

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
St. Louis Gaming Ventures, LLC		12/04/2013	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Collateral Agent		
Street Address:	901 Main Street, 14th Floor		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75202-3714		
Entity Type:	national association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3455130	EAT UP BUFFET	
Registration Number:	3604172	MONEY IN THE TANK	
Registration Number:	3351322	TUESDAY NIGHT SUPPER CLUB	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	ipdocket@lw.com		
Correspondent Name:	Latham & Watkins LLP		
Address Line 1:	650 Town Center Drive, Suite 2000		
Address Line 4:	Costa Mesa, CALIFORNIA 92626		
ATTORNEY DOCKET NUMBER:	042541-0030		
NAME OF SUBMITTER:	Rhonda DeLeon		
Signature:	/Rhonda DeLeon/		

OP \$90.00 3455130

Date:

12/12/2013

Total Attachments: 15

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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement (“Trademark Security Agreement”), dated as of December 4, 2013, by Penn National Gaming, Inc., CRC Holdings, Inc., Hollywood Casinos, LLC, LVGV, LLC, Penn National Turf Club, LLC and St. Louis Gaming Ventures, LLC (each individually, a “Pledgor,” and collectively, the “Pledgors”), in favor of Bank of America, N.A., in its capacity as collateral agent pursuant to the Credit Agreement and the other Loan Documents (in such capacity, the “Collateral Agent”).

WITNESSETH:

WHEREAS, the Pledgors are parties to a Security Agreement dated as of the date hereof (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”) in favor of the Collateral Agent pursuant to which the Pledgors are 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 Credit Agreement and the other Loan Documents, the Pledgors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement (or, if not defined in the Security Agreement, in the Credit Agreement) and used herein have the meaning given to them in the Security Agreement (or the Credit Agreement, if applicable).

SECTION 2. Grant of Security Interest in Trademark Collateral. As collateral security for the payment and performance in full of all the Secured Obligations, each 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 such Pledgor’s right, title and interest in, to and under all the following property, in each case wherever located and whether now owned or existing or hereafter owned, arising or acquired from time to time (collectively, the “Pledged Trademark Collateral”):

- (a) all Trademarks listed on Schedule I attached hereto. “Trademarks” shall mean (i) all trademarks, trade names, organizational names, company names, business names, fictitious business names, trade styles, service marks, logos and other source or business identifiers, and all goodwill associated therewith, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith, whether in the United States Patent and Trademark Office or in any similar office or agency of the United States, any State thereof or any other country or any political subdivision thereof, or otherwise, and all common-law rights related thereto, and (ii) the right to obtain all renewals thereof;
- (b) all Trademark Licenses listed on Schedule I attached hereto. “Trademark Licenses” shall mean any agreement, whether written or oral, providing for the grant by or to any Pledgor of any right to use any Trademark;

- (c) all goodwill associated with such Trademarks; and
- (d) 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 Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Pledged Trademark Collateral made and granted hereby are more fully set forth in the 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 Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. The provisions of Section 13.04(g) of the Credit Agreement shall apply with respect to the release of a security interest in any of the Pledged Trademark Collateral created pursuant to this Trademark Security Agreement.

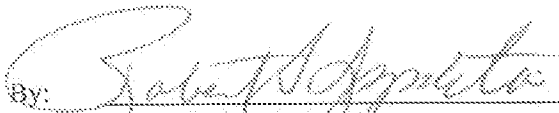
SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

SECTION 6. GOVERNING LAW. THIS TRADEMARK SECURITY AGREEMENT AND ANY CLAIMS, CONTROVERSIES, DISPUTES, OR CAUSES OF ACTION (WHETHER ARISING UNDER CONTRACT LAW, TORT LAW OR OTHERWISE) BASED UPON OR RELATING TO THIS TRADEMARK SECURITY AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK WITHOUT GIVING EFFECT TO ANY CHOICE OF LAW PRINCIPLES THAT WOULD APPLY THE LAWS OF ANOTHER JURISDICTION.

[Signature pages follow]

IN WITNESS WHEREOF, each 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.

PENN NATIONAL GAMING, INC.

By: 
Name: Robert S. Ippolito
Title: Vice President, Secretary and Treasurer

[Signature Page to Trademark Security Agreement]

CRC HOLDINGS, INC.

By: 
Name: Robert S. Ippolito
Title: Secretary and Treasurer

HOLLYWOOD CASINOS, LLC

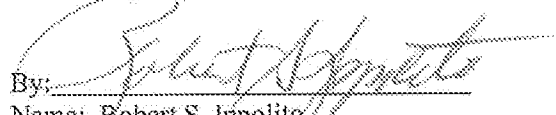
By : CRC Holdings, Inc.,
as its Sole Member

By: 
Name: Robert S. Ippolito
Title: Secretary and Treasurer

LVGV, LLC

PENN NATIONAL TURF CLUB, LLC
ST. LOUIS GAMING VENTURES, LLC

By : Penn National Gaming, Inc.,
as Sole Member of each of the
foregoing entities

By: 
Name: Robert S. Ippolito
Title: Vice President, Secretary and Treasurer

{Signature Page to Trademark Security Agreement}

TRADEMARK
REEL: 005173 FRAME: 0006

Accepted and Agreed:

BANK OF AMERICA, N.A.,
as Collateral Agent

By: 

Name: Henry C. Pennell

Title: Vice President

[Signature Page to Trademark Security Agreement]


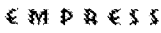
TRADEMARK
REEL: 005173 FRAME: 0007

SCHEDULE 1
to
TRADEMARK SECURITY AGREEMENT

U.S. TRADEMARKS AND TRADEMARK LICENSES

TRADEMARKS:

Owner: CRC Holdings, Inc.

Registrant/Applicant	Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
TRADEMARK REGISTRATIONS				
CRC Holdings, Inc.	ALTON BELLE	41	74595593 07-NOV-1994	1931461 31-OCT-1995
CRC Holdings, Inc.	ARGOSY	41	74595595 07-NOV-1994	1929892 24-OCT-1995
CRC Holdings, Inc.		41	76604792 29-JUL-2004	3012717 08-NOV-2005
CRC Holdings, Inc.	ARGOSY PREFERRED	35	74629568 03-FEB-1995	1958696 27-FEB-1996
CRC Holdings, Inc.	BELLE OF SIOUX CITY	41	74597680 10-NOV-1994	1935361 14-NOV-1995
CRC Holdings, Inc.	EMPRESS	41	74255169 13-MAR-1992	2037357 11-FEB-1997
CRC Holdings, Inc.	EMPRESS	42	75067616 05-MAR-1996	2102174 30-SEP-1997
CRC Holdings, Inc.	EMPRESS	41	74255297 13-MAR-1992	2107523 21-OCT-1997
CRC Holdings, Inc.	EMPRESS	25	75976982 16-FEB-1996	2177009 28-JUL-1998
CRC Holdings, Inc.	EMPRESS	41	74495726 01-MAR-1994	2196824 20-OCT-1998
CRC Holdings, Inc.	EMPRESS	3, 9, 16, 34	75975808 16-FEB-1996	2220630 26-JAN-1999
CRC Holdings, Inc.		41	74495672 01-MAR-1994	2196822 20-OCT-1998
CRC Holdings, Inc.	EMPRESS CASINO	41	75070785 11-MAR-1996	2190220 22-SEP-1998
CRC Holdings, Inc.	ESCAPE THE ORDINARY	41	77072747 28-DEC-2006	3445924 10-JUN-2008
CRC Holdings, Inc.	HOLIDAY HYSTERIA	41	78771468 12-DEC-2005	3173802 21-NOV-2006
CRC Holdings, Inc.	LET YOURSELF GO	41	76613014 20-SEP-2004	3014725 15-NOV-2005
CRC Holdings, Inc.	SUMMER OF LUCK	41	78771472 12-DEC-2005	3173803 21-NOV-2006
CRC Holdings, Inc.	YOUR LUCKY PLACE	41	76616429	3026020

Schedule 1-1

Registrant/Applicant	Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
			18-OCT-2004	13-DEC-2005

Schedule 1-2

Owner: Hollywood Casinos, LLC









Registrant/Applicant	Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
TRADEMARK REGISTRATIONS				
Hollywood Casinos, LLC	EPIC BUFFET	43	85841134 05-FEB-2013	4399890 10-SEP-2013
Hollywood Casinos, LLC	 EPIC BUFFET	43	85876056 14-MAR-2013	4403448 17-SEP-2013
Hollywood Casinos, LLC	FAIRBANKS	42	74395734 26-MAY-1993	1974466 21-MAY-1996
Hollywood Casinos, LLC	HOLLYWOOD CASINO	41	74801556 05-MAY-1993	1851759 30-AUG-1994
Hollywood Casinos, LLC	HOLLYWOOD CASINO	42	74388870 05-MAY-1993	1903858 04-JUL-1995
Hollywood Casinos, LLC	HOLLYWOOD CASINO	35, 41, 43	85871351 08-MAR-2013	4400203 10-SEP-2013
Hollywood Casinos, LLC		42	74298908 28-JUL-1992	1949319 16-JAN-1996
Hollywood Casinos, LLC		41, 43	85841115 05-FEB-2013	4399889 10-SEP-2013
Hollywood Casinos, LLC	HOLLYWOOD EPIC BUFFET	42	74485296 01-FEB-1994	1902030 27-JUN-1995
Hollywood Casinos, LLC		42	74493576 23-FEB-1994	1903176 04-JUL-1995
Hollywood Casinos, LLC	HOLLYWOOD MARQUEE	41	74395728 26-MAY-1993	1904686 11-JUL-1995
Hollywood Casinos, LLC		41	74395727 26-MAY-1993	1990629 06-AUG-1996
Hollywood Casinos, LLC		41	77115075 23-FEB-2007	3489440 19-AUG-2008
Hollywood Casinos, LLC	HOLLYWOOD SCREEN TEST	41	74395741 26-MAY-1993	1904687 11-JUL-1995
Hollywood Casinos, LLC		41	74395740 26-MAY-1993	1928914 24-OCT-1995
Hollywood Casinos, LLC	HOORAY FOR HOLLYWOOD	41	78881601 11-MAY-2006	3791616 18-MAY-2010
Hollywood Casinos, LLC		41	77115078 23-FEB-2007	3489441 19-AUG-2008
Hollywood Casinos, LLC	TURN 2	43	85745306 04-OCT-2012	4332060 07-MAY-2013

Schedule 1-3


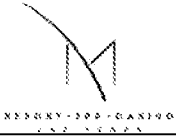
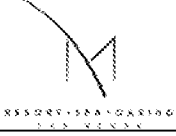





Registrant/Applicant	Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
Hollywood Casinos, LLC	TURN 2 LOUNGE	43	85330604 26-MAY-2011	4234792 30-OCT-2012
TRADEMARK APPLICATIONS				
Hollywood Casinos, LLC	HOLLYWOOD CASINO	41	85769770 02-NOV-2012	
Hollywood Casinos, LLC	HOLLYWOOD GAMING	41, 43	85964330 19-JUN-2013	
Hollywood Casinos, LLC		41, 43	85963912 19-JUN-2013	
Hollywood Casinos, LLC	HOLLYWOOD POKER	41	85498773 19-DEC-2011	
Hollywood Casinos, LLC	HOLLYWOOD POKER OPEN	41	85727812 13-SEP-2012	
Hollywood Casinos, LLC		41	85858883 25-FEB-2013	
Hollywood Casinos, LLC	HOLLYWOOD POKER TOUR	41	85563891 08-MAR-2012	
Hollywood Casinos, LLC		35	86045257 22-AUG-2013	
Hollywood Casinos, LLC	HPO	41	85775528 09-NOV-2012	

Schedule 1-4








Owner: LVGV, LLC

Registrant/Applicant	Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
TRADEMARK REGISTRATIONS				
LVGV, LLC	DAYDREAM	41	77688463 11-MAR-2009	3868185 26-OCT-2010
LVGV, LLC	DAYDREAM	43	77688470 11-MAR-2009	3874207 09-NOV-2010
LVGV, LLC	HOSTILE GRAPE	43	77456534 24-APR-2008	3620634 12-MAY-2009
LVGV, LLC	HOSTILE GRAPE	35	77456530 24-APR-2008	3667517 11-AUG-2009
LVGV, LLC		43	77456504 23-APR-2008	3661769 28-JUL-2009
LVGV, LLC		43	77539654 05-AUG-2008	3620814 12-MAY-2009
LVGV, LLC		41	77548194 15-AUG-2008	3620816 12-MAY-2009
LVGV, LLC		43	77925785 02-FEB-2010	3844667 07-SEP-2010
LVGV, LLC	LIBIDO LOCO	41	77925816 02-FEB-2010	3844671 07-SEP-2010
LVGV, LLC		43	77519380 10-JUL-2008	3667648 11-AUG-2009
LVGV, LLC		43	78979735 10-FEB-2006	3411031 08-APR-2008
LVGV, LLC		43	78811911 10-FEB-2006	3628876 26-MAY-2009
LVGV, LLC		43	77519385 10-JUL-2008	3632946 02-JUN-2009
LVGV, LLC	M IS FOR ME	43	77472401 12-MAY-2008	3512483 07-OCT-2008
LVGV, LLC	M IS FOR ME	41	77456532 24-APR-2008	3894290 21-DEC-2010
LVGV, LLC	M IS FOR ME	43	77456525 23-APR-2008	3920133 15-FEB-2011


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Registrant/Applicant	Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
LVG, LLC	M RESORT	41	77864304 03-NOV-2009	3896121 28-DEC-2010
LVG, LLC	M RESORT	43	77864323 03-NOV-2009	3896122 28-DEC-2010
LVG, LLC	M RESORT	25	85168500 03-NOV-2010	3977752 14-JUN-2011
LVG, LLC		43	77341800 01-DEC-2007	3544752 09-DEC-2008
LVG, LLC		41	77341801 01-DEC-2007	3627974 26-MAY-2009
LVG, LLC		35	77344169 04-DEC-2007	3627983 26-MAY-2009
LVG, LLC		44	77344167 04-DEC-2007	3664380 04-AUG-2009
LVG, LLC		25	77344171 04-DEC-2007	3747310 09-FEB-2010
LVG, LLC	MARINELLI'S	33	77693833 18-MAR-2009	3686029 22-SEP-2009
LVG, LLC		43	77457434 24-APR-2008	3624367 19-MAY-2009
LVG, LLC	MULTIPLIER MANIA	41	77408846 28-FEB-2008	4053352 08-NOV-2011
LVG, LLC		41	77524220 16-JUL-2008	3620789 12-MAY-2009
LVG, LLC	RAVELLO LOUNGE	41	77536648 31-JUL-2008	3620808 12-MAY-2009
LVG, LLC		43	77536649 31-JUL-2008	3628663 26-MAY-2009
LVG, LLC	RELAPSE	41	78900239 05-JUN-2006	3819818 13-JUL-2010

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Registrant/Applicant	Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
LGVV, LLC	STUDIO B BUFFET	43	77408848 28-FEB-2008	3661673 28-JUL-2009
LGVV, LLC		41	77688457 11-MAR-2009	3685987 22-SEP-2009
LGVV, LLC		43	77734348 11-MAY-2009	3686091 22-SEP-2009
LGVV, LLC	TERZETTO	43	77507176 24-JUN-2008	3687150 22-SEP-2009
LGVV, LLC		43	77705375 02-APR-2009	3686067 22-SEP-2009
LGVV, LLC		43	77456508 23-APR-2008	3661770 28-JUL-2009
LGVV, LLC	THE JEWELRY BOX	41	77683611 04-MAR-2009	3683084 15-SEP-2009
LGVV, LLC	THE VIG DELI	43	77530226 24-JUL-2008	3620794 12-MAY-2009
LGVV, LLC		43	77532110 26-JUL-2008	3620799 12-MAY-2009
LGVV, LLC		43	77533110 28-JUL-2008	3628657 26-MAY-2009
LGVV, LLC	VILLAGGIO DEL SOLE	41	77548476 15-AUG-2008	4115226 20-MAR-2012
LGVV, LLC	YOUR POINTS YOUR CHOICE	41	77408842 28-FEB-2008	3624209 19-MAY-2009
TRADEMARK APPLICATIONS				
LGVV, LLC		43	86064508 13-SEP-2013	

Owner: Penn National Gaming, Inc.

Registrant/Applicant	Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
TRADEMARK REGISTRATIONS				
Penn National Gaming, Inc.	CHARLES TOWN RACES & SLOTS	41	76499823 24-MAR-2003	2885761 21-SEP-2004
Penn National Gaming, Inc.		25, 41	76395981 16-APR-2002	2835865 27-APR-2004
Penn National Gaming, Inc.		25, 41	76395980 16-APR-2002	2812219 10-FEB-2004
Penn National Gaming, Inc.	FASTDRAW	35	78913034 21-JUN-2006	3350309 04-DEC-2007
Penn National Gaming, Inc.	FINAL CUT	43	77937299 17-FEB-2010	3850023 21-SEP-2010
Penn National Gaming, Inc.		43	77936178 16-FEB-2010	3849980 21-SEP-2010
Penn National Gaming, Inc.	HOLLYWOOD CASINO ACTION	41	77288516 25-SEP-2007	3493720 26-AUG-2008
Penn National Gaming, Inc.	HOLLYWOOD CASINO AT PENN NATIONAL RACE COURSE	41	78753870 15-NOV-2005	3636836 09-JUN-2009
Penn National Gaming, Inc.	HOLLYWOOD MEMORIES	41	77305221 16-OCT-2007	3658809 21-JUL-2009
Penn National Gaming, Inc.	HOLLYWOOD SLOTS	41	76624278 13-DEC-2004	3117760 18-JUL-2006
Penn National Gaming, Inc.	JACKPOT JAVA	43	76392629 08-APR-2002	2760089 02-SEP-2003
Penn National Gaming, Inc.		43	76392628 08-APR-2002	2754239 19-AUG-2003
Penn National Gaming, Inc.		41	85452805 21-OCT-2011	4235179 30-OCT-2012
Penn National Gaming, Inc.	PLAYERS' CHOICE	36	76161023 07-NOV-2000	2634200 15-OCT-2002
Penn National Gaming, Inc.	SILVER SCREEN GAMING	41	75463117 06-APR-1998	2579039 11-JUN-2002
Penn National Gaming, Inc.	SLOTPLAY	35	76620636 12-NOV-2004	3069482 14-MAR-2006



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Registrant/Applicant	Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
Penn National Gaming, Inc.	TELEBET	41	77470558 09-MAY-2008	3700786 27-OCT-2009
TRADEMARK APPLICATIONS				
Penn National Gaming, Inc.		41, 43	85861839 27-FEB-2013	
Penn National Gaming, Inc.	ICON	35	86046018 23-AUG-2013	
Penn National Gaming, Inc.		35	86046021 23-AUG-2013	
Penn National Gaming, Inc.	MARQUEE COMPS	41	85867087 05-MAR-2013	
Penn National Gaming, Inc.	MARQUEE MILLIONAIRE	41	86068856 19-SEP-2013	
Penn National Gaming, Inc.		41	86068874 19-SEP-2013	
Penn National Gaming, Inc.	MARQUEE REWARDS	35, 41	85861619 27-FEB-2013	

Owner: Penn National Turf Club, LLC

Applicant/Registrant	Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
Penn National Turf Club, LLC	THE WORLD SERIES OF HANDICAPPING	41	73142962 29-SEP-1977	1104969 24-OCT-1978

Owner: St. Louis Gaming Ventures, LLC

Applicant/Registrant	Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
St. Louis Gaming Ventures, LLC		43	77265856 28-AUG-2007	3455130 24-JUN-2008
St. Louis Gaming Ventures, LLC	MONEY IN THE TANK	9	77492129 05-JUN-2008	3604172 07-APR-2009
St. Louis Gaming Ventures, LLC		41	77134008 19-MAR-2007	3351322 11-DEC-2007

TRADEMARK LICENSES:

1. License Agreement entered into as of August 8, 2000, between Boomtown, Inc. and BTN, Inc. (now BTN, LLC), as amended. (See below for list of trademarks)
2. License agreement dated as of January 1, 2010, between Hollywood Chamber of Commerce and Hollywood Casino Corporation, as amended, with respect to the license by Hollywood Chamber of Commerce to Penn National Gaming, Inc. of certain rights in and to the Hollywood sign.
3. License Agreement dated November 16, 1994, between Hollywood Casino Corporation (now Hollywood Casinos, LLC) and Hollywood Casino-Aurora, Inc. (now HC Aurora, LLC), with respect to the license of Hollywood trademarks by Hollywood Casino Corporation (now Hollywood Casinos, LLC) to Hollywood Casino-Aurora, Inc. (now HC Aurora, LLC).
4. License Agreement dated November 16, 1994, between Hollywood Casino Corporation (now Hollywood Casinos, LLC) and HWCC-Tunica, Inc. (as assignee of Summit Tunica Partnership and now HWCC-Tunica, LLC), with respect to the license of Hollywood trademarks by Hollywood Casino Corporation (now Hollywood Casinos, LLC) to HWCC-Tunica, Inc. (now HWCC-Tunica, LLC).

Trademarks Which May be Used by BTN, LLC Pursuant to License Agreement:

Applicant/Registrant	Mark	Registration No. Registration Date
Boomtown, Inc.	BOOMTOWN	2325720 03/07/2000
Boomtown, Inc.*	IT'S HOW YOU PUT IT TOGETHER	2213026 02/22/1998
Boomtown, Inc.*	THE WILD WEST AT IT'S BEST	2120681 12/16/1997
Pinnacle Entertainment Inc.*	AMERICA'S FAVORITE (Supplemental Register)	1924855 10/03/1995
Pinnacle Entertainment, Inc.	BOOMTOWN	1866988 12/13/1994
Pinnacle Entertainment, Inc.*	Design [stagecoach]	2374090 08/08/2000

* These trademarks under the BTN License Agreement are cancelled.