

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
NEW YORK-NEW YORK HOTEL & CASINO, LLC		11/14/2008	LIMITED LIABILITY COMPANY: NEVADA

RECEIVING PARTY DATA

Name:	U.S. Bank, National Association
Street Address:	60 Livingston Avenue
City:	St. Paul
State/Country:	MINNESOTA
Postal Code:	55107-1419
Entity Type:	National Association:

PROPERTY NUMBERS Total: 44

Property Type	Number	Word Mark
Serial Number:	77150179	BINGE
Serial Number:	77185990	HEAD
Registration Number:	3504508	POUR 24
Serial Number:	77306625	GRUB
Serial Number:	77427130	TRUE TO THE CORE
Registration Number:	3081788	BAR AT TIMES SQ. WORLD'S GREATEST DUELING PIANOS NEW YORK - NEW YORK HOTEL & CASINO
Serial Number:	76510583	BIG APPLE BAR
Registration Number:	3312526	BIG APPLE BAR
Registration Number:	2987022	CLICK IT FOR A TICKET
Registration Number:	2964798	CLICK IT FOR A TICKET
Registration Number:	2901217	GAMING ON THE GREEN
Registration Number:	3010147	LIVE FREE. DINE WELL. DRINK GOOD BEER.
Registration Number:	2149719	MANHATTAN EXPRESS

CH \$1115.00 77150179

Registration Number:	2187031	NEW YORK NEW YORK
Registration Number:	2187032	NEW YORK NEW YORK
Registration Number:	2442508	NEW YORK NEW YORK HOTEL & CASINO
Registration Number:	2436898	NEW YORK NEW YORK HOTEL & CASINO
Serial Number:	77054314	NEW YORKNEW YORK HOTEL & CASINO - LAS VEGAS
Serial Number:	77054329	NEW YORKNEW YORK HOTEL & CASINO - LAS VEGAS
Serial Number:	77054306	NEW YORKNEW YORK HOTEL & CASINO - LAS VEGAS
Registration Number:	3346902	NEW YORK NEW YORK HOTEL & CASINO - LAS VEGAS
Registration Number:	3346904	NEW YORK NEW YORK HOTEL & CASINO - LAS VEGAS
Serial Number:	77054290	NEW YORK NEW YORK HOTEL & CASINO - LAS VEGAS
Serial Number:	77054297	NEW YORK NEW YORK HOTEL & CASINO - LAS VEGAS
Registration Number:	3346903	NEW YORK NEW YORK HOTEL & CASINO - LAS VEGAS
Serial Number:	77054323	NEW YORKNEW YORK HOTEL & CASINO - LAS VEGAS
Registration Number:	2912175	NEW YORK NEW YORK HOTEL & CASINO LAS VEGAS
Registration Number:	2915641	NEW YORK NEW YORK HOTEL & CASINO LAS VEGAS
Registration Number:	2228777	NEW YORK - NEW YORK \$5 HOTEL & CASINO LAS VEGAS NV
Registration Number:	3180077	NEW YORK-NEW YORK HOTEL AND CASINO NY EACH ONE TEACH ONE LITERACY PROGRAM
Registration Number:	2981897	NINE FINE IRISHMEN
Registration Number:	2945111	NINE FINE IRISHMEN
Registration Number:	2776221	NINE FINE IRISHMEN
Registration Number:	2992272	NINE FINE IRISHMEN
Registration Number:	2992273	NINE FINE IRISHMEN
Registration Number:	2989596	NINE FINE IRISHMEN
Serial Number:	77114603	SECSEA
Registration Number:	2994939	SIN É RÍ-RA
Registration Number:	2989703	SIN É RÍ-RA
Registration Number:	3311662	SOHO VILLAGE THE SHOPPING DISTRICT AT NEW YORK - NEW YORK
Registration Number:	2184688	THE BAR AT TIMES SQUARE
Registration Number:	2102182	THE GREATEST CITY IN LAS VEGAS
Registration Number:	2155680	WITH LIBERTY AND LUCK FOR ALL
Serial Number:	77427128	TRUE TO THE CORE

CORRESPONDENCE DATA

TRADEMARK
REEL: 003888 FRAME: 0137

Fax Number: (949)475-4754
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 310-552-8615
Email: mbarshop@gibsondunn.com
Correspondent Name: Melissa Barshop
Address Line 1: 2029 Century Park East, Suite 4000
Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	77084-00680
NAME OF SUBMITTER:	Melissa Barshop
Signature:	/melissa barshop/
Date:	11/14/2008

Total Attachments: 9
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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (this "Agreement") is made and entered into as of November 14, 2008 by NEW YORK-NEW YORK HOTEL & CASINO, LLC, a Nevada limited liability company ("Grantor"), in favor of U.S. Bank, National Association, as the Trustee and collateral agent for the benefit of the Noteholders (as defined below) under the Indenture (as defined below) (in such capacity, together with its successors in such capacity, "Collateral Agent"). Terms defined in the Indenture and not otherwise defined in this Agreement shall have the meanings defined for those terms in the Indenture.

RECITALS

A. MGM MIRAGE, a Nevada corporation ("Issuer") concurrently entered into that certain Indenture dated as of November 14, 2008 (as amended, supplemented or otherwise modified from time to time, the "Indenture"), among Issuer, the guarantors party thereto (including Grantor) and the Trustee, pursuant to which Issuer issued those certain 13% notes due 2013 (the "Notes").

B. The holders of the Notes (collectively, the "Noteholders") are willing to purchase the Notes for the purposes of, among other things, providing Issuer and its subsidiaries funds to repay existing indebtedness and provide working capital.

C. Grantor is a subsidiary of Issuer, and will derive substantial benefit from the purchase of the Notes by the Noteholders.

D. As a condition precedent to purchasing the Notes, the Noteholders require that Grantor enter into this Agreement and grant the security interests to Collateral Agent as herein provided as security for Issuer's obligations under the Indenture.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby grants and assigns to Collateral Agent, for the benefit of Collateral Agent and the Lenders, to secure the payment of its guaranty of the Obligations, a continuing security interest, lien, and collateral assignment in all of Grantor's right, title, and interest in, to, and under the following (all of the following items or types of property being herein collectively referred to as the "Collateral"), whether presently existing or hereafter created or acquired:

(a) all of Grantor's now-existing, or hereafter acquired, right, title, and interest in and to all of Grantor's trademarks, trade names, trade styles, and service marks; all prints and labels on which said trademarks, trade names, trade styles, and service marks appear, have appeared, or will appear, and all designs and general intangibles of a like nature; all applications, registrations, and recordings relating to the foregoing in the United States Patent and Trademark Office ("USPTO") or in any similar office or agency of the United States, any State thereof, or any political subdivision thereof, or in any other countries, and all reissues, extensions, and

renewals thereof, including, without limitation, those trademarks, terms, designs, and applications described in Schedule 1 hereto (the "Trademarks");

(b) the goodwill of the business symbolized by each of the Trademarks, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing the Trademarks; and

(c) any and all proceeds of any of the foregoing, including any claims by Grantor against third parties for past, present and future infringement of the Trademarks or any licenses with respect thereto.

The lien and security interest contained in this Agreement is granted in conjunction with the liens and security interests granted to Collateral Agent pursuant to the Security Agreement.

Grantor hereby acknowledges and affirms that the rights and remedies of Collateral Agent with respect to the liens and security interests in the Collateral made and granted hereby are more fully set forth in the Indenture, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

IN WITNESS WHEREOF, Grantor has executed this Agreement by its duly authorized officer as of the date first written above.

"Grantor"

NEW YORK-NEW YORK HOTEL & CASINO,
LLC,
a Nevada limited liability company

By: 

Name: John M. McManus

Title: Assistant Secretary

Address:

c/o MGM MIRAGE
3600 Las Vegas Boulevard South
Las Vegas, Nevada 89109

ACCEPTED AND AGREED
AS OF THE DATE FIRST
ABOVE WRITTEN:

"Collateral Agent"

U.S. Bank, National Association

By: 

Name: Raymond S. Haverstock

Title: Vice President

SCHEDULE 1

Existing and Pending Trademarks

<i>County</i>	<i>Trrademark</i>	<i>App. No.</i>	<i>Filing Date</i>	<i>Reg. No.</i>	<i>Reg. Date</i>	<i>Status</i>
Australia	NINE FINE CHEFS	960524	4-Jul-2003	960524	23-Feb-2004	Registered
Australia	NINE FINE IRISHMEN	960525	4-Jul-2003	960525	23-Feb-2004	Registered
Canada	NINE FINE IRISHMEN	1183800	8-Jul-2003	680507	26-Jan-2007	Registered
European Community	NEW YORK NEW YORK HOTEL & CASINO	002382844	20-Sep-2001	002382844	4-Jun-2003	Registered
European Community	NINE FINE CHEFS	003260874	8-Jul-2003	003260874	22-Nov-2004	Registered
European Community	NINE FINE IRISHMEN	003051596	13-Feb-2003	003051596	6-Dec-2004	Registered
Mexico	NINE FINE CHEFS	609324	9-Jul-2003	854667	8-Oct-2004	Registered
Mexico	NINE FINE IRISHMEN	609321	9-Jul-2003	839623	23-Jun-2004	Registered
Mexico	NINE FINE IRISHMEN	609322	9-Jul-2003	839624	23-Jun-2004	Registered
Mexico	NINE FINE IRISHMEN	609323	9-Jul-2003	839625	23-Jun-2004	Registered
Nevada	NEW YORK NEW YORK HOTEL & CASINO	TM00290749	14-Feb-1997	TM00290749	14-Feb-1997	Registered
Nevada	NEW YORK NEW YORK HOTEL & CASINO	TM00290750	14-Feb-1997	TM00290750	14-Feb-1997	Registered
Nevada	NEW YORK NEW YORK HOTEL & CASINO	TM00290751	14-Feb-1997	TM00290751	14-Feb-1997	Registered
Nevada	NEW YORK NEW YORK HOTEL & CASINO	TM00290752	14-Feb-1997	TM00290752	14-Feb-1997	Registered
Nevada	NEW YORK NEW YORK HOTEL & CASINO	TM00290753	14-Feb-1997	TM00290753	14-Feb-1997	Registered
Nevada	NEW YORK NEW YORK HOTEL & CASINO	TM00290754	14-Feb-1997	TM00290754	14-Feb-1997	Registered
Nevada	NEW YORK NEW YORK HOTEL & CASINO	SM00290743	14-Feb-1997	SM00290743	14-Feb-1997	Registered
Nevada	NEW YORK NEW YORK HOTEL & CASINO	SM00290744	14-Feb-1997	SM00290744	14-Feb-1997	Registered
Nevada	NEW YORK NEW YORK HOTEL & CASINO	SM00290745	14-Feb-1997	SM00290745	14-Feb-1997	Registered

Nevada	NEW YORK NEW YORK HOTEL & CASINO	SM00290746	14-Feb-1997	SM00290746	14-Feb-1997	Registered
Nevada	NEW YORK NEW YORK HOTEL & CASINO	SM00290747	14-Feb-1997	SM00290747	14-Feb-1997	Registered
Nevada	NEW YORK NEW YORK HOTEL & CASINO	SM00290748	14-Feb-1997	SM00290748	14-Feb-1997	Registered
New Zealand	NINE FINE CHEFS	682207	4-Jul-2003	682207	4-Jul-2003	Registered
New Zealand	NINE FINE IRISHMEN	682204	4-Jul-2003	682204	4-Jul-2003	Registered
New Zealand	NINE FINE IRISHMEN	682205	4-Jul-2003	682205	4-Jul-2003	Registered
New Zealand	NINE FINE IRISHMEN	682206	4-Jul-2003	682206	4-Jul-2003	Registered
United States of America	BINGE	77/150179	5-Apr-2007			Published
United States of America	HEAD	77/185990	21-May-2007			Published
United States of America	POUR24 (STYLIZED)	77/393895	11-Feb-2008	35504508	23-Sep-2008	Registered
United States of America	GRUB - 43	77/306625	17-Oct-2007			Pending
United States of America	TRUE TO THE CORE - 41	77/427130	20-Mar-2008			Published
United States of America	BAR AT TIMES SQ. WORLD'S GREATEST DUELING PIANOS NEW YORK- NEW YORK	78/469404	18-Aug-2004	3081788	18-Apr-2006	Registered
United States of America	BIG APPLE BAR - 41, 43	76/510583	1-May-2003			Pending
United States of America	BIG APPLE BAR & DESIGN - 43	78/940314	28-Jul-2006	3312526	16-Oct-2007	Registered
United States of America	CLICK IT FOR A TICKET - 41	76/587374	15-Apr-2004	2987022	23-Aug-2005	Registered
United States of America	CLICK IT FOR A TICKET & DESIGN - 41	76/587373	15-Apr-2004	2964798	5-Jul-2005	Registered
United States of America	GAMING ON THE GREEN - 41	76/510584	1-May-2003	2901217	9-Nov-2004	Registered
United States of America	LIVE FREE. DINE WELL. DRINK GOOD BEER - 43	76/581691	15-Mar-2004	3010147	1-Nov-2005	Registered
United States of America	MANHATTAN EXPRESS - 41	75/100306	8-May-1996	2149719	7-Apr-1998	Registered
United States of America	NEW YORK NEW YORK - 41	74/728582	13-Sep-1995	2187031	8-Sep-1998	Registered

United States of America	NEW YORK NEW YORK - 42	74/728583	13-Sep-1995	2187032	8-Sep-1998	Registered
United States of America	NEW YORK NEW YORK HOTEL & CASINO - 42	75/928392	23-Feb-2000	2442508	10-Apr-2001	Registered
United States of America	NEW YORK NEW YORK HOTEL & CASINO - 41	75/926874	23-Feb-2000	2436898	20-Mar-2001	Registered
United States of America	NEW YORK NEW YORK HOTEL & CASINO LAS VEGAS (STYLIZED) - 21	77/054314	30-Nov-2006			Pending
United States of America	NEW YORK NEW YORK HOTEL & CASINO LAS VEGAS (STYLIZED) - 28	77/054329	30-Nov-2006			Pending
United States of America	NEW YORK NEW YORK HOTEL & CASINO LAS VEGAS (STYLIZED) - 16	77/054306	30-Nov-2006			Pending
United States of America	NEW YORK NEW YORK HOTEL & CASINO LAS VEGAS (STYLIZED) - 41	77/055053	1-Dec-2006	3346902	4-Dec-2007	Registered
United States of America	NEW YORK NEW YORK HOTEL & CASINO LAS VEGAS (STYLIZED) - 44	77/055069	1-Dec-2006	3346904	4-Dec-2007	Registered
United States of America	NEW YORK NEW YORK HOTEL & CASINO LAS VEGAS (STYLIZED) - 3	77/054290	30-Nov-2006			Pending
United States of America	NEW YORK NEW YORK HOTEL & CASINO LAS VEGAS (STYLIZED) - 14	77/054297	30-Nov-2006			Pending
United States of America	NEW YORK NEW YORK HOTEL & CASINO LAS VEGAS (STYLIZED) - 43	77/055063	1-Dec-2006	3346903	4-Dec-2007	Registered
United States of America	NEW YORK NEW YORK HOTEL & CASINOLAS VEGAS (STYLIZED) - 25	77/054323	30-Nov-2006			Pending

United States of America	NEW YORK NEW YORK HOTEL & CASINO LAS VEGAS & DESIGN - 41	76/519842	5-Jun-2003	2912175	21-Dec-2004	Registered
United States of America	NEW YORK NEW YORK HOTEL & CASINO LAS VEGAS & DESIGN - 43	76/519841	5-Jun-2003	2915641	4-Jan-2005	Registered
United States of America	NEW YORK- NEW YORK \$5 HOTEL & CASINO LAS VEGAS NV - 28	75/455795	24-Mar-1998	2228777	2-Mar-1999	Registered
United States of America	NEW YORK- NEW YORK HOTEL & CASINO NY EACH ONE TEACH ONE LITERACY PROGRAM - 41	78/713070	14-Sep-2005	3180077	5-Dec-2006	Registered
United States of America	NINE FINE IRISHMEN - 21	78/268921	30-Jun-2003	2981897	2-Aug-2005	Registered
United States of America	NINE FINE IRISHMEN - 25	78/268913	30-Jun-2003	2945111	26-Apr-2005	Registered
United States of America	NINE FINE IRISHMEN - 42	76/191871	9-Jan-2001	2776221	21-Oct-2003	Registered
United States of America	NINE FINE IRISHMEN & DESIGN - 21	78/442956	29-Jun-2004	2992272	6-Sep-2005	Registered
United States of America	NINE FINE IRISHMEN & DESIGN - 25	78/442962	29-Jun-2004	2992273	6-Sep-2005	Registered
United States of America	NINE FINE IRISHMEN & DESIGN - 43	78/442969	29-Jun-2004	2989596	30-Aug-2005	Registered
United States of America	SECSEA - 43	77/114603	23-Feb-2007			Registered
United States of America	SIN E RI-RA - 41	78/446464	6-Jul-2004	2994939	13-Sep-2005	Registered
United States of America	SIN E RI-RA & DESIGN - 41	78/446479	6-Jul-2004	2989703	30-Aug-2005	Registered
United States of America	SOHO VILLAGE THE SHOPPING DISTRICT AT NEW YORK-NEW YORK & DESIGN - 35	78/471345	20-Aug-2004	3311662	16-Oct-2007	Registered
United States of America	THE BAR AT TIMES SQUARE - 42	75150739	14-Aug-1996	2184688	25-Aug-1998	Registered
United States of America	THE GREATEST CITY IN LAS VEGAS - 41, 42	75/069111	7-Mar-1996	2102182	30-Sep-1997	Registered

United States of America	WITH LIBERTY AND LUCK FOR ALL - 41	75/177946	7-Oct-1996	2155680	5-May-1998	Registered
United States of America	TRUE TO THE CORE - 43	77/427128	20-Mar-2008			Published