

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	First Amendment to Second Amended and Restated Trademark Collateral Assignment

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pinnacle Entertainment, Inc.		08/10/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Barclays Bank PLC
Street Address:	200 Park Avenue
Internal Address:	Attn: Craig Malloy
City:	New York
State/Country:	NEW YORK
Postal Code:	10166
Entity Type:	LIMITED LIABILITY COMPANY: UNITED KINGDOM

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	3387073	BONUS REWARDS
Registration Number:	3421402	BONUS REWARDS
Registration Number:	3325990	CONTRABAND BAYOU
Registration Number:	3535039	EASY TO LOVE. HARD TO LEAVE.
Registration Number:	3325991	GLOBAL
Registration Number:	3468405	L'AUBERGE DU LAC
Registration Number:	3468404	L'AUBERGE DU LAC
Registration Number:	3329870	L'AUBERGE DU LAC
Registration Number:	3423266	L'AUBERGE DU LAC
Registration Number:	3104547	L'AUBERGE DU LAC
Registration Number:	3329871	L'AUBERGE DU LAC
Registration Number:	3436519	L'AUBERGE DU LAC
Registration Number:	3325119	L'AUBERGE DU LAC

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Registration Number:	3436520	L'AUBERGE DU LAC
Registration Number:	3325120	L'AUBERGE DU LAC
Registration Number:	3204276	L'AUBERGE DU LAC
Registration Number:	3628952	LUMIERE PLACE
Registration Number:	3617680	LUMIERE PLACE
Registration Number:	3617682	LUMIERE PLACE
Registration Number:	3308403	NEVIE BEACH CLUB
Registration Number:	3424108	SPA DU LAC
Registration Number:	3357169	SPA DU LAC
Registration Number:	2836154	YOUR HOST ON THE COAST

CORRESPONDENCE DATA

Fax Number: (714)755-8290

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

Email: ipdocket@lw.com

Correspondent Name: Latham & Watkins, Attn: Julie Dalke

Address Line 1: 650 Town Center Dr, 20th fl

Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	030705-0060
NAME OF SUBMITTER:	Adam Kummins
Signature:	/Adam Kummins/
Date:	08/10/2009

Total Attachments: 5

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**FIRST AMENDMENT TO SECOND AMENDED AND RESTATED TRADEMARK
COLLATERAL ASSIGNMENT**

This FIRST AMENDMENT TO SECOND AMENDED AND RESTATED TRADEMARK COLLATERAL ASSIGNMENT ("First Amendment"), dated as of AUGUST 10, 2009, is made by Pinnacle Entertainment, Inc. ("Grantor"), in favor of BARCLAYS BANK PLC ("Barclays") as the successor to the Secured Party (as that term is defined in the Second Amended and Restated Trademark Collateral Assignment as hereinafter defined). Any capitalized terms used herein and not defined herein shall have the meanings ascribed thereto in the Second Amended and Restated Trademark Collateral Assignment.

WHEREAS, Grantors entered into that certain Second Amended and Restated Trademark Collateral Assignment, dated as of December 14, 2005, in favor of Lehman Commercial Paper Inc. ("LCPI"), as the original administrative agent under the Second Amended and Restated Credit Agreement for the ratable benefit of each of the Lenders which are parties to the Second Amended and Restated Credit Agreement from time to time (the "Second Amended and Restated Trademark Collateral Assignment").

WHEREAS, pursuant to that certain ASSIGNMENT AND ASSUMPTION (INTELLECTUAL PROPERTY), recorded with the USPTO on July 24, 2009, at Reel/Frame No. 004031/0434, LCPI's interest as Secured Party under the Second Amended and Restated Trademark Collateral Assignment was assigned to, and assumed by, Barclays.

WHEREAS, Grantor has acquired certain additional trademarks registered with the USPTO, as indicated on Exhibit A attached hereto (the "Additional Marks"), and Secured Party and Grantor desire to amend Schedule 1 of the Second Amended and Restated Trademark Collateral Assignment ("Schedule 1") to include the Additional Marks.


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. Schedule 1. Schedule 1 shall be amended to include the Additional Marks. The security interest granted to Secured Party under the Second Amended and Restated Trademark Collateral Assignment shall extend to the Additional Marks, and the Additional Marks shall be, and be deemed to be, part of the Collateral.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Grantor has executed this First Amendment to Second Amended and Restated Trademark Collateral Assignment by its duly authorized officer as of the date first written above.

PINNACLE ENTERTAINMENT, INC.,
a Delaware corporation

By: 
Name: Stephen H. Capp
Title: Executive Vice President and
Chief Financial Officer

ACCEPTED AND AGREED
AS OF THE DATE FIRST
ABOVE WRITTEN:

"Secured Party"

BARCLAYS BANK PLC,
as Administrative Agent

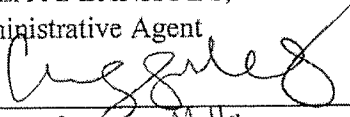

By: 
Name: Craig S. Malloy
Title: Director

Exhibit A

Mark	Owner/Assignee	Class(es)	Registration Number	Registration Date
BONUS REWARDS	Pinnacle Entertainment, Inc.	41	3387073	2/19/2008
	Pinnacle Entertainment, Inc.	41	3421402	5/6/2008
CONTRABAND BAYOU	Pinnacle Entertainment, Inc.	41	3325990	10/30/2007
EASY TO LOVE. HARD TO LEAVE.	Pinnacle Entertainment, Inc.	41, 43	3535039	11/18/2008
GLOBAR	Pinnacle Entertainment, Inc.	41, 43	3325991	10/30/2007
L'AUBERGE DU LAC	Pinnacle Entertainment, Inc.	16	3468405	7/15/2008
L'AUBERGE DU LAC	Pinnacle Entertainment, Inc.	18	3468404	7/15/2008
L'AUBERGE DU LAC	Pinnacle Entertainment, Inc.	21	3329870	11/6/2007
L'AUBERGE DU LAC	Pinnacle Entertainment, Inc.	25	3423266	5/6/2008
L'AUBERGE DU LAC	Pinnacle Entertainment, Inc.	25	3104547	6/13/2006
L'AUBERGE DU LAC	Pinnacle Entertainment, Inc.	28	3329871	11/6/2007
L'AUBERGE DU LAC	Pinnacle Entertainment, Inc.	35	3436519	5/27/2008
L'AUBERGE DU LAC	Pinnacle Entertainment, Inc.	39	3325119	10/30/2007
L'AUBERGE DU LAC	Pinnacle Entertainment, Inc.	41	3436520	5/27/2008
L'AUBERGE DU LAC	Pinnacle Entertainment, Inc.	43	3325120	10/30/2007
L'AUBERGE DU LAC	Pinnacle Entertainment, Inc.	44	3204276	1/30/2007
LUMIERE PLACE	Pinnacle Entertainment, Inc.	36	3628952	5/26/2009
LUMIERE PLACE	Pinnacle Entertainment, Inc.	41	3617680	5/5/2009
LUMIERE PLACE	Pinnacle Entertainment, Inc.	43	3617682	5/5/2009
NEVIE BEACH CLUB	Pinnacle Entertainment, Inc.	43	3308403	10/9/2007
SPA DU LAC	Pinnacle Entertainment, Inc.	3	3424108	5/6/2008

Mark	Owner/Assignee	Class(es)	Registration Number	Registration Date
SPA DU LAC	Pinnacle Entertainment, Inc.	44	3357169	12/18/2007
YOUR HOST ON THE COAST	Pinnacle Entertainment, Inc.	41	2836154	4/27/2004