

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
Mount Airy #1, LLC		06/18/2008	LIMITED LIABILITY COMPANY: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A.		
Street Address:	Chase Tower, 10 S. Dearborn, Floor 19		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60670		
Entity Type:	federally chartered bank: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3430411	MOUNT AIRY CASINO RESORT	
CORRESPONDENCE DATA			
Fax Number:	(714)755-8290		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	ipdocket@lw.com		
Correspondent Name:	Julie Dalke		
Address Line 1:	650 Town Center Dr, 20th fl		
Address Line 4:	Costa Mesa, CALIFORNIA 92626		
ATTORNEY DOCKET NUMBER:	027187-0042		
NAME OF SUBMITTER:	Julie Dalke		
Signature:	/Julie Dalke/		
Date:	06/18/2008		

OP \$40.00 3430411

Total Attachments: 12

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PLEDGE SUPPLEMENT

This PLEDGE SUPPLEMENT, dated as of June 18, 2008, is delivered by Mount Airy #1, L.L.C., a Pennsylvania limited liability company (the "Grantor") pursuant to the Pledge and Security Agreement, dated as of August 9, 2007 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Pledge and Security Agreement"), among Mount Airy #1, L.L.C., a Pennsylvania limited liability company, the other Grantors named therein, and JPMorgan Chase Bank, N.A., as the Administrative Agent. Capitalized terms used herein not otherwise defined herein shall have the meanings ascribed thereto in the Pledge and Security Agreement.

The Grantor hereby confirms the grant(s) of security interest(s) to the Administrative Agent set forth in Section 2.1 of the Pledge and Security Agreement. The Grantor represents and warrants that the attached supplements to Schedules accurately and completely set forth all additional information required pursuant to the Pledge and Security Agreement and hereby agrees that such supplements to Schedules shall constitute part of the Schedules to the Pledge and Security Agreement.

IN WITNESS WHEREOF, the Grantor has caused this Pledge Supplement to be duly executed and delivered by its duly authorized officer as of June 18, 2008.

MOUNT AIRY #1, L.L.C.

By: 
Name: Joel M. Daum
Title: Chief Financial Officer

Acknowledged and Agreed:

By: _____
Anthony F. Ceddia
as Trustee for the Borrower

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By: _____
Name: Joel M. Daum
Title: Chief Financial Officer

Acknowledged and Agreed:

By: Anthony F. Ceddia
Anthony F. Ceddia
as Trustee for the Borrower

SCHEDULE 4.1
to Pledge and Security Agreement

GENERAL INFORMATION

- (A) Full Legal Name, Type of Organization, Jurisdiction of Organization, Chief Executive Office/Sole Place of Business, Organizational Identification Number and Federal Taxpayer Identification Number of each Grantor:

<u>Full Legal Name</u>	<u>Type of Organization</u>	<u>Jurisdiction of Organization</u>	<u>Chief Executive Office/Sole Place of Business</u>	<u>Organization I.D.#</u>	<u>Fed. Taxpayer I.D. #</u>
Mount Airy #1, L.L.C.	Limited Liability Company	Pennsylvania	Joseph A. D'Amato 44 Woodland Rd Mt. Pocono, PA 18344	PA3234797	20-1454362

- (B) Other Names (including any Trade-Name or Fictitious Business Name) under which each Grantor has conducted business for the past five (5) years:

<u>Full Legal Name</u>	<u>Trade Name or Fictitious Business Name</u>
Mount Airy #1, L.L.C.	Mount Airy Resort & Casino Mount Airy Casino Resort Mount Airy Casino & Resort Mount Airy Casino and Resort Mount Airy Resort and Casino Mount Airy Casino Mount Airy Resort

- (C) Changes in Name, Jurisdiction of Organization, Chief Executive Office or Sole Place of Business and Corporate Structure within past five (5) years:

**Former Chief Executive Office/Sole Place of Business
299 Main Street-Sturges
Olyphant, PA 18447**

- (D) Effective agreements pursuant to which any Grantor is found as debtor within past five (5) years: **NONE.**

(E) Financing Statements:

Name of Grantor
Mount Airy #1, LLC

Filing Jurisdiction(s)
UCC FILING OFFICES

I. Fixture Filing

Monroe County Recorder of Deeds
Office
Monroe County Courthouse
7th & Monroe Streets
Stroudsburg, PA 18360

II. All Other Filings

Pennsylvania Department of State
Corporation Bureau
Commonwealth Avenue & North
Street
206 North Office Building
Harrisburg, PA 17120

MORTGAGE FILING OFFICES

Monroe County Recorder of Deeds Office
Monroe County Courthouse
7th & Monroe Streets
Stroudsburg, PA 18360

(F) Farm Products: **None**

(G) As Extracted Collateral: **None**

SCHEDULE 4.2
to Pledge and Security Agreement

LOCATION OF EQUIPMENT AND INVENTORY

<u>Name of Grantor</u>	<u>Location of Equipment and Inventory</u>
Mount Airy #1, L.L.C.	44 Woodland Road Mount Pocono, PA 18344
	Mt Airy Golf Course Maintenance Garage 42 Woodland Road, Mt Pocono, PA 18344
	108 Woodland Road Mount Pocono, PA 18344

SCHEDULE 4.4
to Pledge and Security Agreement

INVESTMENT RELATED PROPERTY

(A) Pledged Stock: NONE.

Grantor	Stock Issuer	Limited Liability Company	Certificated (Y/N)	Stock Certificate No.	Par Value	No. of Pledged Stock	% of Outstanding Stock of the Stock Issuer

Pledged LLC Interests: NONE

Grantor	Limited Liability Company	Certificated (Y/N)	Certificate No. (if any)	No. of Pledged Units	% of Outstanding LLC Interests of the Limited Liability Company

Pledged Partnership Interests: NONE

Pledged Debt: NONE

Pledged Trust Interests: NONE

Securities Accounts:

Grantor	Name of Securities Bank	Account Number	Account Name
Mount Airy #1, L.L.C.	JPMorgan Chase Bank, N.A.	E20587	Company Funds Account
Mount Airy #1, L.L.C.	JPMorgan Chase Bank, N.A.	E20586	Term Loan Proceeds Account

Commodities Accounts: NONE

Deposit Accounts:

Grantor	Name of Depository Bank	Account Number	Account Name
Mount Airy #1, L.L.C.	JPMorgan Chase Bank, N.A.	230-527213	Construction Disbursement Account
Mount Airy #1, L.L.C.	PNC Bank, National Association	9009701031	Cash Management Account
Mount Airy #1, L.L.C.	FNCB	DD00561156264	Beverage Account
Mount Airy #1, L.L.C.	FNCB	DD00561156009	Concentration Operating Account
Mount Airy #1, L.L.C.	FNCB	DD00561155498	PA Lottery Account
Mount Airy #1, L.L.C.	FNCB	DD00561155894	Casino Depository
Mount Airy #1, L.L.C.	FNCB	DD00561155910	Hotel Depository
Mount Airy #1, L.L.C.	FNCB	DD00561155936	Credit Card Account
Mount Airy #1, L.L.C.	FNCB	DD00561155951	Accounts Payable
Mount Airy #1, L.L.C.	FNCB	DD00561155977	Payroll Account
Mount Airy #1, L.L.C.	FNCB	DD00531001908	Sweep Account
Mount Airy #1, L.L.C.	FNCB	DD00561155993	Cage Account
Mount Airy #1, L.L.C.	PNC Bank	9009703782	Payroll
Mount Airy #1, L.L.C.	PNC Bank	9009703803	Disbursements
Mount Airy #1, L.L.C.	PNC Bank	9009703854	Concentration
Mount Airy #1, L.L.C.	PNC Bank	9009703897	Cash Accumulation
Mount Airy #1, L.L.C.	PNC Bank	9009703918	Cage Check
Mount Airy #1, L.L.C.	PNC Bank	9009703862	Beverage Check

Grantor	Name of Depository Bank	Account Number	Account Name
Mount Airy #1, L.L.C.	PNC Bank	9009703838	Casino Depository
Mount Airy #1, L.L.C.	PNC Bank	9009703811	Credit Card Depository
Mount Airy #1, L.L.C.	PNC Bank	9009703846	Lottery Depository
Mount Airy #1, L.L.C.	PNC Bank	9009703774	Tax Saver
Mount Airy #1, L.L.C.	PNC Bank	9009704021	Sunshine Fund Account

(B) Acquisitions: NONE

(C) Non-UCC Securities: NONE

SCHEDULE 4.5
to Pledge and Security Agreement

Material Contracts

Construction Management Agreement, dated as of March 24, 2006, and as amended by First Amendment dated August 7, 2007 and Second Amendment dated June 28, 2007 by and among LP Ciminelli, as Construction Manager and Mount Airy #1, L.L.C.

Standard Form of Agreement between Owner and Architect with Standard Form of Architect's Services, dated as of May 2, 2005, by and between the Borrower and the Architect.

Written Agreement for construction regarding Woodland Road, dated as of January 17, 2007, by and among Leeward Construction Inc. and Mount Airy #1, L.L.C.

Agreement for the construction of a hydropillar elevated water storage tank, dated as of November 14, 2006, by and between the Borrower and CB&I.

Written Agreement for modernization of waste water treatment plant, entered into as of June 15, 2007 by and among O&M Multitrade and Mount Airy #1, L.L.C.

Development Agreement for Woodland Road, dated as of June 2006, by and among Paradise Township and Mount Airy #1, L.L.C., as amended by Addendum dated October 10, 2007.

Written Purchase and License Agreement, entered into as of May 25, 2007, by and among Bally Gaming, Inc. and Mount Airy #1, L.L.C.

Written agreement for lease of gaming machines, entered into as of July 11, 2007, by and among International Game Technology (IGT) and Mount Airy #1, L.L.C.

Written agreement for purchase of propane, entered into as of April 23, 2007, by and among Amerigas and Mount Airy #1, L.L.C.

Written agreement for purchase of food & beverages, entered into as of August 29, 2007, as amended on January 14, 2008, by and among U.S. Foodservice, Inc. and Mount Airy #1, LLC.

Option for the Purchase of Real Estate, dated as of June 18, 2008, between LDNMA, LLC, as grantor, and Mount Airy #1, L.L.C., as grantee.

Development Agreement dated October 10, 2007 between Paradise Township and Mount Airy #1, L.L.C.

Irrevocable Standby Letter of Credit dated October 10, 2007 issued by Community Bank and Trust Co. in favor of Paradise Township and all related reimbursement agreement.

Storm Water Management Agreement and Declaration of Easement (site) dated October 10, 2007, by and between Paradise Township and Mount Airy #1, L.L.C.

Deed of Conservation Easement and Declaration of Restrictive Covenants dated October 10, 2007, by Mount Airy #1, L.L.C. in favor of Paradise Township.

SCHEDULE 4.6
to Pledge and Security Agreement

LETTERS OF CREDIT

None.

INTELLECTUAL PROPERTY

- (A) Copyrights—NONE
- (B) Copyright Licenses—NONE
- (C) Patents – NONE
- (D) Patent Licenses—NONE
- (E) Trademarks
 - Word Mark – Mount Airy Casino Resort (stylized)
 - Registration Number – 3430411
 - Registration Date – May 20, 2008
- (F) Trademark Licenses— NONE
- (G) Trade Secret Licenses—NONE
- (H) Intellectual Property Exceptions—NONE

COMMERCIAL TORT CLAIMS

Civil Action

Filed Civil Action against Pat & Red's Tire Service Inc. in the Court of Common Pleas, Monroe County Pennsylvania, Docket Number 3626cv2008, to cover monies as a result of faulty repairs performed on its shuttle buses. Mount Airy has filed a complaint against this entity and the matter is currently pending before the Court of Common Pleas of Monroe County.