

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM318164

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NP IP HOLDINGS LLC		08/13/2014	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:	BANKING CORPORATION: GERMANY		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4538087	POINT. CLICK. SAVE.	
Registration Number:	4515123	STATION CASINOS	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	lrizzo@milbank.com		
Correspondent Name:	Milbank, Tweed, Hadley & McCloy LLP		
Address Line 1:	601 S. Figueroa Street		
Address Line 2:	30th Floor		
Address Line 4:	Los Angeles, CALIFORNIA 90017		
ATTORNEY DOCKET NUMBER:	40999.01400		
NAME OF SUBMITTER:	Miguel Ruiz		
SIGNATURE:	/Miguel Ruiz/		
DATE SIGNED:	09/26/2014		
Total Attachments: 5			
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TRADEMARK

REEL: 005369 FRAME: 0510

**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES INTELLECTUAL PROPERTY**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES INTELLECTUAL PROPERTY (as amended, restated, supplemented or otherwise modified from time to time, this "Confirmatory Grant") is made effective as of August 13, 2014 by and from NP IP HOLDINGS LLC, a Nevada limited liability company ("IP Holdco" or "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, STATION CASINOS LLC, a Nevada limited liability company (the "Borrower"), the Grantee, the Lenders and certain other financial institutions have entered into that certain Credit Agreement, dated as of March 1, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement");

WHEREAS, IP Holdco and certain other Subsidiaries of the Borrower have guaranteed the repayment of the Obligations pursuant to a Guaranty Agreement, dated as of March 1, 2013 (as amended, restated, supplemented or otherwise modified from time to time);

WHEREAS, the Grantor, certain other Subsidiaries of the Borrower and Grantee have entered into a Security Agreement, dated as of March 1, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement");

WHEREAS, IP Holdco owns the trademarks listed on Exhibit A attached hereto (the "Trademarks"), which Trademarks are registered with the United States Patent and Trademark Office (the "USPTO"); and

WHEREAS, this Confirmatory Grant has been granted in connection 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 the Grantor or its affiliates, 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), the Grantor hereby grants to Grantee a security interest in: (1) all of the Grantor's right, title and interest in and to the Trademarks, 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.

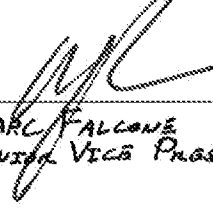
3) Interpretation. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York. The rights and remedies of Grantee with respect to the security interest granted herein are without 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, the parties hereto have executed this Confirmatory Grant effective as of the date first written above.

NP IP HOLDINGS LLC, as Grantor

By: _____

Name: *MARC FALCONE*

Title: *SENIOR VICE PRESIDENT*

DEUTSCHE BANK AG CAYMAN ISLANDS
BRANCH, as Grantee

By: 

Name:

Title:

Kirk L. Tashjian

Vice President

By: 

Name:

Title:

Michael Winters

Vice President

[Signature Page to Grant of Trademarks]

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Exhibit A

SCHEDULE OF TRADEMARKS

Mark	Trademark Owner	Registration No.	Registration Date
POINT. CLICK. SAVE.	NP IP Holdings LLC	4,538,087	May 27, 2014
STATION CASINOS	NP IP Holdings LLC	4,515,123	April 15, 2014