

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 Tropicana Holdings, Inc.		03/08/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Icahn Agency Services, LLC
Street Address:	767 Fifth Avenue, 47th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10153
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	2340391	EVERY DAY'S A PARTY
Registration Number:	1563835	TROP WORLD
Registration Number:	1601455	AZTAR
Registration Number:	1601456	AZTAR
Registration Number:	1950116	DIAMOND CLUB
Registration Number:	2308620	WORLDS OF CASH
Registration Number:	2766270	JACKPOT PARADISE
Registration Number:	2767943	CHICKEN CHALLENGE
Registration Number:	2805598	GAZILLIONS
Registration Number:	2820049	DIAMOND CLUB
Registration Number:	2828414	THE AMAZING CASH CONTRAPTION
Registration Number:	2977511	INSTANT PAY- YOUR TICKET TO NO MORE WAITING
Registration Number:	3141329	PERFECT ACCESSORIES & LEATHER
Registration Number:	3212147	BELLE OF BATON ROUGE

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Registration Number:	1933104	BELLE OF BATON ROUGE
Registration Number:	2385072	PASSAGGIO MARINARA SAUCE THICK AND SAVORY MEATLESS SAUCE FOR PASTA ITALIAN GARDENS
Registration Number:	1663682	LAKE TAHOE HORIZON
Registration Number:	2879029	HORIZON
Registration Number:	3197619	MONTBLEU RESORT CASINO & SPA
Registration Number:	3197614	MONTBLEU
Registration Number:	1270320	TROP
Registration Number:	1530186	TROPICANA
Registration Number:	1558460	TROP PARK
Registration Number:	1572514	TROPICANA
Registration Number:	2971227	THE QUARTER AT TROPICANA
Registration Number:	3706926	TROPICANA GETAWAYS
Serial Number:	77211629	TROPICANA GETAWAYS
Serial Number:	77759103	THE TROP LAS VEGAS EST. 1957
Serial Number:	77759101	THE TROP LAS VEGAS EST. 1957
Serial Number:	77759098	TROPICANA ENTERTAINMENT
Serial Number:	77759100	TROPICANA ENTERTAINMENT
Serial Number:	77750497	UNINTERRUPTED PLAY
Serial Number:	77750499	UNINTERRUPTED PLAY

CORRESPONDENCE DATA

Fax Number: (702)382-8135
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 7023822101
Email: lvpto@bhfs.com, knyquist@bhfs.com, jobermeyer@bhfs.com
Correspondent Name: Kelley L. Nyquist
Address Line 1: 100 N. City Parkway, Suite 1600
Address Line 4: Las Vegas, NEVADA 89106

ATTORNEY DOCKET NUMBER:	12960TROPICANA
NAME OF SUBMITTER:	Kelley L. Nyquist
Signature:	/Kelley L. Nyquist/
Date:	03/19/2010

Total Attachments: 6
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

INTELLECTUAL PROPERTY SECURITY AGREEMENT dated as of March 8, 2010, by NEW TROPICANA HOLDINGS, INC., a Delaware Corporation ("Loan Party"), in favor of ICAHN AGENCY SERVICES LLC, a Delaware limited liability company ("Collateral Agent").

WHEREAS, pursuant to that certain Guarantee and Collateral Agreement, of even date herewith (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), among Loan Party, Collateral Agent and certain other parties thereto, in order to secure payments of certain Obligations (as defined in the Collateral Agreement), Loan Party hereby assigns, pledges and grants to Collateral Agent a continuing security interest in and to all of the Collateral whether now owned or hereafter acquired and whether now existing or hereafter arising (as defined in the Collateral Agreement) including, without limitation, the copyrights listed on Schedule I hereto, and the trademarks and trademark applications listed on Schedule II hereto (the "Intellectual Property"). Until all of the Obligations have been indefeasibly paid in full, Collateral Agent shall retain its security interest in the Intellectual Property granted herein and in the Collateral Agreement.

NOW, THEREFORE, for the consideration set forth herein and in the Collateral Agreement, the parties hereby agree that Loan Party, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of its Obligations under the Collateral Agreement, hereby collaterally assigns, conveys, mortgages, pledges, hypothecates and transfers to Collateral Agent, and grants Collateral Agent a lien on and security interest in, all of its right, title and interest in, to and under the Intellectual Property (including (i) all reissues, continuations, renewals or extensions of the foregoing, (ii) all goodwill of the business connected with the use of, and symbolized by, each Intellectual Property, and (iii) all products and proceeds of the foregoing).

IN WITNESS WHEREOF, Loan Party has caused this INTELLECTUAL PROPERTY SECURITY AGREEMENT to be executed and delivered by its duly authorized officer as of the date first set forth above.

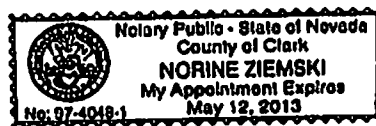
NEW TROPICANA HOLDINGS, INC.

By: [Signature]
Name: Scott C. Butera
Title: President

STATE OF Nevada ss.
COUNTY OF Clark

On this 8 day of March 2010, before me personally appeared Scott C. Butera, who proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of New Tropicana Holdings, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said company, that the said instrument was signed on behalf of said company and that he acknowledged said instrument to be the free act and deed of said company.

[Signature]
Notary Public



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ACCEPTED AND ACKNOWLEDGED BY:

ICAHN AGENCY SERVICES LLC

By: Keith Cosgro
Name:
Title:

{Acknowledgement to New Tropicana Holdings IP Security Agreement}

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Schedule II
Copyrights

Title	Reg. No.	Reg. Date	Author
Tropicana / words and music by Leon Berezow.	PA110827	05-21-1981	Leon Berezow (Employee)
Poker rating software.	TXu855166	12-30-1998	N/A
Poker rating software.	TX0005148975	03-30-2000	Paul Eggers (Employee)
On the wings of eagles.	VA989050	06-22-1999	N/A

Schedule II
Trademarks

U.S. Trademark Registrations

<u>Mark</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
EVERY DAY'S A PARTY (Stylized)	04-11-2000	2,340,391 ✓
TROP WORLD	10-31-1989	1,563,835 ✓
AZTAR (Stylized)	06-12-1990	1,601,455 ✓
AZTAR	06-12-1990	1,601,456 ✓
DIAMOND CLUB (Stylized)	01-23-1996	1,950,116 ✓
WORLDS OF CASH	01-18-2000	2,308,620 ✓
JACKPOT PARADISE	09-23-2003	2,766,270 ✓
CHICKEN CHALLENGE	09-23-2003	2,767,943 ✓
GAZILLIONS	01-13-2004	2,805,598 ✓
DIAMOND CLUB	03-2-2004	2,820,049 ✓
THE AMAZING CASH CONTRAPTION	03-30-2004	2,828,414 ✓
INSTANT PAY - YOUR TICKET TO NO MORE WAITING	07-26-2005	2,977,511 ✓
PERFECT ACCESSORIES & LEATHER	09-12-2006	3,141,329 ✓
BELLE OF BATON ROUGE	02-27-2007	3,212,147 ✓
BELLE OF BATON ROUGE	11-07-1995	1,933,104 ✓
PASSAGGIO MARINARA SAUCE THICK AND SAVORY MEATLESS SAUCE FOR PASTA ITALIAN GARDENS (and Design)	09-12-2000	2,385,072 ✓
LAKE TAHOE HORIZON	11-05-1991	1,663,682 ✓
HORIZON	08-31-2004	2,879,029 ✓

<u>Mark</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
MONTBLEU RESORT CASINO & SPA (and Design)	01-09-2007	3,197,619
MONTBLEU	01-09-2007	3,197,614
TROP	03-13-1984	1,270,320
TROPICANA	03-14-1989	1,530,186
TROP PARK	09-26-1989	1,558,460
TROPICANA	12-19-1989	1,572,514
THE QUARTER AT TROPICANA	07-19-2005	2,971,227
TROPICANA GETAWAYS	11-03-2009	3,706,926

U.S. Trademark Applications

<u>Mark</u>	<u>Filing Date</u>	<u>Application No.</u>
TROPICANA GETAWAYS	06-21-2007	77/211,629
THE TROP LAS VEGAS EST. 1957 (and Design)	06-13-2009	77/759,103
THE TROP LAS VEGAS EST. 1957 (and Design)	06-13-2009	77/759,101
TROPICANA ENTERTAINMENT (and Design)	06-13-2009	77/759,098
TROPICANA ENTERTAINMENT (and Design)	06-13-2009	77/759,100
UNINTERRUPTED PLAY	06-02-2009	77/750,497
UNINTERRUPTED PLAY	06-02-2009	77/750,499

State Trademark Registrations

<u>State</u>	<u>Mark</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
NEVADA	AZTAR	09-07-1989	SM00220961
MISSOURI	CASINO AZTAR AND DESIGN	06-7-1996	S13632
INDIANA	CASINO AZTAR	07-23-1996	5010-3915
NEW JERSEY	TROPICANA	07-08-1991	9949
NEW JERSEY	TROPICANA	07-11-1991	9965
LOUISIANA	BELLE OF BATON ROUGE (trademark)	06-04-2009	PAT 60-6796
LOUISIANA	BELLE OF BATON ROUGE (trade name)	06-04-2009	PAT 60-6795
LOUISIANA	BELLE OF BATON ROUGE (service mark)	06-04-2009	PAT 60-6797
LOUISIANA	BELLE OF BATON ROUGE CASINO (service mark)	06-04-2009	PAT 60-6800
LOUISIANA	BELLE OF BATON ROUGE CASINO (trademark)	06-04-2009	PAT 60-6799
LOUISIANA	BELLE OF BATON ROUGE CASINO (trade name)	06-04-2009	PAT 60-6798
NEVADA	RIVER PALMS RESORT CASINO	07-30-1998	SM00310152
NEVADA	RIVER PALMS RESORT CASINO	07-30-1998	SM00310153

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