

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, aka Barona Capitan Grande Band of Diegueno Mission Indians of the Barona Indian Reservation, aka Barona Band of Mission Indians		08/03/2011	Federally Recognized Indian Tribal Entity: UNITED STATES
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, N.A., as Administrative Agent		
Street Address:	3800 Howard Hughes Parkway, 4th Floor		
Internal Address:	Attn: Rick Bokum, Managing Director		
City:	Las Vegas		
State/Country:	NEVADA		
Postal Code:	89109		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Registration Number:	3736961	BARONA	
Registration Number:	3873181	BARONA POWER GIVEAWAY	
Registration Number:	3928473	CALIFORNIA'S EDUCATION TRIBE	
Registration Number:	3704730	MYVIEW AT BARONA	
Registration Number:	3890369	THE BARONA CASH CREW	
Registration Number:	3990222	THE BARONA LOOSE TROOP	
Serial Number:	85363318	BARONA	
Serial Number:	85342310	BET WITH YOUR FRIENDS	
Serial Number:	85095851	CHIPLESS! A WHOLE NEW WAY TO PLAY.	
Serial Number:	85095787	CHIPLESS BACCARAT BARONA	

CH \$365.00 3736961

900199698

TRADEMARK
REEL: 004604 FRAME: 0964

Serial Number:	85095785	CHIPLESS BLACKJACK BARONA
Serial Number:	85095794	CHIPLESS ROULETTE BARONA
Serial Number:	85242445	CLEAN, POLITE AND HONEST
Serial Number:	85342362	FUN BITES

CORRESPONDENCE DATA

Fax Number: (213)612-2499

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

Phone: 213-612-2020

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
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NAME OF SUBMITTER:	David Lin
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Signature:	/David Lin/
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Date:	08/15/2011
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Total Attachments: 4

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GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of August 3, 2011, 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 Amended and Restated Tribal Agreement, dated as of August 3, 2011 (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 an Amended and Restated Security Agreement, dated as of August 3, 2011 (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: Rick Bokum, Managing Director
Telephone: 702-791-6185
Fax: 702-791-6290

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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>
Barona	January 12, 2010	3736961
Barona Power Giveaway	November 9, 2010	3873181
California's Education Tribe	March 8, 2011	3928473
My View at Barona (Logo)	November 3, 2009	3704730
The Barona Cash Crew	December 14, 2010	3890369
The Barona Loose Troop	July 5, 2011	3990222

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Filing Date</u>	<u>Application No.</u>
Barona(Logo)	July 5, 2011	85363318
Bet With Your Friends	June 9, 2011	85342310
Chipless! A Whole New Way to Play	July 29, 2010	85095851
Chipless Baccarat (Logo)	June 7, 2011	85095787
Chipless Blackjack (Logo)	July 29, 2010	85095785
Chipless Roulette (Logo)	July 29, 2010	85095794
Clean, Polite and Honest	February 15, 2011	85242445
Fun Bites	June 9, 2011	85342362