

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	04/12/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, N.A.	FORMERLY Wachovia Bank, National Association	05/18/2010	National Association:

RECEIVING PARTY DATA

Name:	Cantor Fitzgerald Securities
Street Address:	110 East 59th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	General Partnership: NEW YORK

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	2389433	RIVIERA
Registration Number:	2527890	JACK POTS
Registration Number:	2404697	JACK POTS
Registration Number:	2527889	LOOSIE SLOTS
Registration Number:	2547701	LOOSIE SLOTS
Registration Number:	2392131	LOOSIE SLOTS
Registration Number:	2249207	NICKEL HEAVEN
Registration Number:	2247039	SPLASH
Registration Number:	2237993	\$40 FOR \$20
Registration Number:	2190249	THE ENTERTAINMENT CENTER OF LAS VEGAS
Registration Number:	2297193	RIVIERA
Registration Number:	2090347	RIVIERA

900166640

TRADEMARK
 REEL: 004239 FRAME: 0579

CH \$465.00 2389433

Registration Number:	1964935	SPLASH
Registration Number:	3388841	RIVIERA
Registration Number:	1588239	THE STAR OF LAS VEGAS
Registration Number:	1579483	GAMBLER'S SPREE
Registration Number:	1575681	PULL FOR THE GOLD
Registration Number:	2422235	WHERE VEGAS MEETS THE ROCKIES

CORRESPONDENCE DATA

Fax Number: (212)504-6666

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

Phone: 212-504-6526

Email: anna.erenburg@cwt.com

Correspondent Name: Anna Erenburg

Address Line 1: Cadwalader, Wickersham & Taft LLP

Address Line 2: One World Financial Center

Address Line 4: New York, NEW YORK 10281

ATTORNEY DOCKET NUMBER:	99716.009
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NAME OF SUBMITTER:	Anna Erenburg
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Signature:	/Anna Erenburg/
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Date:	07/09/2010
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Total Attachments: 4

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**CONFIRMATORY ASSIGNMENT OF
SECURITY INTEREST IN INTELLECTUAL PROPERTY**

THIS CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY (this "Assignment"), effective as of April 12, 2010, is made by WELLS FARGO BANK, N.A., a National Association, as successor-by-merger to WACHOVIA BANK, NATIONAL ASSOCIATION, having an address at 201 South College Street, CP-8, Charlotte, North Carolina 28288, in its capacity as administrative agent (the "Existing Agent/Assignor") for the Lenders party to (a) that certain Security Agreement, dated as of June 8, 2007 (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Security Agreement"), made by RIVIERA HOLDINGS CORPORATION, a Nevada corporation (the "Borrower"), and certain Domestic Subsidiaries of the Borrower from time to time party to the Security Agreement (the "Guarantors"); and the Guarantors together with the Borrower collectively, the "Obligors") and in favor of WACHOVIA BANK, NATIONAL ASSOCIATION as administrative agent for certain Lenders; (b) that certain Credit Agreement, dated as of June 8, 2007 (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Credit Agreement"), among the Borrower, Obligors, the several Lenders from time to time party to the Credit Agreement, and the Existing Agent/Assignor; (c) that certain Successor Agent Agreement, dated as of April 8, 2010 (the "Successor Agent Agreement"), among the Borrower, the Existing Agent/Assignor, and CANTOR FITZGERALD SECURITIES ("CF"), a New York General Partnership, having an address at 110 East 59th Street, New York, NY 10022, and in favor of CF.

W I T N E S S E T H :

WHEREAS, pursuant to the Security Agreement, the Borrower has granted to an Administrative Agent a continuing security interest in, and a continuing lien upon, all Collateral, including trademarks listed on the annexed Exhibit A, together with the goodwill of the business connected with the use of and symbolized by the said trademarks, which security interest has not been terminated;

WHEREAS, pursuant to the Successor Agent Agreement, as of April 12, 2010 CF succeeded the Existing Agent/Assignor as the Administrative Agent under the Security Agreement and the Credit Agreement, and, accordingly, CF has succeeded to the rights and duties of the Existing Agent/Assignor;

WHEREAS, the parties hereto desire to confirm in this Assignment the assignment and transfer of the Existing Agent/Assignor's entire right and interest as the Administrative Agent in and to the said Collateral, including trademarks listed on the annexed Exhibit A together with the goodwill of the business connected with the use of and symbolized by the said trademarks, unto CF as the successor Administrative Agent on and as of April 12, 2010;

NOW, THEREFORE, in consideration of the promises contained herein and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Existing Agent/Assignor and CF hereby agree as follows:

SECTION 1. Definitions. Capitalized terms used but not defined herein shall have the meanings given to them in the Security Agreement, the Credit Agreement, or the Successor Agent Agreement, as applicable.

SECTION 2. Assignment of the Security Interest. The Existing Agent/Assignor hereby assigns and transfers to CF all its rights, obligations and remedies as the Administrative Agent, including but not limited to the security interest in the Collateral now owned or existing or at any time hereafter arising, owned, or acquired by the Obligors or in which the Obligors now have or at any time in the future may acquire any right, title or interest (including, without limitation, those trademarks listed on Schedules A hereto) as collateral security for the prompt and complete payment and performance when due of such Obligors' obligations.

SECTION 3. Purpose. This Assignment has been executed and delivered by the Existing Agent/Assignor for the purpose of recording the transfer of all its rights, obligations and remedies as the Administrative Agent, including but not limited to the transfer of the Existing Agent/Assignor's security interest in the Trademarks, with the United States Patent and Trademark Office and any other United States or foreign entity that requires or allows the (a) recordation of the grant of security interest and/or (b) the transfer of such security interest.

SECTION 4. Governing Law. THIS ASSIGNMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

SECTION 5. Counterparts. This Assignment may be executed by one or more of the parties to this Assignment on any number of separate counterparts (including by telecopy), and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS WHEREOF, each of the undersigned has caused this Assignment to be duly executed and delivered effective as of April 12, 2010.

WELLS FARGO BANK, N.A.,
successor-by-merger to WACHOVIA BANK, NATIONAL ASSOCIATION
as existing administrative agent/assignor

By Katharine A. Haskness
Name: Katharine A. Haskness
Title: Managing Director

ACKNOWLEDGED BY:

CANTOR FITZGERALD SECURITIES,
as Administrative Agent and assignee hereunder

By

Name:

Title:

[Signature]
[Signature]
CEO



[Signature page - Agency - Riviera - IP Security Agreement Assignment -- Trademarks]

Exhibit A

TRADEMARKS

<u>Serial No. or Registration No.</u>	<u>Mark</u>	<u>Owner</u>
2422235	WHERE VEGAS MEETS THE ROCKIES	Riviera Black Hawk, Inc.
2389433	RIVIERA	Riviera Operating Corporation
2527890	JACK POTS	Riviera Operating Corporation
2404697	JACKPOTS	Riviera Operating Corporation
2527889	LOOSIE SLOTS	Riviera Operating Corporation
2547701	LOOSIE SLOTS	Riviera Operating Corporation
2392131	LOOSIE SLOTS	Riviera Operating Corporation
2249207	NICKEL HEAVEN	Riviera Operating Corporation
2247039	SPLASH and Design	Riviera Operating Corporation
2237993	\$40 FOR \$20	Riviera Operating Corporation
2190249	THE ENTERTAINMENT CENTER OF LAS VEGAS	Riviera Operating Corporation
2297193	RIVIERA	Riviera Operating Corporation
2090347	RIVIERA	Riviera Operating Corporation
1964935	SPLASH	Riviera Operating Corporation
3388841	RIVIERA and Design	Riviera Operating Corporation
1588239	THE STAR OF LAS VEGAS	Riviera Holdings Corporation
1579483	GAMBLER'S SPREE	Riviera Holdings Corporation
1575681	PULL FOR THE GOLD	Riviera Holdings Corporation