

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
Grand Falls Casino Resort, LLC		08/14/2012	LIMITED LIABILITY COMPANY: IOWA
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association, as Administrative Agent		
Street Address:	5340 Kietzke Lane, Suite 201		
Internal Address:	Attn: Felis Gallues, Vice President		
City:	Reno		
State/Country:	NEVADA		
Postal Code:	89511		
Entity Type:	LIMITED LIABILITY COMPANY: IOWA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4174964	GF	
CORRESPONDENCE DATA			
Fax Number:	9495679710		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	213 612 2461		
Email:	ericci@orrick.com		
Correspondent Name:	CLAIRE J. KOH		
Address Line 1:	2050 Main Street, Suite 1100		
Address Line 2:	Orrick, Herrington & Sutcliffe LLP		
Address Line 4:	Irvine, CALIFORNIA 92614-8255		
ATTORNEY DOCKET NUMBER:	1696-494		
NAME OF SUBMITTER:	Claire J. Koh		

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Signature:	/clairekoh/
Date:	08/15/2012
Total Attachments: 3 source=Grant of Security Interest - Tradmarks (Grand Falls 2012)#page1.tif source=Grant of Security Interest - Tradmarks (Grand Falls 2012)#page2.tif source=Grant of Security Interest - Tradmarks (Grand Falls 2012)#page3.tif	

FIRST LIEN
GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of August 14, 2012, is executed by GRAND FALLS CASINO RESORT, LLC, an Iowa limited liability company (the "Grantor"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as the Administrative Agent (in such capacity, the "Administrative Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders").

A. Pursuant to that certain Amended and Restated First Lien Credit Agreement, dated as of August 14, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Grand Falls Casino Resort, LLC, the Lenders and Administrative Agent, the Lenders have agreed to extend loans and other financial accommodations to Grand Falls Casino Resort, LLC upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used and is using the trademarks, 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 Grantor and other entities party thereto from time to time have entered into a First Lien Security Agreement, dated as of December 17, 2010 (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 Grantor has granted to the Administrative Agent a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists 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 prompt 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 Grantor 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.

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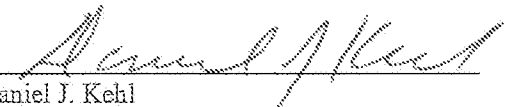
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is: -

Wells Fargo Bank, National Association
5340 Kietzke Lane, Suite 201
Reno, Nevada 89511
Attention: Felis Gallues, Vice President
Tel. No. (775) 689-6019
Fax No. (775) 689-6026

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

GRAND FALLS CASINO RESORT, LLC

By: 
Name: Daniel J. Kehl
Title: Chief Executive Officer

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Mark: GF
Serial No.: 85473784
Registration No. 4174964
Filing Date: November 16, 2011
Registration Date: July 17, 2012

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

None.

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