

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
Cannery Casino Resorts, LLC		10/02/2012	LIMITED LIABILITY COMPANY: NEVADA

**RECEIVING PARTY DATA**

Name:	Deutsche Bank Trust Company Americas
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 77**

Property Type	Number	Word Mark
Registration Number:	2902726	BOOZE & BETS
Registration Number:	2902727	BOOZE & BETS
Registration Number:	3586667	C.A.N. CLUB
Registration Number:	3586668	C.A.N. CLUB
Registration Number:	3586669	C.A.N. CLUB
Registration Number:	3653622	C.A.N. CLUB
Registration Number:	2880810	CANNERY
Registration Number:	2837974	CANNERY
Registration Number:	2870964	CANNERY
Registration Number:	2850377	CANNERY
Registration Number:	2905619	CANNERY
Registration Number:	2905620	CANNERY
Registration Number:	2790950	CANNERY
Registration Number:	2790951	CANNERY

**TRADEMARK**

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Registration Number:	2797243	CANNERY
Registration Number:	2790952	CANNERY
Registration Number:	2896653	CANNERY
Registration Number:	3874469	CANNERY CASINOS EASTSIDE · RAMPART · CANNERY
Registration Number:	3874468	CANNERY CASINOS EASTSIDE RAMPART CANNERY
Registration Number:	3538110	CANNERY RESORTS FANTASY FOOTBALL CONTEST
Registration Number:	3538111	CANNERY RESORTS FANTASY FOOTBALL CONTEST
Registration Number:	2764094	CANNERY ROW
Registration Number:	2764095	CANNERY ROW BUFFET
Registration Number:	2842498	CASA COCINA
Registration Number:	2842499	CASA COCINA
Registration Number:	3648405	EASTSIDE CANNERY
Registration Number:	3648406	EASTSIDE CANNERY
Registration Number:	3648408	EASTSIDE CANNERY
Registration Number:	3621636	EASTSIDE CANNERY
Registration Number:	3621637	EASTSIDE CANNERY
Registration Number:	3981830	EASTSIDE CANNERY
Registration Number:	3974885	EASTSIDE CANNERY
Registration Number:	3648409	EASTSIDE CANNERY
Registration Number:	3621638	EASTSIDE CANNERY
Registration Number:	3621639	EASTSIDE CANNERY
Registration Number:	3981828	EASTSIDE CANNERY
Registration Number:	3854649	EXTRAPLAY
Registration Number:	3854650	EXTRAPLAY
Registration Number:	3924003	IT'S ALL GOOD!
Registration Number:	3736859	IT'S YOUR PLAY
Registration Number:	3739547	IT'S YOUR PLAY
Registration Number:	4143876	LET'S HAVE SOME FUN!
Registration Number:	3693826	MARILYN'S LOUNGE
Registration Number:	3693827	MARILYN'S LOUNGE
Registration Number:	3586622	MARILYN'S LOUNGE
Registration Number:	3586640	MARILYN'S LOUNGE
Registration Number:	4032063	MEADOWS MANIA
Registration Number:	4032064	MEADOWS MANIA
Registration Number:	3868317	MEADOWS MILLIONS

TRADEMARK

REEL: 004872 FRAME: 0398

	3854651	MEADOWS MILLIONS
Registration Number:	3458781	MEADOWS REWARDS
Registration Number:	3458782	MEADOWS REWARDS
Registration Number:	3736860	NEIGHBORHOOD PARTNERS
Registration Number:	4123385	SNAPS 24 HOUR RESTAURANT
Registration Number:	3990276	THE MEADOWS
Registration Number:	3990277	THE MEADOWS
Registration Number:	3664073	THE MEADOWS
Registration Number:	3425318	THE MEADOWS
Registration Number:	4026326	THE MEADOWS
Registration Number:	3687431	THE MEADOWS
Registration Number:	2674278	THE MEADOWS
Registration Number:	2656162	THE MEADOWS ESTABLISHED IN 1963
Registration Number:	3994155	THE MEADOWS RACETRACK & CASINO
Registration Number:	3752644	THE MEADOWS RACETRACK & CASINO
Registration Number:	3990278	THE MEADOWS RACETRACK & CASINO
Registration Number:	3696286	THE MEADOWS RACETRACK & CASINO
Registration Number:	4026327	THE MEADOWS RACETRACK & CASINO
Registration Number:	3700330	THE MEADOWS RACETRACK & CASINO
Registration Number:	2914172	VICTORY'S
Registration Number:	2756004	WAVERLY'S
Registration Number:	2756005	WAVERLY'S
Registration Number:	4105942	WORLD OF FREE PLAY
Registration Number:	4042520	WORLD OF FREE PLAY
Registration Number:	3865380	YOURPLAY
Registration Number:	3851173	YOURPLAY
Serial Number:	85246283	LET'S HAVE SOME FUN!
Registration Number:	2797242	CANNERY

**CORRESPONDENCE DATA**

Fax Number: 3026365454

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

Phone: 800-927-9801 x2348

Email: jpaterso@cscinfo.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue NW, Suite 430

**TRADEMARK**  
**REEL: 004872 FRAME: 0399**

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER: 368572

NAME OF SUBMITTER: Jean Paterson

Signature: /jep/

Date: 10/04/2012

**Total Attachments: 13**

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**Trademark Security Agreement**

**Trademark Security Agreement**, dated as of October 2, 2012 by CANNERY CASINO RESORTS, LLC (“Pledgor”), in favor of DEUTSCHE BANK TRUST COMPANY AMERICAS, in its capacity as collateral agent pursuant to the Second Lien Credit Agreement (in such capacity, the “Collateral Agent”).

WITNESSETH:

WHEREAS, the Pledgor is party to a Second Lien Security Agreement of even date herewith (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Second Lien Security Agreement”) in favor of the Collateral Agent pursuant to which the Pledgor is 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 Second Lien Credit Agreement, the Pledgor hereby agrees with the Collateral Agent as follows:

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

SECTION 2. Grant of Security Interest in Trademark Collateral. 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 Collateral of such Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I attached hereto; and
- (b) 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 Second Lien Security Agreement and the parties hereto hereby acknowledge and affirm that their rights and remedies with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Second Lien 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 Second Lien Security Agreement, the provisions of the Second Lien Security Agreement shall control.

SECTION 4. Termination. Upon the payment in full of the Obligations and termination of the Second Lien Security Agreement, the Collateral Agent shall execute,

acknowledge, and deliver to the Pledgor 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.

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.

SECTION 6. Governing Law. This Trademark Security Agreement and the transactions contemplated hereby, and all disputes between the parties under or relating to this Trademark Security Agreement or the facts or circumstances leading to its execution, whether in contract, tort or otherwise, shall be construed in accordance with and governed by the laws (including statutes of limitation) of the State of New York, without regard to conflicts of law principles that would require the application of the laws of another jurisdiction.

SECTION 7. Intercreditor Agreement. Notwithstanding any provision to the contrary contained herein, the terms of this Trademark Security Agreement, the Liens created hereby and the rights and remedies of the Collateral Agent hereunder are subject to the terms of the Intercreditor Agreement. In the event of any conflict between the terms of this Trademark Security Agreement and the Intercreditor Agreement, the terms of the Intercreditor Agreement shall govern.

[signature page follows]

IN WITNESS WHEREOF, 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,

**CANNERY CASINO RESORTS, LLC**

By: 

Name: William J. Paulos

Title: Manager

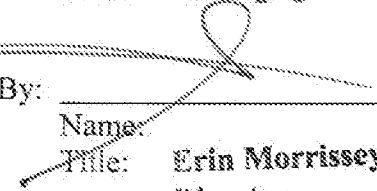
[Second Lien Trademark Agreement]

**TRADEMARK**  
**REEL: 004872 FRAME: 0403**

Accepted and Agreed:

DEUTSCHE BANK TRUST COMPANY AMERICAS,  
as Collateral Agent

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

  
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: **Erin Morrissey**  
**Director**

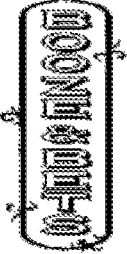
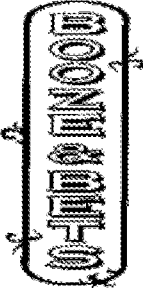

[Second Lien Trademark Security Agreement]








**SCHEDULE I**  
**to**  
**TRADEMARK SECURITY AGREEMENT**  
**TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS**






**UNITED STATES TRADEMARKS:**

Registrations:

OWNER	MARK	REGISTRATION No. & DATE
Cannery Casino Resorts, LLC	BOOZE & BETS 	2902726 16-NOV-2004
Cannery Casino Resorts, LLC	BOOZE & BETS 	2902727 16-NOV-2004
Cannery Casino Resorts, LLC	C.A.N. CLUB	3586667 10-MAR-2009
Cannery Casino Resorts, LLC		3586668 10-MAR-2009









OWNER	MARK	REGISTRATION No. & DATE
Cannery Casino Resorts, LLC	C.A.N. CLUB	3586669 10-MAR-2009
Cannery Casino Resorts, LLC	C.A.N. CLUB 	3653622 14-JUL-2009
Cannery Casino Resorts, LLC	CANNERY	2880810 07-SEP-2004
Cannery Casino Resorts, LLC	CANNERY 	2837974 04-MAY-2004
Cannery Casino Resorts, LLC	CANNERY	2870964 10-AUG-2004
Cannery Casino Resorts, LLC	CANNERY 	2850377 08-JUN-2004
Cannery Casino Resorts, LLC	CANNERY 	2905619 30-NOV-2004
Cannery Casino Resorts, LLC	CANNERY	2905620 30-NOV-2004
Cannery Casino Resorts, LLC	CANNERY 	2790950 09-DEC-2003
Cannery Casino Resorts, LLC	CANNERY	2790951 09-DEC-2003


OWNER	MARK	REGISTRATION No. & DATE
Cannery Casino Resorts, LLC	CANNERY 	2797242 23-DEC-2003
Cannery Casino Resorts, LLC	CANNERY	2797243 23-DEC-2003
Cannery Casino Resorts, LLC	CANNERY 	2790952 09-DEC-2003
Cannery Casino Resorts, LLC	CANNERY 	2896653 26-OCT-2004
Cannery Casino Resorts, LLC	CANNERY CASINOS EASTSIDE · RAMPART · CANNERY 	3874469 09-NOV-2010
Cannery Casino Resorts, LLC	CANNERY CASINOS EASTSIDE RAMPART CANNERY	3874468 09-NOV-2010
Cannery Casino Resorts, LLC	CANNERY RESORTS FANTASY FOOTBALL CONTEST	3538110 25-NOV-2008
Cannery Casino Resorts, LLC	CANNERY RESORTS FANTASY FOOTBALL CONTEST 	3538111 25-NOV-2008
Cannery Casino Resorts, LLC	CANNERY ROW	2764094 16-SEP-2003
Cannery Casino Resorts, LLC	CANNERY ROW BUFFET 	2764095 16-SEP-2003

OWNER	MARK	REGISTRATION No. & DATE
Cannery Casino Resorts, LLC	CASA COCINA 	2842498 18-MAY-2004
Cannery Casino Resorts, LLC	CASA COCINA	2842499 18-MAY-2004
Cannery Casino Resorts, LLC	EASTSIDE CANNERY	3648405 30-JUN-2009
Cannery Casino Resorts, LLC	EASTSIDE CANNERY	3648406 30-JUN-2009
Cannery Casino Resorts, LLC	EASTSIDE CANNERY	3648408 30-JUN-2009
Cannery Casino Resorts, LLC	EASTSIDE CANNERY	3621636 19-MAY-2009
Cannery Casino Resorts, LLC	EASTSIDE CANNERY	3621637 19-MAY-2009
Cannery Casino Resorts, LLC	EASTSIDE CANNERY 	3981830 21-JUN-2011
Cannery Casino Resorts, LLC	EASTSIDE CANNERY 	3974885 07-JUN-2011
Cannery Casino Resorts, LLC	EASTSIDE CANNERY 	3648409 30-JUN-2009
Cannery Casino Resorts, LLC	EASTSIDE CANNERY 	3621638 19-MAY-2009

OWNER	MARK	REGISTRATION No. & DATE
Cannery Casino Resorts, LLC	EASTSIDE CANNERY 	3621639 19-MAY-2009
Cannery Casino Resorts, LLC	EASTSIDE CANNERY	3981828 21-JUN-2011
Cannery Casino Resorts, LLC	EXTRAPLAY	3854649 28-SEP-2010
Cannery Casino Resorts, LLC	EXTRAPLAY	3854650 28-SEP-2010
Cannery Casino Resorts, LLC	IT'S ALL GOOD!	3924003 22-FEB-2011
Cannery Casino Resorts, LLC	IT'S YOUR PLAY	3736859 12-JAN-2010
Cannery Casino Resorts, LLC	IT'S YOUR PLAY	3739547 19-JAN-2010
Cannery Casino Resorts, LLC	LET'S HAVE SOME FUN!	4143876 15-MAY-2012
Cannery Casino Resorts, LLC	MARILYN'S LOUNGE	3693826 06-OCT-2009
Cannery Casino Resorts, LLC	MARILYN'S LOUNGE 	3693827 06-OCT-2009
Cannery Casino Resorts, LLC	MARILYN'S LOUNGE	3586622 10-MAR-2009
Cannery Casino Resorts, LLC	MARILYN'S LOUNGE 	3586640 10-MAR-2009

OWNER	MARK	REGISTRATION No. & DATE
Cannery Casino Resorts, LLC	MEADOWS MANIA	4032063 27-SEP-2011
Cannery Casino Resorts, LLC	MEADOWS MANIA	4032064 27-SEP-2011
Cannery Casino Resorts, LLC	MEADOWS MILLIONS	3868317 26-OCT-2010
Cannery Casino Resorts, LLC	MEADOWS MILLIONS	3854651 28-SEP-2010
Cannery Casino Resorts, LLC	MEADOWS REWARDS	3458781 01-JUL-2008
Cannery Casino Resorts, LLC	MEADOWS REWARDS	3458782 01-JUL-2008
Cannery Casino Resorts, LLC	NEIGHBORHOOD PARTNERS	3736860 12-JAN-2010
Cannery Casino Resorts, LLC	SNAPS 24 HOUR RESTAURANT	4123385 10-APR-2012
		
Cannery Casino Resorts, LLC	THE MEADOWS	3990276 05-JUL-2011
Cannery Casino Resorts, LLC	THE MEADOWS	3990277 05-JUL-2011
Cannery Casino Resorts, LLC	THE MEADOWS	3664073 04-AUG-2009
Cannery Casino Resorts, LLC	THE MEADOWS	3425318 13-MAY-2008
Cannery Casino Resorts, LLC	THE MEADOWS	4026326 13-SEP-2011
Cannery Casino Resorts, LLC	THE MEADOWS	3687431 22-SEP-2009

OWNER	MARK	REGISTRATION No. & DATE
Cannery Casino Resorts, LLC	THE MEADOWS	2674278 14-JAN-2003
Cannery Casino Resorts, LLC	THE MEADOWS ESTABLISHED IN 1963 	2656162 03-DEC-2002
Cannery Casino Resorts, LLC	THE MEADOWS RACETRACK & CASINO 	3994155 12-JUL-2011
Cannery Casino Resorts, LLC	THE MEADOWS RACETRACK & CASINO 	3752644 23-FEB-2010
Cannery Casino Resorts, LLC	THE MEADOWS RACETRACK & CASINO 	3990278 05-JUL-2011
Cannery Casino Resorts, LLC	THE MEADOWS RACETRACK & CASINO 	3696286 13-OCT-2009
Cannery Casino Resorts, LLC	THE MEADOWS RACETRACK & CASINO 	4026327 13-SEP-2011
Cannery Casino Resorts, LLC	THE MEADOWS RACETRACK & CASINO 	3700330 20-OCT-2009
Cannery Casino Resorts, LLC	VICTORY'S 	2914172 28-DEC-2004

<u>OWNER</u>	<u>MARK</u>	<u>REGISTRATION No. &amp; DATE</u>
Cannery Casino Resorts, LLC	WAVERLY'S 	2756004 26-AUG-2003
Cannery Casino Resorts, LLC	WAVERLY'S	2756005 26-AUG-2003
Cannery Casino Resorts, LLC	WORLD OF FREE PLAY	4105942 28-FEB-2012
Cannery Casino Resorts, LLC	WORLD OF FREE PLAY	4042520 18-OCT-2011
Cannery Casino Resorts, LLC	YOURPLAY	3865380 19-OCT-2010
Cannery Casino Resorts, LLC	YOURPLAY	3851173 21-SEP-2010

Applications:

<u>OWNER</u>	<u>TRADEMARK</u>	<u>APPLICATION NO.</u>	<u>APPLICATION DATE</u>	<u>STATUS</u>
Cannery Casino Resorts, LLC	LET'S HAVE SOME FUN!	85246283	18-FEB-2011	PUBLISHED (PENDING)