

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
Barona Group of Capitan Grande Band of Mission Indians of the Barona Reservation, California, also known as the Barona Capitan Grande Band of Diegueno Mission Indians of the Barona Indian Reservation		08/28/2009	Federally Recognized Indian Tribe: UNITED STATES

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association, as Administrative Agent
Street Address:	3800 Howard Hughes Pkwy, 4th Floor
Internal Address:	Attn: Clark Wood, Sr. Vice President
City:	Las Vegas
State/Country:	CALIFORNIA
Postal Code:	89109
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	2520132	ARE YOU IN?
Registration Number:	2880266	BARONA COFFEE COMPANY
Registration Number:	2934722	BARONA COFFEE COMPANY
Registration Number:	3561081	BARONA'S SLOT LEAGUE
Registration Number:	3561082	BARONA'S SLOT LEAGUE
Registration Number:	2880265	BARONA VALLEY RANCH
Registration Number:	3194106	DOUBLE COVER
Registration Number:	3651132	LOOSEST BLACKJACK. MORE WINNERS!
Registration Number:	2552498	LOOSEST SLOTS, MORE WINNERS.

CH \$390.00 2520132

Registration Number:	3544827	WHAT WILL YOUR BARONA MOMENT BE?
Registration Number:	2964267	WHERE THE REAL PLAYERS PLAY
Serial Number:	77685753	LOOSEST CASINO, MORE WINNERS!
Serial Number:	77685470	MYVIEW
Serial Number:	77685620	MYVIEW AT BARONA
Serial Number:	77685746	LOOSEST VIDEO POKER. MORE WINNERS!

CORRESPONDENCE DATA

Fax Number: (213)612-2499
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 213-629-2020
Email: lpartmann@orrick.com
Correspondent Name: David Lin
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:	1696-300/1640
NAME OF SUBMITTER:	David Lin
Signature:	/David Lin/
Date:	09/23/2009

Total Attachments: 4
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GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of August 28, 2009, is executed by the Barona Group of Capitan Grande Band of Mission Indians of the Barona Reservation, California, also known as the Barona Capitan Grande Band of Diegueno Mission Indians of the Barona Indian Reservation, and also known as the Barona Band of Mission Indians, a federally recognized Indian tribal entity (the "Tribe"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association, as the Administrative Agent (in such capacity, the "Administrative Agent").

A. The Tribe has entered into that certain Tribal Agreement, dated as of August 28, 2009 (as amended, restated, supplemented or otherwise modified from time to time, the "Tribal Agreement"), between the Tribe and Administrative Agent.

B. The Tribe has adopted, used and is using the registered trademarks, and has submitted applications for registration and intends to use all other trademarks, all as more particularly described on Schedules 1-A and 1-B 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 "Trademarks").

C. The Tribe has entered into a Security Agreement, dated as of August 28, 2009 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent.

D. Pursuant to the Security Agreement, the Tribe has granted to the Administrative Agent a security interest in all right, title and interest of the Tribe in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks 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, the Tribe 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.

The Tribe 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.

This Grant of Security Interest is subject to the sovereign immunity waiver, jurisdictional waivers and consents and other general provisions of Article 5 of the Tribal Agreement which provisions are applicable hereto and incorporated herein by this reference.

The Administrative Agent's address is:

Wells Fargo Bank, National Association
3800 Howard Hughes Pkwy 4th Floor
Las Vegas, Nevada 89109
Attn: Clark Wood, Senior Vice President
Telephone: 702-791-6351
Fax: 702-791-6248

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

BARONA GROUP OF CAPITAN GRANDE
BAND OF MISSION INDIANS OF THE
BARONA RESERVATION, CALIFORNIA, also
known as the BARONA CAPITAN GRANDE
BAND OF DIEGUENO MISSION INDIANS OF
THE BARONA INDIAN RESERVATION, and
also known as the BARONA BAND OF MISSION
INDIANS

By: 
Name: Edwin "Thorpe" Romero
Title: Chairman

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Mark</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
Are You In?	December 18, 2001	2520132
Barona Coffee Company (Name)	August 31, 2004	2880266
Barona Coffee Company (Logo)	March 22, 2005	2934722
Barona's Slot League (Name)	January 13, 2009	3561081
Barona's Slot League (Logo)	January 13, 2009	3561082
Barona Valley Ranch	August 31, 2004	2880265
Double Cover	January 2, 2007	3194106
Loosest Blackjack, More Winners!	July 7, 2009	3651132
Loosest Slots, More Winners!	March 26, 2002	2552498
What will your Barona moment be?	December 9, 2008	3544827
Where the Real Players Play	June 28, 2005	2964267

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Filing Date</u>	<u>Application No.</u>
Loosest Casino, More Winners!	March 6, 2009	77685753
myView (Name)	March 6, 2009	77685470
myVIEW at Barona (logo)	March 6, 2009	77685620
Loosest Video Poker. More Winners!	March 6, 2009	77685746