

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM337064

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mandalay Resort Group		04/01/2015	CORPORATION: NEVADA
RECEIVING PARTY DATA			
Name:	Railroad Pass Investment Group, LLC,		
Street Address:	2800 South Boulder Highway		
City:	Henderson		
State/Country:	NEVADA		
Postal Code:	89002		
Entity Type:	LIMITED LIABILITY COMPANY: NEVADA		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	85647116	RAILROAD PASS	
Registration Number:	4404337	RAILROAD PASS	
Registration Number:	4401261	RAILROAD PASS	
Registration Number:	4404334	RAILROAD PASS	
Registration Number:	1987060	RAILROAD PASS	
Registration Number:	1976734	RAILROAD PASS	
Registration Number:	1979701	RAILROAD PASS	
CORRESPONDENCE DATA			
Fax Number:	7029498376		
<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>			
Phone:	702.949.8200		
Email:	TRADEMARKS-LASVEGAS@LRRLAW.COM		
Correspondent Name:	Michael J. McCue		
Address Line 1:	3993 Howard Hughes Parkway		
Address Line 2:	Ste. 600		
Address Line 4:	Las Vegas, NEVADA 89169		
ATTORNEY DOCKET NUMBER:	43789.00001(ASSIGNMENT)		
NAME OF SUBMITTER:	Michael J. McCue		
SIGNATURE:	/Michael J. McCue/		

CH \$190.00 85647116

DATE SIGNED:	04/02/2015
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Total Attachments: 4
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ASSIGNMENT

This ASSIGNMENT is made as of the 1st day of April, 2015 (the "Effective Date") by and between Mandalay Resort Group, a Nevada corporation with an address of 3600 Las Vegas Boulevard South, Las Vegas, Nevada 89109 ("Assignor"), on the one hand, and Railroad Pass Investment Group, LLC, a Nevada limited liability company, located at 2800 South Boulder Highway, Henderson, Nevada 89002 ("Assignee"), on the other hand.

WHEREAS, Assignor owns the trademarks and corresponding federal applications or registrations therefor (collectively, the "Trademarks") listed on the attached Schedule A;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

Assignor does hereby sell, assign and transfer to Assignee all of Assignor's rights, title and interest in and to the Trademarks together with all of the goodwill of the business symbolized by the Trademarks and any renewals and extensions of such registrations, and all other corresponding rights that exist or that may be secured under common law, state law, the laws of the United States or any foreign country, as of the Effective Date, as well as all income, royalties or payments due or payable from and after the Effective Date or thereafter and the right to sue and collect damages for past, present and future infringements, dilution or other unauthorized use of the Trademarks, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made.

Assignor shall promptly execute all documents, papers, forms and authorizations and take all other actions that may be necessary for securing, completing or vesting in Assignee full right, title and interest in and to the Trademarks.

[Signatures appear on the following page.]

Assignor:

MANDALAY RESORT GROUP

By:

Name: Daniel J. D'Arrigo

Title: Treasurer

Assignee:

RAILROAD PASS INVESTMENT GROUP, LLC

By:

Name: Andrew Hagopian III

Title: Assistant Secretary

[Signature Page to Assignment (Trademarks)]

TRADEMARK
REEL: 005490 FRAME: 0629

Assignor:

MANDALAY RESORT GROUP

By: _____

Name: Daniel J. D'Arrigo

Title: Treasurer

Assignee:

RAILROAD PASS INVESTMENT GROUP, LLC

By: _____

Name: Andrew Hagopian III

Title: Assistant Secretary

[Signature Page to Assignment (Trademarks)]

TRADEMARK
REEL: 005490 FRAME: 0630

SCHEDULE A

Trademark (with class or service)	Jurisdiction	Application No.	Registration No.
RAILROAD PASS & DESIGN - 25	US	85/644415	4404337
RAILROAD PASS & DESIGN - 35	US	85/647116	
RAILROAD PASS & DESIGN - 41	US	85/644402	4401261
RAILROAD PASS & DESIGN - 43	US	85/644075	4404334
RAILROAD PASS - 25	US	74/695549	1987060
RAILROAD PASS - 41	US	74/695547	1976734
RAILROAD PASS - 42	US	74/695548	1979701
RAILROAD PASS (casino services)	NV		SM00280305
RAILROAD PASS (hotel restaurant)	NV		SM00280306

[Schedule A to Assignment (Trademarks)]