

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
Affinity Gaming, LLC		05/09/2012	LIMITED LIABILITY COMPANY: NEVADA

RECEIVING PARTY DATA

Name:	Deutsche Bank Trust Company Americas, as Collateral Agent
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 58

Property Type	Number	Word Mark
Serial Number:	85328053	AFFINITY GAMING
Serial Number:	85328054	AFFINITY GAMING
Serial Number:	85504372	AFFINITY GAMING
Serial Number:	85600559	AFFINITY GAMING
Serial Number:	85600575	AFFINITY GAMING
Serial Number:	85600526	AFFINITY GAMING A PLAY CLUB
Serial Number:	85600535	AFFINITY GAMING A PLAY CLUB
Serial Number:	85504376	A-PLAY
Serial Number:	85440237	A-PLAY CLUB
Serial Number:	85440245	A-PLAY CLUB
Serial Number:	74437044	BUFFALO BILL'S RESORT & CASINO
Serial Number:	76258727	BUFFALO BILL'S RESORT & CASINO
Serial Number:	85600587	BUFFALO BILL'S RESORT & CASINO
Serial Number:	85600591	BUFFALO BILL'S RESORT & CASINO

TRADEMARK

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Serial Number:	85600605	BUFFALO BILL'S RESORT & CASINO
Serial Number:	75018542	BUFFALO BILL'S RESORT CASINO
Serial Number:	75018544	BUFFALO BILL'S RESORT CASINO
Serial Number:	74669075	BUFFALO W BILL'S W RESORT-CASINO
Serial Number:	77403729	DESPERADO
Serial Number:	75018372	DESPERADO
Serial Number:	78851727	GOLDEN GATES CASINO & POKER PARLOUR
Serial Number:	78851734	GOLDEN GATES CASINO & POKER PARLOUR
Serial Number:	78851715	GOLDEN GULCH CASINO
Serial Number:	78851722	GOLDEN GULCH CASINO
Serial Number:	78851707	GOLDEN MARDI GRAS CASINO
Serial Number:	78851710	GOLDEN MARDI GRAS CASINO
Serial Number:	78458109	PRIMM CENTER
Serial Number:	78352704	PRIMM REWARDS PLAYERS CLUB
Serial Number:	76572212	PRIMM VALLEY CASINO RESORTS BUFFALO BILL'S PRIMM VALLEY WHISKEY PETE'S
Serial Number:	76572213	PRIMM VALLEY CASINO RESORTS BUFFALO BILL'S PRIMM VALLEY WHISKEY PETE'S
Serial Number:	78458119	PRIMM VALLEY LOTTO STORE
Serial Number:	78458128	PRIMM VALLEY LOTTO STORE
Serial Number:	76293601	PRIMM VALLEY RESORT & CASINO
Serial Number:	76293602	PRIMM VALLEY RESORT & CASINO
Serial Number:	76293603	PRIMM VALLEY RESORT & CASINO
Serial Number:	76293604	PRIMM VALLEY RESORT & CASINO
Serial Number:	85600611	PRIMM VALLEY RESORT & CASINO
Serial Number:	85600613	PRIMM VALLEY RESORT & CASINO
Serial Number:	85600615	PRIMM VALLEY RESORT & CASINO
Serial Number:	85600643	PRIMM VALLEY RESORT & CASINO
Serial Number:	76305179	PRIMM VALLEY RESORTS
Serial Number:	75055794	RAIL CITY
Serial Number:	75055795	RAIL CITY
Serial Number:	75055796	RAIL CITY
Serial Number:	77627807	RAIL CITY ALE HOUSE
Serial Number:	77589476	RENO ROCKS
Serial Number:	74613223	STAR OF THE DESERT ARENA

Serial Number:	74086921	WHISKEY PETE'S
Serial Number:	74672484	WHISKEY PETE'S
Serial Number:	76258725	WHISKEY PETE'S HOTEL & CASINO
Serial Number:	76258726	WHISKEY PETE'S HOTEL & CASINO
Serial Number:	76258671	WHISKEY PETE'S HOTEL & CASINO
Serial Number:	85600621	WHISKEY PETE'S HOTEL & CASINO
Serial Number:	85600624	WHISKEY PETE'S HOTEL & CASINO
Serial Number:	85600628	WHISKEY PETE'S HOTEL & CASINO
Serial Number:	75018543	WHISKEY PETE'S HOTEL CASINO
Serial Number:	75018549	WHISKEY PETE'S HOTEL CASINO
Serial Number:	76258670	WHISKEY PETE'S HOTEL CASINO

CORRESPONDENCE DATA

Fax Number: 2123548113
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 212-819-8200
Email: trademarkdocket@whitecase.com
Correspondent Name: Andrew Fessak/White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1111779-2184-AFFINITYGAMI
NAME OF SUBMITTER:	Andrew Fessak
Signature:	/Andrew Fessak/
Date:	05/10/2012

Total Attachments: 10
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Affinity Gaming, LLC, a Nevada limited liability company (the "Grantor") with principal offices at 3755 Breakthrough Way, Suite 300, Las Vegas, NV 89135, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, NY 10005 (the "Collateral Agent"), for the ratable benefit of the Secured Creditors, a security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademark registrations and trademark applications (the "Trademarks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Guaranty and Collateral Agreement referred to below) and products of the Trademarks and (iii) the goodwill of the businesses associated with or symbolized by the Trademarks.

This Grant is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Guaranty and Collateral Agreement among the Grantor, the other grantors from time to time party thereto and the Collateral Agent, dated as of May 9, 2012 (as amended, modified, restated and/or supplemented from time to time, the "Guaranty and Collateral Agreement").

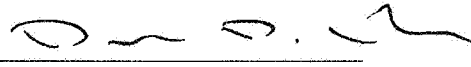
This Grant has been granted in conjunction with the security interest granted to the Collateral Agent under the Guaranty and Collateral Agreement. The rights and remedies of the Collateral Agent with respect to the security interest granted herein are as set forth in the Guaranty and Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Guaranty and Collateral Agreement, the provisions of the Guaranty and Collateral Agreement shall govern.

This Grant shall be construed in accordance with and governed by the laws of the State of New York (without regard to conflicts of law principles) and shall terminate in accordance with Section 6.13 of the Guaranty and Collateral Agreement.

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IN WITNESS WHEREOF, the undersigned has executed this Grant as of the 9 day of May, 2012.

AFFINITY GAMING, LLC, Grantor


By 

Name: David D. Ross


Title: Chief Executive Officer

DEUTSCHE BANK TRUST COMPANY AMERICAS,
as Collateral Agent and Grantee

By:


Name: Mary Kay Coyle
Title: Managing Director

By:


Name: Erin Morrissey
Title: Director

Schedule A

REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS




Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
FULL HOUSE CAFE	Colorado		20061187755 5/8/2006	Affinity Gaming, LLC ¹
GOLDEN EXPRESS SNACK BAR	Colorado		20061187721 5/8/2006	Affinity Gaming, LLC ²
GOLDEN TOUCH WINNER'S CIRCLE	Colorado		20061187742 5/8/2006	Affinity Gaming, LLC ³
WINNER'S GRILLE	Colorado		20061187728 5/8/2006	Affinity Gaming, LLC ⁴
AFFINITY GAMING	U.S. Federal	85/328053 5/23/2011	4117625 3/27/2012	Affinity Gaming, LLC
AFFINITY GAMING	U.S. Federal	85/328054 5/23/2011		Affinity Gaming, LLC
AFFINITY GAMING	U.S. Federal	85/504372 12/27/2011		Affinity Gaming, LLC
AFFINITY GAMING & Design 	U.S. Federal	85/600559 4/17/2012		Affinity Gaming, LLC
AFFINITY GAMING & Design 	U.S. Federal	85/600575 4/17/2012		Affinity Gaming, LLC
AFFINITY GAMING A PLAY CLUB & Design 	U.S. Federal	85/600526		Affinity Gaming, LLC
AFFINITY GAMING A PLAY CLUB & Design 	U.S. Federal	85/600535 4/17/2012		Affinity Gaming, LLC




¹ Trademark assignment from Golden Mardi Gras, Inc. to Affinity Gaming, LLC to be filed.

² Trademark assignment from Golden Mardi Gras, Inc. to Affinity Gaming, LLC to be filed.

³ Trademark assignment from Golden Mardi Gras, Inc. to Affinity Gaming, LLC to be filed.

⁴ Trademark assignment from Golden Mardi Gras, Inc. to Affinity Gaming, LLC to be filed.

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
A-PLAY	U.S. Federal	85/504376 12/27/2011		Affinity Gaming, LLC
A-PLAY CLUB	U.S. Federal	85/440237 10/5/2011		Affinity Gaming, LLC
A-PLAY CLUB	U.S. Federal	85/440245 10/5/2011		Affinity Gaming, LLC
BUFFALO BILL'S RESORT & CASINO	U.S. Federal	74/437044 9/17/1993	1874879 1/17/1995	Affinity Gaming, LLC
BUFFALO BILL'S RESORT & CASINO	U.S. Federal	76/258727 5/16/2001	3270691 7/31/2007	Affinity Gaming, LLC
BUFFALO BILL'S RESORT & CASINO & Design 	U.S. Federal	85/600587 4/17/2012		Affinity Gaming, LLC
BUFFALO BILL'S RESORT & CASINO & Design 	U.S. Federal	85/600591 4/17/2012		Affinity Gaming, LLC
BUFFALO BILL'S RESORT & CASINO & Design 	U.S. Federal	85/600605 4/17/2012		Affinity Gaming, LLC
BUFFALO BILL'S RESORT CASINO & Design 	U.S. Federal	75/018542 11/13/1995	2015414 11/12/1996	Affinity Gaming, LLC

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
BUFFALO BILL'S RESORT CASINO & Design 	U.S. Federal	75/018544 11/13/1995	2003237 9/24/1996	Affinity Gaming, LLC
BUFFALO BILL'S RESORT-CASINO WW & Design 	U.S. Federal	74/669075 5/2/1995	1980864 6/18/1996	Affinity Gaming, LLC
DESPERADO	U.S. Federal	77/403729 2/22/2008	3508024 9/30/2008	Affinity Gaming, LLC
DESPERADO & Design 	U.S. Federal	75/018372 11/13/1995	2006265 10/8/1996	Affinity Gaming, LLC
GOLDEN GATES CASINO & POKER PARLOUR	U.S. Federal	78/851727 3/31/2006	3312014 10/16/2007	Affinity Gaming, LLC ⁵
GOLDEN GATES CASINO & POKER PARLOUR	U.S. Federal	78/851734 3/31/2006	3293814 9/18/2007	Affinity Gaming, LLC ⁶
GOLDEN GULCH CASINO	U.S. Federal	78/851715 3/31/2006	3297550 9/25/2007	Affinity Gaming, LLC ⁷
GOLDEN GULCH CASINO	U.S. Federal	78/851722 3/31/2006	3324143 10/30/2007	Affinity Gaming, LLC ⁸
GOLDEN MARDI GRAS CASINO	U.S. Federal	78/851707 3/31/2006	3293813 9/18/2007	Affinity Gaming, LLC ⁹

⁵ Trademark assignment from Golden Mardi Gras, Inc. to Affinity Gaming, LLC to be filed.

⁶ Trademark assignment from Golden Mardi Gras, Inc. to Affinity Gaming, LLC to be filed.



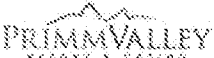
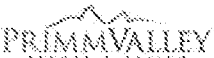
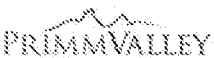

⁷ Trademark assignment from Golden Mardi Gras, Inc. to Affinity Gaming, LLC to be filed.







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Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
GOLDEN MARDI GRAS CASINO	U.S. Federal	78/851710 3/31/2006	3317544 10/23/2007	Affinity Gaming, LLC ¹⁰
PRIMM CENTER	U.S. Federal	78/458109 7/28/2004	2930995 3/8/2005	Affinity Gaming, LLC
PRIMM REWARDS PLAYERS CLUB & Design 	U.S. Federal	78/352704 1/15/2004	3177732 11/28/2006	Affinity Gaming, LLC
PRIMM VALLEY CASINO RESORTS BUFFALO BILL'S PRIMM VALLEY WHISKEY PETE'S & Design 	U.S. Federal	76/572212 1/23/2004	3761941 3/23/2010	Affinity Gaming, LLC
PRIMM VALLEY CASINO RESORTS BUFFALO BILL'S PRIMM VALLEY WHISKEY PETE'S & Design 	U.S. Federal	76/572213 1/23/2004	3753480 3/2/2010	Affinity Gaming, LLC
PRIMM VALLEY LOTTO STORE	U.S. Federal	78/458119 7/28/2004	2930996 3/8/2005	Affinity Gaming, LLC
PRIMM VALLEY LOTTO STORE	U.S. Federal	78/458128 7/28/2004	2930997 3/8/2005	Affinity Gaming, LLC
PRIMM VALLEY RESORT & CASINO	U.S. Federal	76/293601 8/1/2001	2578383 6/11/2002	Affinity Gaming, LLC
PRIMM VALLEY RESORT & CASINO	U.S. Federal	76/293602 8/1/2001	2591370 7/9/2002	Affinity Gaming, LLC
PRIMM VALLEY RESORT & CASINO & Design 	U.S. Federal	76/293603 8/1/2001	2582010 6/18/2002	Affinity Gaming, LLC

¹⁰ Trademark assignment from Golden Mardi Gras, Inc. to Affinity Gaming, LLC to be filed.

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
PRIMM VALLEY RESORT & CASINO & Design 	U.S. Federal	76/293604 8/1/2001	2585159 6/25/2002	Affinity Gaming, LLC
PRIMM VALLEY RESORT & CASINO & Design 	U.S. Federal	85/600611 4/17/2012		Affinity Gaming, LLC
PRIMM VALLEY RESORT & CASINO & Design 	U.S. Federal	85/600613 4/17/2012		Affinity Gaming, LLC
PRIMM VALLEY RESORT & CASINO & Design 	U.S. Federal	85/600615 4/17/2012		Affinity Gaming, LLC
PRIMM VALLEY RESORT & CASINO & Design 	U.S. Federal	85/600643 4/17/2012		Affinity Gaming, LLC
PRIMM VALLEY RESORTS	U.S. Federal	76/305179 8/23/2001	2642418 10/29/2002	Affinity Gaming, LLC
RAIL CITY	U.S. Federal	75/055794 2/9/1996	2124253 12/23/1997	Affinity Gaming, LLC
RAIL CITY	U.S. Federal	75/055795 2/9/1996	2124254 12/23/1997	Affinity Gaming, LLC
RAIL CITY	U.S. Federal	75/055796 2/9/1996	2126132 12/30/1997	Affinity Gaming, LLC
RAIL CITY ALE HOUSE & Design 	U.S. Federal	77/627807 12/5/2008	3678981 9/8/2009	Affinity Gaming, LLC
RENO ROCKS	U.S. Federal	77/589476 10/9/2008	3700134 10/20/2009	Affinity Gaming, LLC
STAR OF THE DESERT ARENA	U.S. Federal	74/613223 12/19/1994	2012596 10/29/1996	Affinity Gaming, LLC
WHISKEY PETE'S	U.S. Federal	74/086921 8/13/1990	1673710 1/28/1992	Affinity Gaming, LLC
WHISKEY PETE'S	U.S. Federal	74/672484 5/2/1995	1959074 2/27/1996	Affinity Gaming, LLC
WHISKEY PETE'S HOTEL & CASINO	U.S. Federal	76/258725 5/16/2001	2573440 5/28/2002	Affinity Gaming, LLC

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
WHISKEY PETE'S HOTEL & CASINO	U.S. Federal	76/258726 5/16/2001	2569905 5/14/2002	Affinity Gaming, LLC
WHISKEY PETE'S HOTEL & CASINO & Design 	U.S. Federal	76/258671 5/16/2001	2569904 5/14/2002	Affinity Gaming, LLC
WHISKEY PETE'S HOTEL & CASINO & Design 	U.S. Federal	85/600621 4/17/2012		Affinity Gaming, LLC
WHISKEY PETE'S HOTEL & CASINO & Design 	U.S. Federal	85/600624 4/17/2012		Affinity Gaming, LLC
WHISKEY PETE'S HOTEL & CASINO & Design 	U.S. Federal	85/600628 4/17/2012		Affinity Gaming, LLC
WHISKEY PETE'S HOTEL CASINO & Design 	U.S. Federal	75/018543 11/13/1995	2001633 9/17/1996	Affinity Gaming, LLC
WHISKEY PETE'S HOTEL CASINO & Design 	U.S. Federal	75/018549 11/13/1995	2068679 6/10/1997	Affinity Gaming, LLC

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
WHISKEY PETE'S HOTEL CASINO & Design 	U.S. Federal	76/258670 5/16/2001	2604325 8/6/2002	Affinity Gaming, LLC

TRADE NAMES

Trade Name	Jurisdiction	Reg. No./ Reg. Date	Owner
RED HAWK SPORTS BAR	Nevada	TN00350268 1/22/2003	Dayton Gaming, LLC ¹¹

¹¹ Trade name is filed in the name of Dayton Gaming, Inc.