

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Interest (granted pursuant to Series B Security Agreement of April 1, 2011)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Riviera Operating Corporation		04/01/2011	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	Cantor Fitzgerald Securities, as Administrative Agent for Lenders identified in the Series B Security Agreement of April 1, 2011
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: 10

Property Type	Number	Word Mark
Registration Number:	2237993	\$40 FOR \$20
Registration Number:	2190249	THE ENTERTAINMENT CENTER OF LAS VEGAS
Registration Number:	2527890	JACK POTS
Registration Number:	2527889	LOOSIE SLOTS
Registration Number:	2547701	LOOSIE SLOTS
Registration Number:	2249207	NICKEL HEAVEN
Registration Number:	2090347	RIVIERA
Registration Number:	2297193	RIVIERA
Registration Number:	2389433	RIVIERA
Registration Number:	1964935	SPLASH

CORRESPONDENCE DATA

Fax Number: (212)504-6666

900191987

**TRADEMARK
 REEL: 004542 FRAME: 0224**

CH \$265.00 2237993

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
NAME OF SUBMITTER:	Anna Erenburg
Signature:	/Anna Erenburg/
Date:	05/16/2011

Total Attachments: 6

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

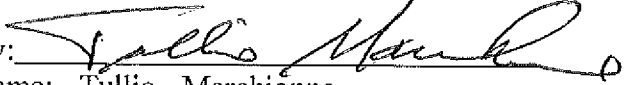
Please be advised that pursuant to the Series B Security Agreement dated as of April 1, 2011 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the “Security Agreement”) by and among the Obligors party thereto (each an “Obligor” and collectively, the “Obligors”) and Cantor Fitzgerald Securities, as Administrative Agent (the “Administrative Agent”) for the lenders referenced therein (the “Lenders”), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks, trademark licenses and trademark applications shown on Schedule 1 attached hereto (the “Trademarks”) to the Administrative Agent for the ratable benefit of the Lenders.

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the Trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any Trademark.

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Very truly yours,

RIVIERA OPERATING CORPORATION

By: 
Name: Tullio Marchionne
Title: Secretary

Acknowledged and Accepted:

CANTOR FITZGERALD SECURITIES,
as Administrative Agent

By: _____
Name: _____
Title: _____

Very truly yours,

RIVIERA HOLDINGS CORPORATION


By: _____

Name: Tullio Marchionne

Title: Secretary


Acknowledged and Accepted:

CANTOR FITZGERALD SECURITIES,
as Administrative Agent

By: 

Name: Stephen P. Ewald

Title: Managing Director

[Signature Page to Series B Notice of Grant of Security Interest in Trademarks] - 

TRADEMARK
REEL: 004542 FRAME: 0228

Schedule 1

United States Registrations:

Owner	Registration Number	Registration Date	Federal / State	Name/Title
Riviera Operating Corporation	2,237,993	4/13/1999	Federal	\$40 for \$20
Riviera Operating Corporation	SM00280584	6/19/2000	Nevada	\$40 for \$20
Riviera Operating Corporation	SM002800583	6/19/2000	Nevada	\$40 of Slot Play for \$20
Riviera Operating Corporation	E0193762007-3	2/14/2007	Nevada	An Original Las Vegas Experience
Riviera Operating Corporation	E0193812007-0	2/14/2007	Nevada	An Original Las Vegas Experience
Riviera Operating Corporation	E0193822007-1	2/14/2007	Nevada	An Original Las Vegas Experience
Riviera Operating Corporation	E0718412006-6	9/21/2006	Nevada	CLUB RIVIERA
Riviera Operating Corporation	E0718422006-7	9/21/2006	Nevada	CLUB RIVIERA
Riviera Operating Corporation	E0718442006-9	9/21/2006	Nevada	CLUB RIVIERA
Riviera Operating Corporation	SM00270702	9/8/1999	Nevada	Comedy Club Logo (design only)
Riviera Operating Corporation	2,190,249	9/22/1998	Federal	The Entertainment Center of Las Vegas
Riviera Operating Corporation	SM00360875	11/15/2004	Nevada	FREE SLOT PLAY
Riviera Operating Corporation	E0227812007-1	3/29/2007	Nevada	IT'S WHAT YOU WANT
Riviera Operating Corporation	E0277902007-2	3/29/2007	Nevada	IT'S WHAT YOU WANT
Riviera Operating Corporation	E0227932007-5	3/29/2007	Nevada	IT'S WHAT YOU WANT
Riviera Operating Corporation	2,527,890	1/8/2002	Federal	Jack Pots
Riviera Operating Corporation	00270278	12/17/1998	Nevada	Jackpots Galore
Riviera Operating Corporation	E0687832005-7	6/6/1995	Nevada	Laughing Microphone with Glasses: design
Riviera Operating Corporation	E0687852005-9	6/6/1995	Nevada	Laughing Microphone with Glasses: design

Riviera Operating Corporation	2,527,889	1/8/2002	Federal	Loosie Slots
Riviera Operating Corporation	2,547,701	3/12/2002	Federal	Loosie Slots
Riviera Operating Corporation	SM00280697	8/4/2000	Nevada	More Winners More Often
Riviera Operating Corporation	2,249,207	6/1/1999	Federal	Nickel Heaven
Riviera Operating Corporation	SM00300706	2/24/1998	Nevada	Nickel Heaven
Riviera Operating Corporation	SM00330456	7/27/2005 (renewal date)	Nevada	No If's, And's, Or . . .
Riviera Operating Corporation	SM00270683	6/18/1999 (renewal date)	Nevada	No If's, And's, Or . . .
Riviera Operating Corporation	SM00280813	9/6/2000	Nevada	R: design
Riviera Operating Corporation	SM00340279	10/3/2001	Nevada	Rack-N-Roll
Riviera Operating Corporation	SM00340280	10/3/2001	Nevada	Rack-N-Roll
Riviera Operating Corporation	SM00340281	10/3/2001	Nevada	Rack-N-Roll
Riviera Operating Corporation	SM00340439	1/11/2002	Nevada	Rack-N-Roll Players Club
Riviera Operating Corporation	SM00340440	1/11/2002	Nevada	Rack-N-Roll Players Club
Riviera Operating Corporation	SM00340441	1/11/2002	Nevada	Rack-N-Roll Players Club
Riviera Operating Corporation	2,090,347	8/26/1997	Federal	Riviera
Riviera Operating Corporation	2,297,193	12/7/1999	Federal	Riviera
Riviera Operating Corporation	2,389,433	9/26/2000	Federal	Riviera (logo – Stylized)
Riviera Operating Corporation	SM00340309	10/12/2001	Nevada	Riviera (stylized) w/design
Riviera Operating Corporation	TN00340310	10/12/2001	Nevada	Riviera (stylized) w/design
Riviera Operating Corporation	SM00340312	10/12/2001	Nevada	Riviera (stylized lettering)
Riviera Operating Corporation	TN00340311	10/12/2001	Nevada	Riviera (stylized lettering)
Riviera Operating Corporation	SM00270841	10/19/1999	Nevada	Riviera Comedy Club (with design)
Riviera Operating Corporation	30691532005-7	12/29/1999	Nevada	Riviera Comedy Club Las Vegas' Original Comedy Showcase
Riviera Operating Corporation	E0691562005-0	12/29/1999	Nevada	Riviera Comedy Club Las Vegas' Original Comedy

				Showcase
Riviera Operating Corporation	1,964,935	4/2/1996	Federal	Splash
Riviera Operating Corporation	E0719032006-1	9/21/2006	Nevada	The Clear Choice for Players
Riviera Operating Corporation	E0719052006-3	9/21/2006	Nevada	The Clear Choice for Players
Riviera Operating Corporation	E0719062006-4	9/21/2006	Nevada	The Clear Choice for Players
Riviera Operating Corporation	E0776282006-9	10/16/2006	Nevada	Versailles Theatre
Riviera Operating Corporation	E0776262006-7	10/16/2006	Nevada	Versailles Theatre
Riviera Operating Corporation	E0776212006-2	10/16/2006	Nevada	Versailles Theatre
Riviera Operating Corporation	SM00330356	10/18/2000	Nevada	Win More Play longer w/design
Riviera Operating Corporation	SM00350194	12/18/2002	Nevada	You Could Win Millions
Riviera Operating Corporation	SM00350195	12/18/2002	Nevada	You Could Win Millions
Riviera Operating Corporation	SM00350196	12/18/2002	Nevada	You Could Win Millions
Riviera Operating Corporation	SM00330118	7/19/2000	Nevada	Your a Guaranteed Winner

United States Applications:

Owner	Application Number	Application Date	Federal / State	Name/Title
Riviera Operating Corporation	Entity No. E0586842010-3	11/23/2010	Nevada	BOTTOMS UP JACKPOT
Riviera Operating Corporation	Entity No. E0586852010-4	11/23/2010	Nevada	BOTTOMS UP JACKPOT

Licenses

None.