Street, Suite 3200 Address Line 2: Orrick, Herrington & Sutcliffe LLP

Address Line 4: Los Angeles, CALIFORNIA 90017-5855

ATTORNEY DOCKET NUMBER:	1696-407/1640	
NAME OF SUBMITTER:	Ramon Galvan	
Signature:	/Ramon Galvan/	
Date:	10/26/2007	

Total Attachments: 6

source=LA\_Docum#page1.tif source=LA\_Docum#page2.tif source=LA\_Docum#page3.tif source=LA\_Docum#page4.tif source=LA\_Docum#page5.tif source=LA\_Docum#page6.tif

> TRADEMARK REEL: 003648 FRAME: 0614

#### **GRANT OF SECURITY INTEREST**

#### **TRADEMARKS**

THIS GRANT OF SECURITY INTEREST, dated as of September 14, 2007, is executed by COPA CASINO OF MISSISSIPPI, L.L.C., a Mississippi limited liability company, GULFSIDE CASINO, INC., a Mississippi corporation, GULFSIDE CASINO PARTNERSHIP, a Mississippi general partnership d/b/a Island View Casino Resort (each a "Grantor" and collectively, the "Grantors"), 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 Credit Agreement, dated as of September 14, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Copa Casino of Mississippi, L.L.C., a Mississippi limited liability company, the Lenders and Administrative Agent, the Lenders have agreed to extend loans and other financial accommodations to Copa Casino of Mississippi, L.L.C. upon the terms and subject to the conditions set forth therein.
- B. The Grantors have adopted, used and is using the trademarks, more particularly described on <u>Schedules 1-A and 1-B</u> 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 "<u>Trademarks</u>").
- C. The Grantors and other entities party thereto from time to time have entered into an Intellectual Property Security Agreement dated as of September 14, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent (for the ratable benefit of the Administrative Agent, the Lenders and any Affiliate of a Lender party to a Lender Rate Contract (as defined in the Credit Agreement)).
- D. Pursuant to the Security Agreement, the Grantors have granted to the Administrative Agent (for the ratable benefit of the Administrative Agent, the Lenders and any Affiliate of a Lender party to a Lender Rate Contract (as defined in the Credit Agreement)) a security interest in all right, title and interest of the Grantors 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 Secured Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, each 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 Secured Obligations.

Each 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, National Association, 5340 Kietzke Lane, Reno, Nevada 89511, Attention: James L. Neil, Tel. No. (775) 689-6017, Fax No. (775) 689-6026.

1

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

> COPA CASINO OF MISSISSIPPI, L.L.C., a Mississippi limited liability company

Title: manage ( member

GULFSIDE CASINO, INC.,

a Mississippi corporation

Title: Prsidnt

GULFSIDE CASINO PARTNERSHIP,

a Mississippi general partnership doing business as Island View Casino Resort

By: Gulfside Casino, Inc.,

a Mississippi corporation

Its: General Partner

Title:

By: Copa Casino of Mississippi, L.L.C.,

a Mississippi limited liability company

Its: General Partner

Name:

Title: Manak

SIGNATURE PAGE TO GRANT OF SECURITY INTEREST - TRADEMARKS

TRADEMARK REEL: 003648 FRAME: 0616

## ALL-PURPOSE ACKNOWLEDGMENT

STATE OF MISSISSIPPI	)
COUNTY OF TOPPISON.	) ss.
on Sept. 13,2007, before me, F	Brandy V. Bishop Notary Public me and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared Joel R.COR	Name of Signer(s)
whose acknown his/her/to signatur behalf o	e on the basis of satisfactory evidence to be the person(s) name(s) is/are subscribed to the within instrument and ledged to me that he/she/they executed the same in their authorized capacity(ies), and that by his/her/their re(s) on the instrument the person(s), or the entity upon of which the person(s) acted, executed the instrument.
	Signature of Dividity 1 done
0.	PTIONAL
Though the data below is not required by law, it ma could prevent fraudulent reattachment of this form.	ay prove valuable to persons relying on the document and
CAPACITY(IES) CLAIMED BY SIGNER(S)	DESCRIPTION OF ATTACHED DOCUMENT
" Individual " Corporate Officer	
Title(s)	Title or Type of Document
" Partner(s) " Limited " General	
" Attorney-In-Fact " Trustee(s) " Guardian/Conservator " Other:	Number of Pages
Signer is Representing: Name of Person(s) or Entity(ies)	Date of Document
· ·	Signer(s) Other Than Named Above

OHS West:260301153.3

# ALL-PURPOSE ACKNOWLEDGMENT

STATE OF MISSISSIPPI )	-
COUNTY OF HARRISON ) SS.	$O_{-1}$
on 807. 13 2007, before me, Bray	idy V. Bishop, Notary Public
personally appeared Joe R. Captely	Name of Signer(s)
" personally known to me – $\mathbf{OR}$ – " proved to me on the	basis of satisfactory evidence to be the person(s)
acknowledged his/her/their au signature(s) on behalf of which	is/are subscribed to the within instrument and to me that he/she/they executed the same in thorized capacity(ies), and that by his/her/their the instrument the person(s), or the entity upon the person(s) acted, executed the instrument.
June 14, 2008 WITNESS my h	nand and official seal.
AUBLIC CITY	
The state of the s	Signature of Wotary Public Of
OPTION	AL
Though the data below is not required by law, it may prove	valuable to persons relying on the document and
could prevent fraudulent reattachment of this form.	
CAPACITY(IES) CLAIMED BY SIGNER(S)	DESCRIPTION OF ATTACHED DOCUMENT
" Individual " Corporate Officer	
Title(s)	Title or Type of Document
" Partner(s) " Limited " General	
" Attorney-In-Fact	Number of Pages
" Trustee(s) " Guardian/Conservator	
" Other:	
Signer is Representing: Name of Person(s) or Entity(ies)	Date of Document
	Signor(a) Other They Wassed Albarra
	Signer(s) Other Than Named Above

OHS West:260301153.3

# ALL-PURPOSE ACKNOWLEDGMENT

STATE OF MISSISSIPPI  On Sept 13 2007, before me, Daniel of Officer (e.g. Mane Doe, Notary Public")  Personally appeared Sold Name of Signer(s)  " personally known to me - OR - " proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.  WITNESS my hand and official seal.				
	OPTI	ONAL		
Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.				
CAPACITY(IES) CLAS SIGNER(S)	IMED BY	DESCRIPTION OF ATTACHED DOCUMENT		
" Individual " Corporate Officer				
Title(s)		Title or Type of Document		
	Limited General	Title of Type of Document		
" Attorney-In-Fact		Number of Pages		
" Trustee(s)	•	-		
" Guardian/Conservator				
" Other:		D . CD		
Signer is Representing: Name of Person(s) or Entity(ies	)	Date of Document		
		Signer(s) Other Than Named Above		
		<del>-</del> · ·		

OHS West:260301153.3

### SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

#### **TRADEMARKS**

<u>MARK</u>	COUNTRY	<u>STATUS</u>	REG. NO.	FILING/REG. DATE
YOU BELONG IN OUR GAMES	US	REGISTERED	3,273,495	8/7/2007

# SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

# TRADEMARK APPLICATIONS

<u>MARK</u>	COUNTRY	<u>STATUS</u>	SERIAL NO.	FILING DATE
ISLAND VIEW CASINO RESORT	US	PENDING	77/010,817	9/29/2006
WHERE PLAYERS BELONG	US	PENDING	77/012,754	10/3/2006
VIEW POINTS	US	PENDING	77/012,718	10/3/2006
VIEW PLAY	US	PENDING	77/012,733	10/3/2006
ESCAPE TO YOUR ISLAND	US	PENDING	77/012,795	10/3/2006
THE ISLAND GETAWAY THAT ISN'T FAR AWAY	US	PENDING	77/012,816	10/3/2006
THE CENTER BAR & Design	US	PENDING	77/153,115	4/10/2007
VIEW BAR & Design	US	PENDING	77/153,178	4/10/2007

OHS West:260301153.3

**RECORDED: 10/26/2007** 

TRADEMARK REEL: 003648 FRAME: 0620