

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Affinity Gaming, LLC		12/20/2012	LIMITED LIABILITY COMPANY: NEVADA

RECEIVING PARTY DATA	
Name:	Affinity Gaming
Street Address:	3755 Breakthrough Way
Internal Address:	Suite 300
City:	Las Vegas
State/Country:	NEVADA
Postal Code:	89135
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 52

Property Type	Number	Word Mark
Registration Number:	4117625	AFFINITY GAMING
Registration Number:	4191720	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:	85600587	BUFFALO BILL'S RESORT & CASINO
Serial Number:	85600591	BUFFALO BILL'S RESORT & CASINO
Serial Number:	85600605	BUFFALO BILL'S RESORT & CASINO

CH \$1315.00 4117625

Registration Number:	3270691	BUFFALO BILL'S RESORT & CASINO
Registration Number:	1874879	BUFFALO BILL'S RESORT & CASINO
Registration Number:	2015414	BUFFALO BILL'S RESORT CASINO
Registration Number:	2003237	BUFFALO BILL'S RESORT CASINO
Registration Number:	1980864	BUFFALO W BILL'S W RESORT-CASINO
Registration Number:	3508024	DESPERADO
Registration Number:	2006265	DESPERADO
Registration Number:	2930995	PRIMM CENTER
Registration Number:	3177732	PRIMM REWARDS PLAYERS CLUB
Registration Number:	3761941	PRIMM VALLEY CASINO RESORTS BUFFALO BILL'S PRIMM VALLEY WHISKEY PETE'S
Registration Number:	3753480	PRIMM VALLEY CASINO RESORTS BUFFALO BILL'S PRIMM VALLEY WHISKEY PETE'S
Registration Number:	2930996	PRIMM VALLEY LOTTO STORE
Registration Number:	2930997	PRIMM VALLEY LOTTO STORE
Registration Number:	2591370	PRIMM VALLEY RESORT & CASINO
Registration Number:	2578383	PRIMM VALLEY RESORT & CASINO
Serial Number:	85600611	PRIMM VALLEY RESORT & CASINO
Serial Number:	85600613	PRIMM VALLEY RESORT & CASINO
Serial Number:	85600643	PRIMM VALLEY RESORT & CASINO
Serial Number:	85600615	PRIMM VALLEY RESORT & CASINO
Registration Number:	2585159	PRIMM VALLEY RESORT & CASINO
Registration Number:	2582010	PRIMM VALLEY RESORT & CASINO
Registration Number:	2126132	RAIL CITY
Registration Number:	2124253	RAIL CITY
Registration Number:	2124254	RAIL CITY
Registration Number:	3678981	RAIL CITY ALE HOUSE
Registration Number:	3700134	RENO ROCKS
Registration Number:	2012596	STAR OF THE DESERT ARENA
Serial Number:	85600621	WHISKEY PETE'S HOTEL & CASINO
Serial Number:	85600624	WHISKEY PETE'S HOTEL & CASINO
Serial Number:	85600628	WHISKEY PETE'S HOTEL & CASINO
Registration Number:	2068679	WHISKEY PETE'S HOTEL CASINO
Registration Number:	2569904	WHISKEY PETE'S HOTEL & CASINO
Registration Number:	2604325	WHISKEY PETE'S HOTEL CASINO

Registration Number:	1959074	WHISKEY PETE'S
Registration Number:	1673710	WHISKEY PETE'S
Registration Number:	2569905	WHISKEY PETE'S HOTEL & CASINO
Registration Number:	2573440	WHISKEY PETE'S HOTEL & CASINO
Registration Number:	2001633	WHISKEY PETE'S HOTEL CASINO
Registration Number:	2642418	PRIMM VALLEY

CORRESPONDENCE DATA

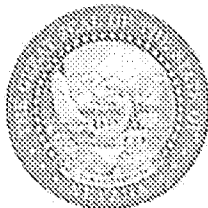
Fax Number: 7027929002
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 702-792-3773
Email: lvpto@gtlaw.com
Correspondent Name: Greenberg Traurig, LLP; Attn. L.Thompson
Address Line 1: 3773 Howard Hughes Parkway
Address Line 2: Suite 400N
Address Line 4: Las Vegas, NEVADA 89169

ATTORNEY DOCKET NUMBER:	132017.000000
NAME OF SUBMITTER:	Lauri S. Thompson
Signature:	/Lauri S. Thompson/
Date:	12/20/2012

Total Attachments: 5
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STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
*Deputy Secretary
for Commercial Recordings*

OFFICE OF THE
SECRETARY OF STATE

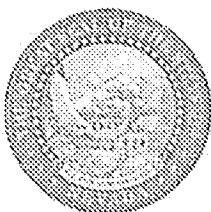
Certified Copy

December 20, 2012

Job Number: C20121220-0572
Reference Number:
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20120854820-82	Convert In	2 Pages/1 Copies



Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

Certified By: Roxanna Sanchez
Certificate Number: C20121220-0572
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 694-6788
Website: www.nvsoa.gov

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20120854820-82 Filing Date and Time 12/20/2012 10:15 AM Entry Number E0140382010-9
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Articles of Conversion
(PURSUANT TO NRS 92A.205)
Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Articles of Conversion
(Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

AFFINITY GAMING, LLC
Name of constituent entity

NEVADA
Jurisdiction

LIMITED LIABILITY COMPANY
Entity type *

and,

AFFINITY GAMING
Name of resulting entity

NEVADA
Jurisdiction

CORPORATION
Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 1
Revised: 8-01-11



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4620
(775) 684-5708
Website: www.nvsos.gov

Articles of Conversion
(PURSUANT TO NRS 92A.205)
Page 2

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn:

c/o:

5. Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date:

Time:

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 97).

2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

AFFINITY GAMING, LLC

Name of constituent entity

X 
Signature

SECRETARY
Title

12/20/12
Date

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

FILING FEE: \$350.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State USA Conversion Page 2
Revised 5-31-11

SECRETARY OF STATE



**CORPORATE CHARTER
(CONVERSION)**

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **AFFINITY GAMING** did on March 29, 2010 file in this office the Convert In and Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on December 20, 2012.

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

Certified By: Roxanna Sanchez
Certificate Number: C20121220-0572
You may verify this certificate
online at <http://www.nvsos.gov/>

SECRETARY OF STATE

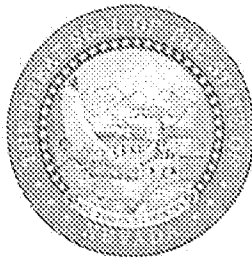


**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **AFFINITY GAMING**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 29, 2010, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on December 20, 2012.



Ross Miller
ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20121220-2019
You may verify this electronic certificate
online at <http://www.nvsos.gov/>