

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM365555

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FP HOLDINGS, L.P.		12/11/2015	LIMITED PARTNERSHIP: NEVADA
RECEIVING PARTY DATA			
Name:	Wells Fargo Gaming Capital, LLC		
Street Address:	5340 Kietzke Lane		
City:	Reno		
State/Country:	NEVADA		
Postal Code:	89511		
Entity Type:	LIMITED LIABILITY COMPANY: UNITED STATES		
PROPERTY NUMBERS Total: 16			
Property Type	Number	Word Mark	
Registration Number:	4505132	CRIB SUITE	
Registration Number:	4841448	DIRECTOR'S SUITE	
Registration Number:	4715287	EROTIC SUITE	
Registration Number:	4521071	G-SUITE	
Registration Number:	4362387	IVORY TOWER	
Registration Number:	4836698	MEAT THE FAMILY	
Registration Number:	4459335	PALMS	
Registration Number:	4614772	PALMS CASINO RESORT	
Registration Number:	4818243	PALMS LAS VEGAS	
Registration Number:	4401039	TONIC	
Serial Number:	86631578	CAFÉ 6	
Serial Number:	86579574	CELEBRITY SUITE	
Serial Number:	86560454	COWBOY BOOTS AND BATHING SUITS	
Serial Number:	86560406	COWBOY BOOTS AND BATHING SUITS	
Serial Number:	86579594	HARDWOOD SUITE	
Serial Number:	85745115	PALMS	
CORRESPONDENCE DATA			
Fax Number:	9495676710		

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TRADEMARK

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: 9495676700
Email: ipprosecution@orrick.com
Correspondent Name: Orrick, Herrington & Sutcliffe
Address Line 1: 2050 Main St.
Address Line 2: Suite 1100
Address Line 4: Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER:	1696.522 PALMSSECURITY
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NAME OF SUBMITTER:	Marley Weddington/vhs
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SIGNATURE:	/Marley Weddington/
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DATE SIGNED:	12/11/2015
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Total Attachments: 4

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GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of December 11, 2015, is executed by FP HOLDINGS, L.P., a Nevada limited partnership (the "Grantor"), in favor of WELLS FARGO GAMING CAPITAL, LLC, as administrative and collateral agent for the Lender Parties (in such capacity, together with any successors and assigns in such capacity, the "Administrative Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders"). Unless otherwise defined herein, all other capitalized terms used herein and defined in the Credit Agreement shall have the respective meanings given to those terms in the Credit Agreement.

A. Pursuant to that certain Credit Agreement, dated as of November 30, 2011 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Grantor, Palms Place, LLC, and Wells Fargo Gaming Capital, LLC, as Administrative Agent, and Wells Fargo Bank, National Association, as L/C Issuer, the Lenders have agreed to extend loans and other financial accommodations to Grantor and Palms Place, LLC upon the terms and subject to the conditions set forth therein.

B. The Grantor owns the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. The Grantor and other entities party thereto from time to time have entered into a Security Agreement, dated as of November 30, 2011 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of the Administrative Agent, pursuant to which the Grantor is required to execute and deliver this Grant of Security Interest.

D. Pursuant to the Security Agreement, the Grantor has granted to the Administrative Agent a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof (excluding any U.S. intent-to-use application unless and until a statement of use or amendment to allege use shall have been filed with and accepted by the U.S. Patent and Trademark Office), and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

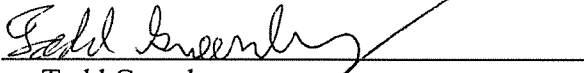
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is:

Wells Fargo Gaming Capital, LLC
5340 Kietzke Lane
Reno, Nevada 89511
Attn: Connie Martinmaas
Tel. No. (775) 689-6181
Fax No. (775) 689-6026

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

**FP HOLDINGS, L.P.,
a Nevada limited partnership**

By: 
Name: Todd Greenberg
Title: President

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Reg. No.	Trademark	Filing Date
4505132	CRIB SUITE	8/20/2013
4841448	DIRECTOR'S SUITE	3/27/2015
4715287	EROTIC SUITE	7/28/2014
4521071	G-SUITE	8/20/2013
4362387	IVORY TOWER	7/5/2012
4836698	MEAT THE FAMILY	3/27/2015
4459335	PALMS	8/20/2013
4614772	PALMS CASINO RESORT (Stylized)	10/3/2012
4818243	PALMS LAS VEGAS (Stylized)	10/3/2012
4401039	TONIC (Stylized)	4/6/2012

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Serial No.	Trademark	Filing Date
86631578	CAFÉ 6	5/15/2015
86579574	CELEBRITY SUITE	3/27/2015
86560454	COWBOY BOOTS AND BATHING SUITS	3/11/2015
86560406	COWBOY BOOTS AND BATHING SUITS	3/11/2015
86579594	HARDWOOD SUITE	3/27/2015
85745115	PALMS (Stylized)	10/3/2012