

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Confirmatory Grant of Security Interest in United States Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Station GVR Acquisition, LLC		09/28/2012	LIMITED LIABILITY COMPANY: NEVADA
RECEIVING PARTY DATA			
Name:	Deutsche Bank AG Cayman Islands Branch, as Administrative Agent		
Street Address:	60 Wall Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	Cayman Islands branch of a bank organized and existing under the laws of Germany: GERMANY		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	2918552	CHINA SPICE	
Registration Number:	3057294	CHINA SPICE	
Registration Number:	2797079	GREEN VALLEY RANCH STATION CASINO	
Registration Number:	2797080	GREEN VALLEY RANCH STATION CASINO	
Registration Number:	3425564	OVATION	
Registration Number:	3374513	QUINN'S	
Registration Number:	3080981	SUSHI + SAKE	
Registration Number:	3023414	SUSHI+SAKE	
Registration Number:	3394736	TERRA VERDE	
Registration Number:	3276785	TIDES	
CORRESPONDENCE DATA			
Fax Number:	7147558290		

OP \$265.00 2918552

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: ipdocket@lw.com
Correspondent Name: Latham & Watkins LLP
Address Line 1: 650 Town Center Drive
Address Line 2: Suite 2000
Address Line 4: Costa Mesa, CALIFORNIA 92626

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Rhonda DeLeon

Signature:

/Rhonda DeLeon/

Date:

09/28/2012

Total Attachments: 6

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**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (as amended, restated, supplemented or otherwise modified from time to time, this "Confirmatory Grant") is made effective as of September 28, 2012 by and from STATION GVR ACQUISITION, LLC, a Nevada limited liability company ("Grantor"), to and in favor of DEUTSCHE BANK AG CAYMAN ISLANDS BRANCH, as Administrative Agent for the Secured Parties (as defined in the Credit Agreement referenced below) (in such capacity, "Grantee").

WHEREAS, Grantor, NP Opco LLC, a Nevada limited liability company ("Opco"), the Lenders, certain other financial institutions and Grantee have entered into a Credit Agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, NP Opco Holdings LLC, a Nevada limited liability company ("Opco Holdings"), GVR Holdco 1 LLC, a Nevada limited liability company ("GVR Holdings"), certain Subsidiaries of Grantor and certain Subsidiaries of Opco have guaranteed the repayment of the Obligations pursuant to a Guaranty Agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time).

WHEREAS, Opco Holdings, GVR Holdings, Grantor, Opco, certain Subsidiaries of Grantor, certain Subsidiaries of Opco and Grantee have entered into a Security Agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

WHEREAS, Grantor owns the trademarks listed on Exhibit A attached hereto (the "Trademarks"), which Trademarks are pending or registered with the United States Patent and Trademark Office ("USPTO").

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted under the Security Agreement to Grantee for the benefit of the Secured Parties.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Obligations (as defined in the Security Agreement). Upon satisfaction of the Release Conditions, Grantee shall promptly execute, acknowledge and deliver to Grantor, all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under the Security Agreement and this Confirmatory Grant.

(b) In order to secure the payment and performance of the Obligations (as defined in the Security Agreement), Grantor hereby grants to Grantee a security interest in (1) all of Grantor's right, title and interest in and to the Trademarks now owned or from time to time after the date hereof owned or acquired by Grantor, together with (2) all proceeds of such Trademarks, (3) the goodwill associated with such Trademarks and (4) all causes of action arising prior to or after the date hereof for infringement of such Trademarks or unfair competition regarding the same.

3) Interpretation. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

4) Recordation. The parties authorize the Director of the USPTO to record this Confirmatory Grant.

[Signature Page to Follow]

IN WITNESS WHEREOF, Grantor has executed this Confirmatory Grant effective as of the date first written above.

STATION GVR ACQUISITION, LLC,
as Grantor

By: 
Name: Thomas M. Priel
Title: Senior Vice President

[Signature Page to Confirmatory Grant of Security Interest – Trademarks (GVR)]

TRADEMARK
REEL: 004869 FRAME: 0516

**DEUTSCHE BANK AG CAYMAN
ISLANDS BRANCH, as Grantee**

By: 
Name: _____
Title: **Mary Kay Coyle
Managing Director**

By: 
Name: _____
Title: **Benjamin South
Vice President**

Exhibit A

Schedule of Trademarks

US TRADEMARK REGISTRATIONS

Mark	Class(es)	Reg. No. (App. No.)	Reg. Date (App. Date)
CHINA SPICE	43	2918552 (76/536478)	01/18/2005 (7/31/2003)
CHINA SPICE (and design)	43	3057294 (78/461482)	02/07/2006 (8/3/2004)
GVR GREEN VALLEY RANCH STATION CASINO	43	2797079 (76/462123)	12/23/2003 (10/29/2002)
GVR GREEN VALLEY RANCH STATION CASINO	41	2797080 (77/462124)	12/23/2003 (10/28/2002)
OVATION	43	3425564 (77/169324)	05/13/2008 (4/30/2007)
QUINN'S	43	3374513 (78/096818)	01/22/2008 (2/1/2007)
SUSHI + SAKE	43	3080981 (78/470538)	04/11/2006 (8/19/2004)
SUSHI + SAKE (and design)	43	3023414 (78/470581)	12/06/2005 (8/19/2004)
TERRA VERDE	43	3394736 (77/247128)	03/11/2008 (8/3/2007)
TIDES	43	3276785	08/07/2007

		(78/607689)	(4/13/2005)
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STATE TRADEMARK REGISTRATIONS

Mark	State	Reg. No.	Reg. Date
CHINA SPICE	NV	SM00350667	7/10/2003
DROP BAR	NV	E0492842011-1	8/30/2011
DROP BAR	NV	E0530482011-4	8/30/2011
HANK'S	NV	E0753482005-5	11/1/2005
HANK'S	NV	E0753442005-1	11/1/2005
HANK'S	NV	E0753402005-7	11/1/2005
QUINNS	NV	E0234162008-2	4/3/2008
QUINN'S	NV	E0193752008-3	3/18/2008
SUSHI + SAKE	NV	SM00350668	7/10/2003
TERRA VERDE	NV	E0652332007-8	9/18/2007
TIDES OYSTER BAR	NV	E0346862006-9	5/9/2006
TIDES OYSTER BAR	NV	E0346792006-0	5/9/2006
TIDES OYSTER BAR	NV	E0346842006-7	5/8/2006
TIDES OYSTER BAR (and design)	NV	E0346142006-3	5/9/2006
TIDES OYSTER BAR (and design)	NV	E0346222006-3	5/9/2006
TIDES OYSTER BAR (and design)	NV	E0346002006-7	5/8/2006

Exhibit A-2

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