

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cactus Pete's, Inc.		11/08/2005	CORPORATION: NEVADA
RECEIVING PARTY DATA			
Name:	Deutsche Bank Trust Company Americas		
Street Address:	60 Wall Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	Collateral Agent:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2080518	CACTUS PETES	
Registration Number:	2145768	CACTUS PETES	
CORRESPONDENCE DATA			
Fax Number:	(212)354-8113		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2128198928		
Email:	enunn@whitecase.com		
Correspondent Name:	White & Case LLP		
Address Line 1:	1155 Avenue of the Americas		
Address Line 2:	Attn: Elizabeth A. Nunn		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	11040310256 (CACTUS PETES)		
NAME OF SUBMITTER:	Elizabeth A. Nunn		
Signature:	/Elizabeth A. Nunn/		

CH \$65.00 2080518

Date:

12/16/2005

Total Attachments: 6

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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**


FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, CACTUS PETE'S, INC., a Nevada corporation (the "Grantor") with principal offices at 3773 Howard Hughes Parkway, Suite 490S, Las Vegas, Nevada 89109, hereby grants to DEUTSCHE BANK TRUST COMPANY AMERICAS, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005, (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of November 10, 2005 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
8 day of November, 2005.

CACTUS PETE'S, INC., Grantor

By: 
Name: Thomas M. Steinbauer
Title: Vice President, Chief Financial Officer,
Treasurer and Secretary

STATE OF CLARK)
) ss:
COUNTY OF NEVADA)

On this 8th day of November, 2005, before me personally came Thomas M. Steinbauer, who being duly sworn, did depose and say that he is Vice President, Chief Financial Officer, Treasurer and Secretary of CACTUS PETE'S, INC., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

JENNIFER JOY WILKIN
NOTARY PUBLIC
STATE OF NEVADA
PRINCIPLE OFFICE IN CLARK COUNTY
MY APPOINTMENT EXPIRES DECEMBER 31, 2005
NO: 02-73030-1




Notary Public

Jennifer Wilkin
my commission expires 12/31/2005

DEUTSCHE BANK TRUST COMPANY
AMERICAS
as Collateral Agent and Grantee

By 
Name: **Mary Kay Coyle**
Title: **Managing Director**

By 
Name: **Brenda Casey**
Title: **Vice President**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 9th day of November, 2005, before me personally came MARY KAY COYLE and BRENDA CASEY who, being by me duly sworn, did state as follows: that they are MANAGING DIR. and VICE PRESIDENT of Deutsche Bank Trust Company Americas, that they are authorized to execute the foregoing Grant on behalf of said corporation and that they did so by authority of the Board of Directors of said corporation.



Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2007

SCHEDULE A

NAME	REG. NO.	REG. DATE
CACTUS PETES	2,080,518	07-22-97
CACTUS PETES (Logo)	2,145,768	03-24-98