

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Confirmatory Grant of Security Interest in License Agreement

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:	3679186	GVR GREEN VALLEY RANCH
Registration Number:	3796918	GVR GREEN VALLEY RANCH
Registration Number:	3887005	GVR GREEN VALLEY RANCH
Registration Number:	3796900	GVR GREEN VALLEY RANCH
Registration Number:	3531901	GREEN VALLEY RANCH
Registration Number:	2797080	GREEN VALLEY RANCH STATION CASINO
Registration Number:	2797079	GREEN VALLEY RANCH STATION CASINO
Registration Number:	2672955	GREEN VALLEY RANCH
Registration Number:	2672954	GREEN VALLEY RANCH
Registration Number:	2608215	GREEN VALLEY RANCH

CORRESPONDENCE DATA

Fax Number:	7147558290
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OP \$265.00 3679186

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

ATTORNEY DOCKET NUMBER:	042541-0038
NAME OF SUBMITTER:	Rhonda DeLeon
Signature:	/Rhonda DeLeon/
Date:	09/28/2012

Total Attachments: 5

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**CONFIRMATORY GRANT OF SECURITY INTEREST
IN LICENSE AGREEMENT**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN LICENSE AGREEMENT (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, pursuant to that certain License Agreement, dated as of March 2, 2011, between American Nevada Company, LLC, a Nevada limited liability company, (the "Licensor") and Grantor, as the licensee, (the "IP License Agreement"), Grantor holds an exclusive twenty (20) year license from Licensor to the trademarks listed on Exhibit A hereto (the "Trademarks").

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 IP License Agreement 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 IP License Agreement, and (2) all causes of action arising prior to or after the date hereof 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 United States Patent and Trademark Office 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. Friel
Title: Senior Vice President

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

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

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

By: 
Name: **Benjamin Souh**
Title: **Vice President**

Exhibit A

Schedule of Trademarks

The IP License Agreement entered into by and between American Nevada Company, LLC or its designee, a Nevada limited liability company, and Station GVR Acquisition, LLC, a Nevada limited liability company, dated as of March 2, 2011, by which American Nevada Company granted to Station GVR Acquisition, LLC, a license to the trademarks, trademark registrations, service marks, trade names and logos identified as follows:

Mark*	Class(es)	Serial Number	Reg. Number	Filing Date
GVR GREEN VALLEY RANCH (and design)	43	77667801	3679186	09/08/2009
GVR GREEN VALLEY RANCH (and design)	41	77667779	3796918	06/01/2010
GVR GREEN VALLEY RANCH	25	77667773	3887005	12/07/2010
GVR GREEN VALLEY RANCH (and design)	44	77662943	3796900	06/01/2010
GREEN VALLEY RANCH	16	77230003	3531901	11/11/2008
GREEN VALLEY RANCH STATION CASINO	41	76462124	2797080	10/28/2002
GREEN VALLEY RANCH STATION CASINO	43	76462123	2797079	10/28/2002
GREEN VALLEY RANCH	41	76205294	2672955	01/07/2003
GREEN VALLEY RANCH	42	76205293	2672954	01/07/2003
GREEN VALLEY RANCH	25	76205292	2608215	08/13/2002

* Includes common law rights in all of the above referenced marks.