

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
Herbst Gaming, LLC		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA
Zante, LLC		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA
The Sands Regent, LLC		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA
Plantation Investments, LLC		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA
Last Chance, LLC		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA
Dayton Gaming, LLC		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA
E-T-T, LLC		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA
Market Gaming, LLC		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA
HGI-Lakeside, LLC		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA
HGI-St. Jo, LLC		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA
HGI-Mark Twain, LLC		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA
Cardivan, LLC		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA
California Prospectors, LTD.		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA
Flamingo Paradise Gaming, LLC		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA
The Primadonna Company, LLC		12/31/2010	LIMITED LIABILITY COMPANY: NEVADA

CH \$965.00 2126132

RECEIVING PARTY DATA

Name:	Wilmington Trust Company, as Administrative Agent
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900180283

**TRADEMARK
 REEL: 004445 FRAME: 0812**

Street Address:	RODNEY SQUARE NORTH
Internal Address:	1100 NORTH MARKET STREET
City:	WILMINGTON
State/Country:	DELAWARE
Postal Code:	19890
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
Registration Number:	2126132	RAIL CITY
Registration Number:	2124254	RAIL CITY
Registration Number:	2124253	RAIL CITY
Registration Number:	1874879	BUFFALO BILL'S RESORT & CASINO
Serial Number:	76258727	BUFFALO BILL'S RESORT & CASINO
Registration Number:	2003237	BUFFALO BILL'S RESORT CASINO
Registration Number:	2015414	BUFFALO BILL'S RESORT CASINO
Registration Number:	1980864	BUFFALO W BILL'S W RESORT-CASINO
Registration Number:	2006265	DESPERADO
Registration Number:	2035222	PRIMADONNA RV VILLAGE
Registration Number:	2930995	PRIMM CENTER
Registration Number:	3177732	PRIMM REWARDS PLAYERS CLUB
Serial Number:	76572212	PRIMM VALLEY CASINO RESORTS BUFFALO BILL'S PRIMM VALLEY WHISKEY PETE'S
Serial Number:	76572213	PRIMM VALLEY CASINO RESORTS BUFFALO BILL'S PRIMM VALLEY WHISKEY PETE'S
Registration Number:	2930997	PRIMM VALLEY LOTTO STORE
Registration Number:	2930996	PRIMM VALLEY LOTTO STORE
Registration Number:	2550123	PRIMM VALLEY RESORT & CASINO
Registration Number:	2578383	PRIMM VALLEY RESORT & CASINO
Registration Number:	2591370	PRIMM VALLEY RESORT & CASINO
Registration Number:	2582010	PRIMM VALLEY RESORT & CASINO
Registration Number:	2585159	PRIMM VALLEY RESORT & CASINO
Registration Number:	2550122	PRIMM VALLEY RESORT & CASINO
Registration Number:	2642418	PRIMM VALLEY RESORTS
Registration Number:	2781650	PRIMM VALLEY RESORTS
Registration Number:	2668425	PRIMM VALLEY RESORTS

Registration Number:	2662345	PRIMM VALLEY RESORTS
Registration Number:	2600924	PRIMM VALLEY RESORTS
Registration Number:	2781649	PRIMM VALLEY RESORTS
Registration Number:	2012596	STAR OF THE DESERT ARENA
Registration Number:	2883905	STAR OF THE DESERT ARENA
Registration Number:	1673710	WHISKEY PETE'S
Registration Number:	1959074	WHISKEY PETE'S
Registration Number:	2573440	WHISKEY PETE'S HOTEL & CASINO
Registration Number:	2569905	WHISKEY PETE'S HOTEL & CASINO
Registration Number:	2068679	WHISKEY PETE'S HOTEL CASINO
Registration Number:	2604325	WHISKEY PETE'S HOTEL CASINO
Registration Number:	2001633	WHISKEY PETE'S HOTEL CASINO
Registration Number:	2569904	WHISKEY PETE'S HOTEL & CASINO

CORRESPONDENCE DATA

Fax Number: (212)822-5137
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212 530-5000
Email: wmcnamara@milbank.com
Correspondent Name: William J. McNamara
Address Line 1: Milbank, Tweed, Hadley & McCloy LLP
Address Line 2: 1 Chase Manhattan Plaza
Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER:	William J. McNamara
Signature:	/William J. McNamara/
Date:	01/03/2011

Total Attachments: 7
source=Trademarks Security Agreement#page1.tif
source=Trademarks Security Agreement#page2.tif
source=Trademarks Security Agreement#page3.tif
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EXECUTION VERSION

SHORT-FORM TRADEMARKS SECURITY AGREEMENT

WHEREAS, each of the entities identified under the caption "GRANTORS" below (collectively, the "Grantors") has adopted, used, is using, or intends to use, and is the owner of certain trademarks and trademark applications listed in the attached Schedule of Registered Trademarks, and the registrations and applications associated therewith;

WHEREAS, the Grantors have contemporaneously with the execution of this Short-Form Trademarks Security Agreement entered into the Security Agreement dated as of December 31, 2010 (as modified from time to time, the "Security Agreement"), in which the Grantors have granted certain interests in favor of Wilmington Trust Company, as administrative agent (the "Administrative Agent") for the benefit of the Secured Parties (as defined therein); and

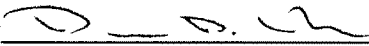
WHEREAS, pursuant to the Security Agreement, the Grantors have agreed with the Administrative Agent and the Secured Parties to execute this Short-Form Trademarks Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby grants to the Administrative Agent for the benefit of the Secured Parties, to the extent provided in the Security Agreement (the terms and conditions of which are hereby incorporated herein), a security interest in all of its right, title and interest in, to and under all the trademarks, whether now owned or at any time hereafter acquired, of such Grantor that are registered with, or for which applications for registration have been filed with, the United States Patent and Trademark Office, including the trademarks listed on the attached Schedule of Registered Trademarks, and all registrations and pending applications associated therewith (excluding any application for registration of a trademark filed on an intent-to-use basis solely to the extent that the grant of a security interest in any such trademark application would materially adversely affect the validity or enforceability of the resulting trademark registration or result in cancellation of such trademark application), as collateral security for the prompt and complete payment and performance when due of all the Secured Obligations (as defined in the Security Agreement). Notwithstanding the foregoing, in the event of any conflict between this Short-Form Trademarks Security Agreement and the Security Agreement, the Security Agreement shall control.

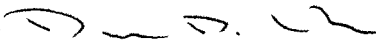
Date: December 31, 2010

GRANTORS

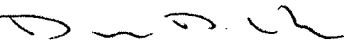
HERBST GAMING, LLC

By 
Name: David Ross
Title: Manager

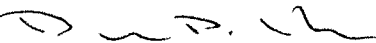
ZANTE, LLC

By 
Name: David Ross
Title: Manager

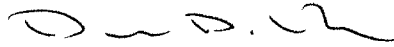
THE SANDS REGENT, LLC

By 
Name: David Ross
Title: Manager

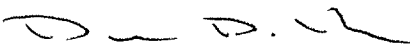
PLANTATION INVESTMENTS, LLC

By 
Name: David Ross
Title: Manager

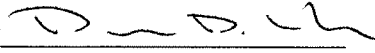
LAST CHANCE, LLC

By 
Name: David Ross
Title: Manager

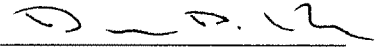
DAYTON GAMING, LLC

By 
Name: David Ross
Title: Manager

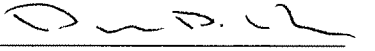
E-T-T, LLC

By 
Name: David Ross
Title: Manager

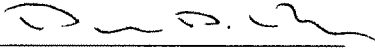
MARKET GAMING, LLC

By 
Name: David Ross
Title: Manager

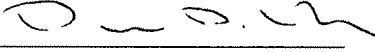
HGI – LAKESIDE, LLC

By 
Name: David Ross
Title: Manager

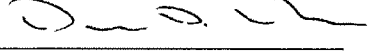
HGI – ST. JO, LLC

By 
Name: David Ross
Title: Manager

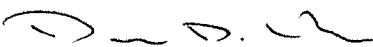
HGI – MARK TWAIN, LLC

By 
Name: David Ross
Title: Manager

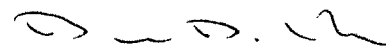
CARDIVAN, LLC

By 
Name: David Ross
Title: Manager

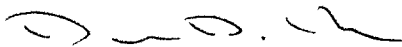
CALIFORNIA PROSPECTORS, LTD.

By 
Name: David Ross
Title: Manager

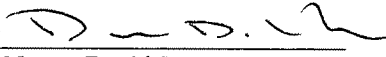
FLAMINGO PARADISE GAMING, LLC

By 
Name: David Ross
Title: Manager

THE PRIMADONNA COMPANY, LLC

By 
Name: David Ross
Title: Manager

CORRAL COUNTRY COIN, LLC

By 

Name: David Ross

Title: Manager

SCHEDULE OF
REGISTERED TRADEMARKS

Trademark	Record Owner	Serial No.	Filing Date	Registration No.	Registration Date
RAIL CITY	The Sands Regent	75/055,796	2/9/1996	2,126,132	12/30/1997
RAIL CITY	The Sands Regent	75/055,795	2/9/1996	2,124,254	12/23/1997
RAIL CITY	The Sands Regent	75/055,794	2/9/1996	2,124,253	12/23/1997
BUFFALO BILL'S RESORT & CASINO	The Primadonna Company, LLC	74/437,044	9/17/1993	1,874,879	1/17/1995
BUFFALO BILL'S RESORT & CASINO	The Primadonna Company, LLC	76/258,727	5/16/2001	N/A	N/A
BUFFALO BILL'S RESORT CASINO (and design)	The Primadonna Company, LLC	75/018,544	11/13/1995	2,003,237	9/24/1996
BUFFALO BILL'S RESORT CASINO (and design)	The Primadonna Company, LLC	75/018,542	11/13/1995	2,015,414	11/12/1996
BUFFALO BILL'S RESORT - CASINO WW (and design)	The Primadonna Company, LLC	74/669,075	5/2/1995	1,980,864	6/18/1996
DESPERADO (and design)	The Primadonna Company, LLC	75/018,372	11/13/1995	2,006,265	10/08/1996
PRIMADONNA RV VILLAGE (and design)	The Primadonna Company, LLC	75/018,540	11/13/1995	2,035,222	2/4/1997
PRIMM CENTER	The Primadonna Company, LLC	78/458,109	7/28/2004	2,930,995	3/8/2005
PRIMM REWARDS PLAYERS CLUB (and design)	The Primadonna Company, LLC	78/352,704	1/15/2004	3,177,732	11/28/2006
PRIMM VALLEY CASINO RESORTS BUFFALO BILL'S PRIMM VALLEY WHISKEY PETE'S	The Primadonna Company, LLC	76/572,212	1/23/2004	N/A	N/A
PRIMM VALLEY CASINO RESORTS BUFFALO BILL'S PRIMM VALLEY WHISKEY PETE'S	The Primadonna Company, LLC	76/572,213	1/23/2004	N/A	N/A
PRIMM VALLEY LOTTO STORE	The Primadonna Company, LLC	78/458,128	7/28/2004	2,930,997	3/8/2005
PRIMM VALLEY LOTTO STORE	The Primadonna Company, LLC	78/458,119	7/28/2004	2,930,996	3/8/2005
PRIMM VALLEY RESORT & CASINO	The Primadonna Company, LLC	76/302,813	8/3/2001	2,550,123	3/19/2002
PRIMM VALLEY RESORT & CASINO	The Primadonna Company, LLC	76/293,601	8/1/2001	2,578,383	6/11/2002
PRIMM VALLEY RESORT & CASINO	The Primadonna Company, LLC	76/293,602	8/1/2001	2,591,370	7/9/2002
PRIMM VALLEY RESORT & CASINO (and design)	The Primadonna Company, LLC	76/293,603	8/1/2001	2,582,010	6/18/2002
PRIMM VALLEY RESORT & CASINO (and design)	The Primadonna Company, LLC	76/293,604	8/1/2001	2,585,159	6/25/2002

Trademark	Record Owner	Serial No.	Filing Date	Registration No.	Registration Date
PRIMM VALLEY RESORT & CASINO (and design)	The Primadonna Company, LLC	76/302,812	8/3/2001	2,550,122	3/19/2002
PRIMM VALLEY RESORTS	The Primadonna Company, LLC	76/305,179	8/23/2001	2,642,418	10/29/2002
PRIMM VALLEY RESORTS	The Primadonna Company, LLC	76/469,319	11/22/2002	2,781,650	11/11/2003
PRIMM VALLEY RESORTS	The Primadonna Company, LLC	76/305,180	8/23/2001	2,668,425	12/31/2002
PRIMM VALLEY RESORTS (and design)	The Primadonna Company, LLC	76/305,182	8/23/2001	2,662,345	12/17/2002
PRIMM VALLEY RESORTS (and design)	The Primadonna Company, LLC	76/305,181	8/23/2001	2,600,924	7/30/2002
PRIMM VALLEY RESORTS (and design)	The Primadonna Company, LLC	76/469,318	11/22/2002	2,781,649	11/11/2003
STAR OF THE DESERT ARENA	The Primadonna Company, LLC	74/613,223	12/19/1994	2,012,596	10/29/1996
STAR OF THE DESERT ARENA (and design)	The Primadonna Company, LLC	76/541,642	8/21/2003	2,883,905	9/14/2004
WHISKEY PETE'S	The Primadonna Company, LLC	74/086,921	8/13/1990	1,673,710	1/28/1992
WHISKEY PETE'S	The Primadonna Company, LLC	74/672,484	5/2/1995	1,959,074	2/27/1996
WHISKEY PETE'S HOTEL & CASINO	The Primadonna Company, LLC	76/258,725	5/16/2001	2,573,440	5/28/2002
WHISKEY PETE'S HOTEL & CASINO	The Primadonna Company, LLC	76/258,726	5/16/2001	2,569,905	5/14/2002
WHISKEY PETE'S HOTEL CASINO (and design)	The Primadonna Company, LLC	75/018,549	11/13/1995	2,068,679	6/10/1997
WHISKEY PETE'S HOTEL CASINO (and design)	The Primadonna Company, LLC	76/258,670	5/16/2001	2,604,325	8/6/2002
WHISKEY PETE'S HOTEL CASINO (and design)	The Primadonna Company, LLC	75/018,543	11/13/1995	2,001,633	9/17/1996
WHISKEY PETE'S HOTEL CASINO (and design)	The Primadonna Company, LLC	76/258,671	5/16/2001	2,569,904	5/14/2002
PRIMADONNA RV VILLAGE	The Primadonna Company, LLC	75/018,540	11/13/1995	2,035,222	2/4/1997
THE DEPOT CASINO (Nevada)	Dayton Gaming, Inc.	N/A	N/A	NV3000011251	8/10/1998
PIONEER PETE'S	The Primadonna Company, LLC	N/A	8/12/1987	TN00210258	8/12/1997