

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM356670

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT FOR SECURITY -- TRADEMARKS		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Vegas.com, LLC		09/24/2015	LIMITED LIABILITY COMPANY: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MGG Investment Group LP, as collateral agent		
<b>Street Address:</b>	888 7th Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10106		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 63</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3721084	CYLLENIUS	
Registration Number:	3721085	CYLLENIUS	
Registration Number:	3721086	CYLLENIUS	
Registration Number:	3714318	CYLLENIUS	
Registration Number:	3714319	CYLLENIUS	
Registration Number:	3714320	CYLLENIUS	
Registration Number:	3184629	DO VEGAS RIGHT	
Registration Number:	3184628	DO VEGAS RIGHT	
Registration Number:	3184627	DO VEGAS RIGHT	
Registration Number:	3736091	FREQUENT VEGAS POINTS	
Registration Number:	3738995	FREQUENT VEGAS POINTS	
Registration Number:	3751303	FREQUENT VEGAS POINTS	
Registration Number:	3668970	FREQUENT VEGAS POINTS	
Registration Number:	3738996	FREQUENT VEGAS POINTS	
Registration Number:	2995275	GETS YOU IN	
Registration Number:	3714802	OFFICIAL VEGAS BOX OFFICE	
Registration Number:	3563361	THE OFFICIAL VEGAS TRAVEL SITE	
Registration Number:	3563363	THE OFFICIAL VEGAS TRAVEL SITE	
Registration Number:	3563362	THE OFFICIAL VEGAS TRAVEL SITE	
<b>TRADEMARK</b>			

CH \$1590.00 3721084

Property Type	Number	Word Mark
Registration Number:	3511075	THE VEGAS MINUTE
Registration Number:	3511072	THE VEGAS MINUTE
Registration Number:	3511071	THE VEGAS MINUTE
Registration Number:	3511074	THE VEGAS MINUTE
Registration Number:	3668250	VEGAS 2 GO
Registration Number:	3555425	VEGAS
Registration Number:	3327052	VEGAS
Registration Number:	3327053	VEGAS
Registration Number:	3327051	VEGAS
Registration Number:	2148921	VEGAS DELUXE
Registration Number:	3322020	VEGAS TV
Registration Number:	3292479	VEGAS TV
Registration Number:	3629772	VEGAS.COM
Registration Number:	3182943	VEGAS.COM
Registration Number:	3173474	VEGAS.COM
Registration Number:	3629770	VEGAS.COM
Registration Number:	3200635	VEGAS.COM
Registration Number:	3129210	VEGAS.COM
Registration Number:	3150318	VEGAS.COM
Registration Number:	3150317	VEGAS.COM
Registration Number:	3129209	VEGAS.COM
Registration Number:	3311739	VEGAS.COM
Registration Number:	3551823	VEGAS.COM DO VEGAS RIGHT.
Registration Number:	3551824	VEGAS.COM DO VEGAS RIGHT.
Registration Number:	3580890	VEGASIZE
Registration Number:	3376290	VEGASIZER
Registration Number:	3382296	VEGASIZER
Registration Number:	4743678	V
Registration Number:	4743677	V
Registration Number:	4723760	DROP WATCH
Registration Number:	4723759	DROP WATCH
Registration Number:	4531057	THE OFFICIAL VEGAS TRAVEL APP
Registration Number:	4519443	THE OFFICIAL VEGAS MOBILE SITE
Registration Number:	3884562	VEGAS INSIDER CARD
Serial Number:	86443488	V VEGAS
Serial Number:	86443485	V VEGAS
Serial Number:	86443479	V VEGAS
Serial Number:	86395845	DROP WATCH

Property Type	Number	Word Mark
Serial Number:	86395848	DROP WATCH
Serial Number:	86395833	DROP WATCH
Serial Number:	86391297	VEGAS FROM THE INSIDE
Serial Number:	86391198	VEGAS FROM THE INSIDE
Serial Number:	86391211	VEGAS FROM THE INSIDE
Serial Number:	86434259	V

#### CORRESPONDENCE DATA

**Fax Number:** 2125935955

***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.***

**Phone:** 212-756-2132

**Email:** scott.kareff@srz.com

**Correspondent Name:** S. Kareff c/o Schulte Roth & Zabel LLP

**Address Line 1:** 919 Third Avenue

**Address Line 2:** 25th Floor

**Address Line 4:** New York, NEW YORK 10022

<b>ATTORNEY DOCKET NUMBER:</b>	050319-0013
<b>NAME OF SUBMITTER:</b>	Scott Kareff (050319-0013)
<b>SIGNATURE:</b>	/kc for sk/
<b>DATE SIGNED:</b>	09/29/2015

#### Total Attachments: 7

source=Trademark Assignment for Security for Vegas.com, LLC - MGG Investment Group LP#page1.tif  
source=Trademark Assignment for Security for Vegas.com, LLC - MGG Investment Group LP#page2.tif  
source=Trademark Assignment for Security for Vegas.com, LLC - MGG Investment Group LP#page3.tif  
source=Trademark Assignment for Security for Vegas.com, LLC - MGG Investment Group LP#page4.tif  
source=Trademark Assignment for Security for Vegas.com, LLC - MGG Investment Group LP#page5.tif  
source=Trademark Assignment for Security for Vegas.com, LLC - MGG Investment Group LP#page6.tif  
source=Trademark Assignment for Security for Vegas.com, LLC - MGG Investment Group LP#page7.tif

ASSIGNMENT FOR SECURITY - - TRADEMARKS

WHEREAS, VEGAS.COM, LLC (the "Assignor") holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Pledge and Security Agreement, dated September 24, 2015 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of MGG Investment Group LP, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Assignee"); and

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Assignee and the Secured Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

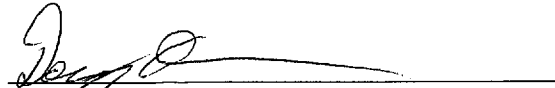
The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Remainder of Page Intentionally Blank; Signature Page Follows]

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of September 24, 2015.

VEGAS.COM, LLC

By:






Name: Douglas Osrow








Title: Chief Financial Officer

SCHEDULE A TO ASSIGNMENT FOR SECURITY



Trademarks and Trademark Applications  
Owned by VEGAS.COM, LLC:

Trademark	Country	Registration Number
CYLLENIUS	US	3721084
CYLLENIUS	US	3721085
CYLLENIUS	US	3721086
 cyllenius	US	3714318
 cyllenius	US	3714319
 cyllenius	US	3714320
DO VEGAS RIGHT	US	3184629
DO VEGAS RIGHT	US	3184628
DO VEGAS RIGHT	US	3184627
FREQUENT VEGAS POINTS	US	3736091
FREQUENT VEGAS POINTS	US	3738995
FREQUENT VEGAS POINTS	US	3751303
FREQUENT VEGAS POINTS	US	3668970
FREQUENT VEGAS POINTS	US	3738996
GETS YOU IN	US	2995275
OFFICIAL VEGAS BOX OFFICE	US	3714802
THE OFFICIAL VEGAS TRAVEL SITE	US	3563361
THE OFFICIAL VEGAS TRAVEL SITE	US	3563363
THE OFFICIAL VEGAS TRAVEL SITE	US	3563362
THE VEGAS MINUTE	US	3511075
THE VEGAS MINUTE	US	3511072




Trademark	Country	Registration Number
	US	3511071
	US	3511074
	US	3668250
	US	3555425
	US	3327052
	US	3327053
	US	3327051
	US	2148921
VEGAS TV	US	3322020
VEGAS TV	US	3292479
VEGAS.COM	US	3629772
VEGAS.COM	US	3182943


Trademark	Country	Registration Number
VEGAS.COM	US	3173474
VEGAS.COM	US	3629770
VEGAS.COM	US	3200635
	US	3129210
	US	3150318
	US	3150317
	US	3129209
	US	3311739
 Do Vegas Right.	US	3551823
 Do Vegas Right.	US	3551824
VEGASIZE	US	3580890
VEGASIZER	US	3376290
VEGASIZER	US	3382296



Trademark	Country	Registration Number
	US	4743678
	US	4743677
DROP WATCH	US	4723760
DROP WATCH	US	4723759
THE OFFICIAL VEGAS TRAVEL APP	US	4531057
THE OFFICIAL VEGAS MOBILE SITE	US	4519443
VEGAS INSIDER CARD	US	3884562
IT'S WHO YOU KNOW	US	SM00360277
VEGAS.COM	US	E0332f832005-9
VEGAS.COM	US	E0375832005-0
VEGAS.COM and Design	US	E0332812005-7
VEGAS.COM and Design	US	E0332862005-2

Applications:

Trademark	Country	Application Number
 <b>VEGAS</b>	US	86443488
 <b>VEGAS</b>	US	86443485
 <b>VEGAS</b>	US	86443479
DROP WATCH	US	86395845
DROP WATCH	US	86395848
DROP WATCH	US	86395833

Trademark	Country	Application Number
VEGAS FROM THE INSIDE	US	86391297
VEGAS FROM THE INSIDE	US	86391198
VEGAS FROM THE INSIDE	US	86391211
	US	86434259