

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Trademark Collateral Assignment (Second Lien)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, N.A.		07/30/2010	National Banking Association:
RECEIVING PARTY DATA			
Name:	The Bank of New York Mellon		
Street Address:	600 East Las Colinas Blvd.		
City:	Irving		
State/Country:	TEXAS		
Postal Code:	75309		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2608215	GREEN VALLEY RANCH	
Registration Number:	2672954	GREEN VALLEY RANCH	
Registration Number:	2672955	GREEN VALLEY RANCH	
Registration Number:	2797079	GREEN VALLEY RANCH STATION CASINO	
Registration Number:	2797080	GREEN VALLEY RANCH STATION CASINO	
CORRESPONDENCE DATA			
Fax Number:	(212)446-6460		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2124464800		
Email:	hayley.smith@kirkland.com		
Correspondent Name:	Hayley Smith, Senior Legal Assistant		
Address Line 1:	Kirkland & Ellis LLP		
Address Line 2:	601 Lexington Avenue		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	11438-1 (HS)		

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NAME OF SUBMITTER:	Hayley Smith
Signature:	//Hayley Smith//
Date:	09/08/2010
Total Attachments: 5 source=Green Valley Sec Int Assignment#page1.tif source=Green Valley Sec Int Assignment#page2.tif source=Green Valley Sec Int Assignment#page3.tif source=Green Valley Sec Int Assignment#page4.tif source=Green Valley Sec Int Assignment#page5.tif	

**ASSIGNMENT OF TRADEMARK COLLATERAL ASSIGNMENT
(Second Lien)**

This ASSIGNMENT OF TRADEMARK COLLATERAL ASSIGNMENT dated as of July 30, 2010 is made by Wells Fargo Bank, N.A. ("Wells Fargo"), with an office at 45 Broadway, 14th Floor, New York, New York 10006, Attn: Mr. Julius Zamora, as resigning Administrative Agent (the "Assignor"), in favor of The Bank of New York Mellon, with an office at 600 East Las Colinas Blvd., Suite 1300, Irving, Texas 75039, Attn: Melinda K. Valentine, as successor Administrative Agent (the "Assignee").

WHEREAS, the Assignor is the Administrative Agent pursuant to a Second Lien Trademark Collateral Assignment dated as of February 16, 2007 (the "Trademark Collateral Assignment") made by Green Valley Ranch Gaming, LLC, a Nevada limited liability company (the "Grantor") in favor of Bank of America, N.A., as Administrative Agent ("BofA"), for the benefit of Secured Party (as defined therein), as assigned by the Assignment of Trademark Collateral Assignment, dated as of November 3, 2009, between BofA, as assignor and Wells Fargo, as assignee, as to the trademark collateral described below;

WHEREAS, pursuant to the Omnibus Amendment, Appointment and Acceptance of even date herewith (the "Agreement") by and among Assignor, Assignee, Grantor and certain Lenders party thereto, Assignee has succeeded to all rights, powers, privileges and duties of Assignor in its capacity as Administrative Agent under the Trademark Collateral Assignment and related loan documents;

WHEREAS, the Trademark Collateral Assignment covers certain trademarks, trade names, trade styles and service marks, including those trademarks and registrations listed on Schedule 1 attached hereto, and was recorded on February 20, 2007, at Trademark Reel 3483, Frame 0909, in the United States Patent and Trademark Office and and re-recorded February 26, 2007, at Trademark Reel 3488, Frame 0136, in the United States Patent and Trademark Office, as assigned by Assignment of Trademark Collateral Assignment, dated as of November 3, 2009, between Bank of America, N.A., as resigning Administrative Agent, as Assignor, and Wells Fargo Bank, N.A., as successor Administrative Agent, as Assignee, and recorded in the U.S. Patent and Trademark Office on November 23, 2009 in Reel 004101, Page 0235; and

WHEREAS, pursuant to the Agreement, Assignor desires to execute this assignment in favor of Assignee.

AGREEMENT

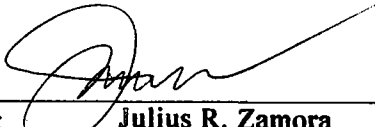
NOW THEREFORE, FOR VALUE RECEIVED, the receipt and sufficiency of which are hereby acknowledged, the Assignor, solely in its capacity as resigning Administrative Agent, hereby transfers, assigns, sets over and delivers unto the Assignee without recourse, representation or warranty of any kind, and the Assignee, solely in the capacity as successor Administrative Agent for the benefit of Secured Party, hereby accepts, all of Assignor's right, title and interest in, under and to the Trademark Collateral Assignment, including, without limitation, all moneys and claims for moneys due and to become due from Grantor under and

pursuant to the Trademark Collateral Assignment, all of Assignor's right, title and interest, powers, remedies and privileges under the Trademark Collateral Assignment, and all claims for damages arising out of any breach of the terms of the Trademark Collateral Assignment.

IN WITNESS WHEREOF, Assignor and Assignee have executed this assignment as of the date first written above.

Assignor:

WELLS FARGO BANK, N.A.,
as resigning Administrative Agent

By: 
Name: Julius R. Zamora
Title: Vice President

Assignee:

THE BANK OF NEW YORK MELLON,
as successor Administrative Agent

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Assignor and Assignee have executed this assignment as of the date first written above.

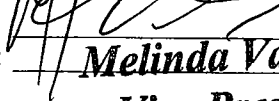
Assignor:

WELLS FARGO BANK, N.A.,
as resigning Administrative Agent

By: _____
Name: _____
Title: _____

Assignee:

THE BANK OF NEW YORK MELLON,
as successor Administrative Agent

By: 
Name: Melinda Valentine
Title: Vice President

SCHEDULE 1

Existing and Pending Trademarks

MARK	SERIAL NO./REG. NO.	FILING DATE/REG. DATE
Green Valley Ranch	Serial No. 76-205,292; Reg. No. 2,608,215	Filing Date 2/1/2001; Reg. Date 8/13/2002
Green Valley Ranch	Serial No. 76-205,293; Reg. No. 2,672,954	Filing Date 2/1/2001; Reg. Date 1/7/2003
Green Valley Ranch	Serial No. 76-205,294; Reg. No. 2,672,955	Filing Date 2/1/2001; Reg. Date 1/7/2003
Green Valley Ranch Station Casino	Serial No. 76-462,123; Reg. No. 2,797,079	Filing Date 10/28/2002; Reg. Date 12/23/2003
Green Valley Ranch Station Casino	Serial No. 76-462,124; Reg. No. 2,797,080	Filing Date 10/28/2002; Reg. Date 12/23/2003