

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
Herbst Gaming, LLC		05/09/2011	LIMITED LIABILITY COMPANY: NEVADA
RECEIVING PARTY DATA			
Name:	Wilmington Trust Company		
Street Address:	1100 North Market Street		
Internal Address:	Rodney Square		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19890		
Entity Type:	Financial Institution: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3508024	DESPERADO	
Registration Number:	3678981	RAIL CITY ALE HOUSE	
Registration Number:	3700134	RENO ROCKS	
CORRESPONDENCE DATA			
Fax Number:	(312)862-2200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-862-3865		
Email:	christine.casey@kirkland.com		
Correspondent Name:	Kirkland & Ellis LLP		
Address Line 1:	300 N. LaSalle Street, 28th Floor		
Address Line 2:	c/o Christine Casey		
Address Line 4:	Chicago, ILLINOIS 60654		
ATTORNEY DOCKET NUMBER:	12364-1		

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NAME OF SUBMITTER:	Christine Casey
Signature:	/Christine Casey/
Date:	05/17/2011
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SHORT-FORM TRADEMARKS SECURITY AGREEMENT

WHEREAS, the entity identified under the caption "GRANTOR" below (the "Grantor") has adopted, used, is using, or intends to use, and is the owner of certain trademarks and trademark applications listed in the attached Schedule of Registered Trademarks, and the registrations and applications associated therewith;

WHEREAS, the Grantor has entered into the Security Agreement dated as of December 31, 2010 (as modified from time to time, the "Security Agreement"), in which the Grantor has granted certain interests in favor of Wilmington Trust Company, as administrative agent (the "Administrative Agent") for the benefit of the Secured Parties (as defined therein); and


WHEREAS, pursuant to the Security Agreement, the Grantor has agreed with the Administrative Agent and the Secured Parties to execute this Short-Form Trademarks Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Administrative Agent for the benefit of the Secured Parties, to the extent provided in the Security Agreement (the terms and conditions of which are hereby incorporated herein), a security interest in all of its right, title and interest in, to and under all the trademarks, whether now owned or at any time hereafter acquired, of the Grantor that are registered with, or for which applications for registration have been filed with, the United States Patent and Trademark Office, including the trademarks listed on the attached Schedule of Registered Trademarks, and all registrations and pending applications associated therewith (excluding any application for registration of a trademark filed on an intent-to-use basis solely to the extent that the grant of a security interest in any such trademark application would materially adversely affect the validity or enforceability of the resulting trademark registration or result in cancellation of such trademark application), as collateral security for the prompt and complete payment and performance when due of all the Secured Obligations (as defined in the Security Agreement). Notwithstanding the foregoing, in the event of any conflict between this Short-Form Trademarks Security Agreement and the Security Agreement, the Security Agreement shall control.


Date: MAY 9, 2011

GRANTOR

HERBST GAMING, LLC

By 
Name: MARC U. RUBINSTEIN
Title: SR. VP, GC + SECRETARY

SCHEDULE OF
REGISTERED TRADEMARKS

Mark	Record Owner	Application Ser. No./ Filing Date	Registration No./ Registration Date
DESPERADO	Herbst Gaming, LLC	77403729 2/22/2008	3508024 9/30/2008
RAIL CITY ALE HOUSE 	Herbst Gaming, LLC	77627807 12/5/2008	3678981 9/8/2009
RENO ROCKS	Herbst Gaming, LLC	77589476 10/9/2008	3700134 10/20/2009