

900213183 01/27/2012

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
Seminole Hard Rock Entertainment, Inc.		03/05/2007	CORPORATION: FLORIDA
Seminole Hard Rock International, LLC		03/05/2007	LIMITED LIABILITY COMPANY: FLORIDA
Hard Rock Cafe International (USA), Inc.		03/05/2007	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	U.S. Bank National Association
Street Address:	500 West Cyprus Creek Road
City:	Fort Lauderdale
State/Country:	FLORIDA
Postal Code:	33309
Entity Type:	Collateral Agent: UNKNOWN <i>National Banking Association</i>

PROPERTY NUMBERS Total: 21

Citizenship: Florida;

Property Type	Number	Word Mark
Serial Number:	85308409	VELVET UNPLUGGED
Serial Number:	85347305	STUFFED WINGS
Serial Number:	85357291	PICKS
Serial Number:	85372830	BEATS
Serial Number:	85372776	SOUND OF YOUR STAY
Serial Number:	85372854	SOUNDS
Serial Number:	85372814	TRACKS
Serial Number:	85402305	HARD ROCK BOTS
Serial Number:	85408420	GET INTO BED FOR THE CAUSE
Serial Number:	85430604	HARD ROCK RECORDS
Serial Number:	85431665	HARD ROCK RISING

TRADEMARK

REEL: 004715 FRAME: 0849

700479793

OP \$540.00 85308409

Serial Number:	85308409	VELVET UNPLUGGED
Serial Number:	85347305	STUFFED WINGS
Serial Number:	85357291	PICKS
Serial Number:	85372830	BEATS
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Serial Number:	85402305	HARD ROCK BOTS
Serial Number:	85408420	GET INTO BED FOR THE CAUSE
Serial Number:	85430604	HARD ROCK RECORDS
Serial Number:	85431665	HARD ROCK RISING
Serial Number:	85432933	PARADISE LIVE SEMINOLE HARD ROCK HOTEL & CASINO
Serial Number:	85438789	MIX
Serial Number:	85443390	HARD ROCK REWARDS
Serial Number:	85446285	HARD ROCK RESORT
Serial Number:	85517446	GUESTPAD
Serial Number:	85518181	R HARD ROCK RECORDS
Serial Number:	85520237	HARD ROCK ENERGY STICK
Serial Number:	85526073	
Serial Number:	85526100	
Registration Number:	3943723	ROCK BOX

CORRESPONDENCE DATA

Fax Number: (407)445-7630
 Phone: 407-445-7625
 Email: ipenforcement@hardrock.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Correspondent Name: Rebecca L Roby
 Address Line 1: 6100 Old Park Lane
 Address Line 4: Orlando, FLORIDA 32835

ATTORNEY DOCKET NUMBER:	2012 SECURITY INTERESTS
NAME OF SUBMITTER:	Rebecca L Roby
Signature:	/rlr/
Date:	01/27/2012

Total Attachments: 15

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RECEIPT INFORMATION

ETAS ID: TM225045
Receipt Date: 01/27/2012
Fee Amount: \$540

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Trademark Security Agreement

Trademark Security Agreement, dated as of March 5, 2007, by Seminole Hard Rock Entertainment, Inc, Seminole Hard Rock International, LLC and Hard Rock Cafe International (USA), Inc, (individually, a "Pledgor", and, collectively, the "Pledgors"), in favor of U.S. Bank National Association, in its capacity as collateral agent pursuant to the Security Agreement (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, the Pledgors are party to a Security Agreement of even date herewith (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Security Agreement, the Pledgors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement, and Pledgors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon the payment in full of the Secured Obligations and termination of the Security Agreement, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

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SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

MIA 17955473Bv5 3/1/2007

IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

HARD ROCK CAFE INTERNATIONAL (USA) INC.

By: 

Name: HARISH DADDIS
Title: PRESIDENT

[trademark security agreement]

Accepted and Agreed:

U.S. BANK NATIONAL ASSOCIATION,
as Collateral Agent

By: 
Name: Scott A. Schuhle
Title: Vice President

[trademark security agreement]

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SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Trademark Registrations:

Hard Rock CAFE International (USA), Inc.	SC3000006123	HARD ROCK CAFE & DESIGN
Hard Rock CAFE International (USA), Inc.	SC3000006122	HARD ROCK CAFE & DESIGN
Hard Rock CAFE International (USA), Inc.	SC3000006299	HARD ROCK CAFE
Hard Rock CAFE International (USA), Inc.	Pending - 78/740,333	HARD ROCK PARK
Hard Rock CAFE International (USA), Inc.	Pending - 78/756,044	HARD ROCK PARK & DESIGN
Hard Rock CAFE International (USA), Inc.	2,499,114	HARD ROCK CASINO
Hard Rock CAFE International (USA), Inc.	3,144,793	BODY ROCK
Hard Rock CAFE International (USA), Inc.	Pending - 78/895,911	HROCK
Hard Rock CAFE International (USA), Inc.	2,635,039	CAMP LIL'ROCK
Hard Rock CAFE International (USA), Inc.	Pending - 78/699,336	THE APARTMENT
Hard Rock CAFE International (USA), Inc.	Pending - 78/882,641	AMBASSADORS OF ROCK & Design
Hard Rock CAFE International (USA), Inc.	Pending - 78/934,713	MAXI BAR
Hard Rock CAFE International (USA), Inc.	2,561,989	HARD ROCK LIVE
Hard Rock CAFE International (USA), Inc.	2,771,895	HARD ROCK LIVE & DESIGN
Hard Rock CAFE International (USA), Inc.	Pending - 78/729,700	ROCK SHOP
Hard Rock CAFE International (USA), Inc.	3,081,882	HARD ROCK CAFE & DESIGN

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Hard Rock CAFE International (USA), Inc.	2,814,205	HARD ROCK VAULT
Hard Rock CAFE International (USA), Inc.	Pending - 78/228,714	ULTIMATE ALTITUDE BUZZ
Hard Rock CAFE International (USA), Inc.	Pending - 78/423,932	HARD ROCK BAR
Hard Rock CAFE International (USA), Inc.	2,725,918	MUSIC FOR LIFE
Hard Rock CAFE International (USA), Inc.	Pending - 78/699,321	ROCK SPA
Hard Rock CAFE International (USA), Inc.	2,349,579	HARD ROCK LIVE
Hard Rock CAFE International (USA), Inc.	2,349,580	HARD ROCK LIVE & DESIGN
Hard Rock CAFE International (USA), Inc.	2,589,942	VELVET
Hard Rock CAFE International (USA), Inc.	Pending - 78/799,401	AMBASSADORS OF ROCK
Hard Rock CAFE International (USA), Inc.	2,789,028	HARD ROCK CASINO
Hard Rock CAFE International (USA), Inc.	2,324,683	CAVERN CLUB
Hard Rock CAFE International (USA), Inc.	2,363,818	HARD ROCK LIVE
Hard Rock CAFE International (USA), Inc.	2,349,514	HARD ROCK LIVE & DESIGN
Hard Rock CAFE International (USA), Inc.	2,375,996	HARD ROCK LIVE & DESIGN
Hard Rock CAFE International (USA), Inc.	1,713,000	LOVE ALL SERVE ALL
Hard Rock CAFE International (USA), Inc.	Pending - 78/969,067	HRH
Hard Rock CAFE International (USA), Inc.	Pending - 78/973,381	HARD ROCK HOTEL & DESIGN
Hard Rock CAFE International (USA), Inc.	2,373,803	HARD ROCK LIVE
Hard Rock CAFE International (USA), Inc.	2,031,803	HARD ROCK HOTEL
Hard Rock CAFE International (USA), Inc.	2,478,328	HARD ROCK

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Hard Rock CAFE International (USA), Inc.	2,052,776	HARD ROCK CAFE & DESIGN
Hard Rock CAFE International (USA), Inc.	394	HARD ROCK CAFE
Hard Rock CAFE International (USA), Inc.	86708	HARD ROCK CAFE & DESIGN
Hard Rock CAFE International (USA), Inc.	91795	HARD ROCK CAFE & DESIGN
Hard Rock CAFE International (USA), Inc.	91796	HARD ROCK CAFE & DESIGN
Hard Rock CAFE International (USA), Inc.	1,398,940	HARD ROCK CAFE & DESIGN
Hard Rock CAFE International (USA), Inc.	1,504,905	HARD ROCK CAFE & DESIGN
Hard Rock CAFE International (USA), Inc.	1,397,180	HARD ROCK CAFE
Hard Rock CAFE International (USA), Inc.	1,492,907	HARD ROCK CAFE & DESIGN
Hard Rock CAFE International (USA), Inc.	2,038,291	HARD ROCK CAFE & DESIGN
Hard Rock CAFE International (USA), Inc.	2,006,384	HARD ROCK CAFE & DESIGN
Hard Rock CAFE International (USA), Inc.	2,029,866	HARD ROCK HOTEL & DESIGN
Hard Rock CAFE International (USA), Inc.	1,549,089	HARD ROCK TIMES
Hard Rock CAFE International (USA), Inc.	1,504,904	HARD ROCK CAFE
Hard Rock CAFE International (USA), Inc.	1,635,792	HARD ROCK CAFE & DESIGN
Hard Rock CAFE International (USA), Inc.	1,408,637	HARD ROCK CAFE & DESIGN
Hard Rock CAFE International (USA), Inc.	2,047,974	HARD ROCK CAFE
Hard Rock CAFE International (USA), Inc.	2,029,855	HARD ROCK HOTEL
Hard Rock CAFE International (USA), Inc.	1,909,483	HARD ROCK HOTEL
Hard Rock CAFE International (USA), Inc.	2,038,394	HARD ROCK HOTEL

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Hard Rock CAFE International (USA), Inc.	2,029,870	HARD ROCK HOTEL
Hard Rock CAFE International (USA), Inc.	3,043,021	SAVE THE PLANET
Hard Rock CAFE International (USA), Inc.	4003030 (Hawaii)	HARD ROCK CAFE MAUI
Hard Rock CAFE International (USA), Inc.	4003032 (Hawaii)	HARD ROCK CAFE HONOLULU
Hard Rock CAFE International (USA), Inc.	4003034 (Hawaii)	HARD ROCK CAFE
Hard Rock CAFE International (USA), Inc.	4003035 (Hawaii)	HARD ROCK CAFE-KONA

Trademark Applications:

See List Above for Pending Registrations.		
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Additional Trademark Filings-as of 8/13/07

<u>Owner</u>	<u>Application Number</u>	<u>Mark</u>
Hard Rock Café International (USA), Inc.	77/067,538	HARD ROCK BAR

ADDITIONAL TRADEMARK FILINGS & REGISTRATIONS
AS OF 3/3/2008

Trademark Applications:

OWNER	APPLICATION SERIAL NUMBER	TRADEMARK
Hard Rock Café International (USA), Inc.	77/268,140	HARD ROCK CONDOS
Hard Rock Café International (USA), Inc.	77/265/141	HARD ROCK HOTEL Plus Design
Hard Rock Café International (USA), Inc.	77/268,150	HARD ROCK RESIDENCES

Trademark Registrations:

Hard Rock Café International (USA), Inc.	Reg. No. 3,272,459	HARD ROCK HOTEL Plus Design
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114885

ADDITIONAL TRADEMARK FILINGS & REGISTRATIONS**AS OF MARCH 12, 2009****Trademark Applications:**

Hard Rock Cafe International (USA), Inc.	HARD ROCK HOTEL	77/428,604
Hard Rock Cafe International (USA), Inc.	CATHEDRAL OF ROCK	77/451,310
Hard Rock Cafe International (USA), Inc.	HARD ROCK RACINO	77/466,327
Hard Rock Cafe International (USA), Inc.	ALL IS ONE	77/473,340
Hard Rock Cafe International (USA), Inc.	HARD ROCK RACINO	77/475,556
Hard Rock Cafe International (USA), Inc.	MARCH ON STAGE	77/502,374
Hard Rock Cafe International (USA), Inc.	HARD ROCK HOTEL	77/502,407
Hard Rock Cafe International (USA), Inc.	HARD ROCK HOTEL & CASINO (Design)	77/505,914
Hard Rock Cafe International (USA), Inc.	HARD ROCK HOTEL & Casino	77/505,893
Hard Rock Cafe International (USA), Inc.	HARD ROCK HOTEL & CASINO (Design)	77/507,444
Hard Rock Cafe International (USA), Inc.	HARD ROCK HOTEL & CASINO (Design)	77/507,395
Hard Rock Cafe International (USA), Inc.	THE ANSWER IS OUT THERE, TOGETHER WE'LL FIND IT	77/509,040
Hard Rock Cafe International (USA), Inc.	ALL IS ONE	77/512,822
Hard Rock Cafe International (USA), Inc.	ALL IS ONE	77/512,798
Hard Rock Cafe International (USA), Inc.	HARD ROCK CRUISE	77/520,254
Hard Rock Cafe International (USA), Inc.	CATHEDRAL OF ROCK	77/523,011
Hard Rock Cafe International (USA), Inc.	ROCK 101	77/523,033
Hard Rock Cafe International (USA), Inc.	SCHOOL OF HARD ROCKS	77/523,038

Hard Rock Cafe International (USA), Inc.	SCHOOL OF HARD ROCKS & Design	77/523,047
Hard Rock Cafe International (USA), Inc.	PINKTOBER	77/523,003
Hard Rock Cafe International (USA), Inc.	YOU KNOW WHERE TO Go	77/526,414
Hard Rock Cafe International (USA), Inc.	YOU KNOW WHO YOU ARE	77/526,423
Hard Rock Cafe International (USA), Inc.	SAVE THE PLANET	77/528,793
Hard Rock Cafe International (USA), Inc.	WORK N' ROLL	77/562,165
Hard Rock Cafe International (USA), Inc.	TATTOO DESIGN	77/595,405
Hard Rock Cafe International (USA), Inc.	ROCK SPA & Design	77/595,433
Hard Rock Cafe International (USA), Inc.	ROCK REUSE RECYCLE	77/600,595
Hard Rock Cafe International (USA), Inc.	HRH	77/614,142
Hard Rock Cafe International (USA), Inc.	ALL IS ONE	77/618,048
Hard Rock Cafe International (USA), Inc.	ALL IS ONE	77/621,101
Hard Rock Cafe International (USA), Inc.	WET SPOT	77/630,781
Hard Rock Cafe International (USA), Inc.	BODY ROCK	77/630,768
Hard Rock Cafe International (USA), Inc.	POUR BAR	77/630,784
Hard Rock Cafe International (USA), Inc.	RETUNE YOURSELF	77/630,775
Hard Rock Cafe International (USA), Inc.	HARD ROCK COUTURE	77/639,377
Hard Rock Cafe International (USA), Inc.	GUITAR DROP	77/650,500

Trademark Registrations:

OWNER	APPLICATION SERIAL NUMBER	TRADEMARK
Hard Rock Cafe International (USA), Inc.	SLEEP LIKE A ROCK	3,390,981
Hard Rock Cafe International (USA), Inc.	MARCH ON STAGE	3,520,502
Hard Rock Cafe International (USA), Inc.	SAVE THE PLANET	3,580,323
Hard Rock Cafe International (USA), Inc.	SAVE THE PLANET	3,580,325
Hard Rock Cafe International (USA), Inc.	HARD ROCK PARK & DESIGN	3,516,435

SCHEDULE I - UPDATED AS OF FEBRUARY 4, 2011

U.S. Trademark Filings since March 28, 2010

Hard Rock Cafe International (USA), Inc.

<u>Mark</u>	<u>Classes</u>	<u>App. No.</u>	<u>App. Date</u>
SET LIST	43	85/002,669	3/31/2010
SEE THE SHOW	43	85/012,458	4/13/2010
HARD ROCK COUTURE	14	85/054,921	6/4/2010
HARD ROCK INTERACTIVE	41	85/060,290	6/11/2010
HARD ROCK CASINO & Design	41, 43	85/067,548	6/21/2010
ROCK SPA	3	85/103,418	8/9/2010
HRH	43	85/130,443	9/15/2010
HRH	41	85/130,487	9/15/2010
HARD ROCK BAR	43	85/152,008	10/13/2010

Schedule I – Updated as of January 27, 2012

New U.S. Trademark Applications – Hard Rock Cafe International (USA), Inc. since February 6, 2011

<u>Mark</u>	<u>Classes</u>	<u>App. No.</u>	<u>App. Date</u>
VELVET UNPLUGGED	41	85/308,409	4/29/2011
STUFFED WINGS	29	85/347,305	6/15/2011
PICKS	41	85/357,291	6/27/2011
BEATS	41	85/372,830	7/15/2011
SOUND OF YOUR STAY	43	85/372,776	7/15/2011
SOUNDS	41, 43	85/372,854	7/15/2011
TRACKS	35	85/372,814	7/15/2011
HARD ROCK BOTS	14, 20, 28	85/402,305	8/19/2011
GET INTO BED FOR THE CAUSE	36	85/408,420	8/26/2011
HARD ROCK RECORDS	9, 35, 41	85/430,604	9/23/2011
HARD ROCK RISING	41	85/431,665	9/26/2011
Paradise Live Seminole Hard Rock Hotel & Casino (Design)	41	85/432,933	9/27/2011
MIX	41	85/438,789	10/4/2011
HARD ROCK REWARDS	36	85/443,390	10/10/2011
HARD ROCK RESORT & DESIGN	14, 25, 41, 43, 44	85/446,285	10/13/2011
GUESTPAD	41	85/517,446	1/16/2012
HARD ROCK RECORDS & DESIGN (2011 Design)	9, 35, 41	85/518,181	1/17/2012
HARD ROCK ENERGY STICK	5	85/520,237	1/19/2012
HARD ROCK CONDOS	35	85/526,073	1/26/2012
HARD ROCK RESIDENCES	35	85/526,100	1/26/2012

Newly Acquire Registered Trademarks– Hard Rock Cafe International (USA), Inc.

<u>Mark</u>	<u>Classes</u>	<u>Serial No.</u>	<u>App. Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
ROCK BOX	41	85/100,990	8/5/2010	3,943,723	4/12/2011