

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
	Copa Casino of Mississippi, L.L.C.		07/16/2012	LIMITED LIABILITY COMPANY: MISSISSIPPI
	Gulfside Casino, Inc.		07/16/2012	CORPORATION: MISSISSIPPI
	Gulfside Casino Partnership dba Island View Casino Resort		07/16/2012	General Partnership: MISSISSIPPI
RECEIVING PARTY DATA				
Name:	Wells Fargo Bank, N.A., as Administrative Agent			
Street Address:	5340 Kietzke Lane			
Internal Address:	Attn: Candace Borrego			
City:	Reno			
State/Country:	NEVADA			
Postal Code:	89511			
Entity Type:	National Banking Association: UNITED STATES			
PROPERTY NUMBERS Total: 2				
	Property Type	Number	Word Mark	
	Registration Number:	4128665	GROOVE ON THE GULF	
	Serial Number:	85658850	MARGARITA MIX - OFF	
CORRESPONDENCE DATA				
Fax Number:	2136122499			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>				
Phone:	213-629-2020			
Email:	lpartmann@orrick.com			
Correspondent Name:	Ramon P. Galvan			
Address Line 1:	777 South Figueroa Street, Suite 3200			
Address Line 2:	Orrick, Herrington & Sutcliffe LLP			
Address Line 4:	Los Angeles, CALIFORNIA 90017-5855			

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ATTORNEY DOCKET NUMBER:	1696-407
NAME OF SUBMITTER:	Ramon P. Galvan
Signature:	/Ramon P. Galvan/
Date:	07/16/2012
Total Attachments: 4 source=Grant of Security Interest in Trademarks (Island View 2012)#page1.tif source=Grant of Security Interest in Trademarks (Island View 2012)#page2.tif source=Grant of Security Interest in Trademarks (Island View 2012)#page3.tif source=Grant of Security Interest in Trademarks (Island View 2012)#page4.tif	

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of July 16, 2012, is executed by COPA CASINO OF MISSISSIPPI, L.L.C., a Mississippi limited liability company, GULFSIDE CASINO, INC., a Mississippi corporation, GULFSIDE CASINO PARTNERSHIP, a Mississippi general partnership d/b/a Island View Casino Resort (each a "Grantor") and collectively, the "Grantors"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as the Administrative Agent (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").

A. Pursuant to that certain Amended and Restated Credit Agreement, dated as of July 16, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Copa Casino of Mississippi, L.L.C., a Mississippi limited liability company, the Lenders and Administrative Agent, the Lenders have agreed to extend loans and other financial accommodations to Copa Casino of Mississippi, L.L.C. upon the terms and subject to the conditions set forth therein.

B. The Grantors have adopted, used and are using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or the subject of applications for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. The Grantors and other entities party thereto from time to time have entered into an Intellectual Property Security Agreement dated as of September 14, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent (for the ratable benefit of the Administrative Agent, the Lenders and any Affiliate of a Lender party to a Lender Rate Contract (as defined in the Credit Agreement)).

D. Pursuant to the Security Agreement, the Grantors have granted to the Administrative Agent (for the ratable benefit of the Administrative Agent, the Lenders and any Affiliate of a Lender party to a Lender Rate Contract (as defined in the Credit Agreement)) a security interest in all right, title and interest of the Grantors in and to the Trademarks, together with the goodwill of the businesses represented by the Trademarks and the customer lists and records related to the Trademarks and all applications and registrations in respect thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.


NOW, THEREFORE, in consideration for the entry by the Lenders and the Administrative Agent into the Credit Agreement and for other good and valuable consideration, receipt of which is hereby acknowledged, each 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.

Each 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 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 Bank, National Association, 5340 Kietzke Lane, Reno, Nevada 89511, Attention: Candace Borrego, Tel. No. (775) 689-6131 , Fax No. (775) 689-6026.

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

COPA CASINO OF MISSISSIPPI, L.L.C.,
a Mississippi limited liability company


By: 
Name: JOEL R. CARTER, SR.
Title: MANAGER

GULFSIDE CASINO, INC.,
a Mississippi corporation

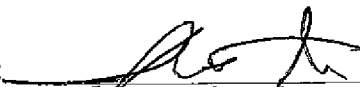
By: 
Name: JOEL R. CARTER, SR.
Title: PRESIDENT

GULFSIDE CASINO PARTNERSHIP,
a Mississippi general partnership
doing business as Island View Casino Resort

By: Gulfside Casino, Inc.,
a Mississippi corporation
Its: General Partner

By: 
Name: JOEL R. CARTER, SR.
Title: CHAIRMAN OF BOARD

By: Copa Casino of Mississippi, L.L.C.,
a Mississippi limited liability company
Its: General Partner

By: 
Name: JOEL R. CARTER, SR.
Title: CHAIRMAN OF BOARD

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>MARK</u>	<u>COUNTRY</u>	<u>STATUS</u>	<u>REG. NO.</u>	<u>FILING/REG. DATE</u>
GROOVE ON THE GULF	US	REGISTERED	4,128,665	4/17/12

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>MARK</u>	<u>COUNTRY</u>	<u>STATUS</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
MARGARITA MIX-OFF	US	PENDING	85658850	6/22/12

OHSUSA:750991070.2