

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM523942

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT FOR SECURITY -- TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vegas.com, LLC		05/15/2019	Limited Liability Company: NEVADA
RECEIVING PARTY DATA			
Name:	MGG Investment Group LP, as collateral agent		
Street Address:	888 Seventh Avenue		
Internal Address:	43rd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10106		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Registration Number:	3563361	THE OFFICIAL VEGAS TRAVEL SITE	
Registration Number:	3563363	THE OFFICIAL VEGAS TRAVEL SITE	
Registration Number:	3563362	THE OFFICIAL VEGAS TRAVEL SITE	
Registration Number:	3668250	VEGAS 2 GO	
Registration Number:	3629772	VEGAS.COM	
Registration Number:	3182943	VEGAS.COM	
Registration Number:	3173474	VEGAS.COM	
Registration Number:	3629770	VEGAS.COM	
Registration Number:	3200635	VEGAS.COM	
Registration Number:	4743678	V	
Registration Number:	4743677	V	
Registration Number:	4723760	DROP WATCH	
Registration Number:	4723759	DROP WATCH	
Registration Number:	4531057	THE OFFICIAL VEGAS TRAVEL APP	
Registration Number:	4519443	THE OFFICIAL VEGAS MOBILE SITE	
Registration Number:	3884562	VEGAS INSIDER CARD	
Registration Number:	5348439	V	
Registration Number:	5519808	VEGAS FROM THE INSIDE	
TRADEMARK			

CH \$515.00 3563361

Property Type	Number	Word Mark
Registration Number:	5481296	VEGAS FROM THE INSIDE
Registration Number:	5519809	VEGAS FROM THE INSIDE

CORRESPONDENCE DATA

Fax Number: 2125935955
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
Phone: 212-756-2132
Email: scott.kareff@srz.com
Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP
Address Line 1: 919 Third Avenue
Address Line 2: 25th Floor
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	050319-0086
NAME OF SUBMITTER:	Scott Kareff (050319-0086)
SIGNATURE:	/kc for sk/
DATE SIGNED:	05/16/2019

Total Attachments: 6
source=VDC - Trademark Security Agreement#page1.tif
source=VDC - Trademark Security Agreement#page2.tif
source=VDC - Trademark Security Agreement#page3.tif
source=VDC - Trademark Security Agreement#page4.tif
source=VDC - Trademark Security Agreement#page5.tif
source=VDC - Trademark Security Agreement#page6.tif

ASSIGNMENT FOR SECURITY -- TRADEMARKS

May 15, 2019

WHEREAS, Vegas.com, LLC, Nevada limited liability company (the "Assignor") holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Pledge and Security Agreement, dated May 15, 2019 (such agreement, as amended, restated, supplemented, modified or otherwise changed from time to time, including any replacement agreement therefor, being hereinafter referred to as the "Security Agreement"), in favor of MGG Investment Group LP, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Assignee"); and

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

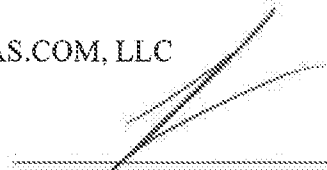
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Assignee and the Secured Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral 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.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the date first above written.

VEGAS.COM, LLC

By:





Name: Kevin Griffin
Title: Vice President

[Trademark Security Agreement]

TRADEMARK
REEL: 006647 FRAME: 0547

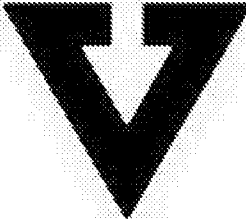

SCHEDULE A TO ASSIGNMENT FOR SECURITY

Registered Trademarks:




Grantor	Trademark	Country	Registration Number
Vegas.com, LLC	THE OFFICIAL VEGAS TRAVEL SITE	US	3563361
Vegas.com, LLC	THE OFFICIAL VEGAS TRAVEL SITE	US	3563363
Vegas.com, LLC	THE OFFICIAL VEGAS TRAVEL SITE	US	3563362
Vegas.com, LLC ¹		US	3668250
Vegas.com, LLC	VEGAS.COM	US	3629772
Vegas.com, LLC	VEGAS.COM	US	3182943
Vegas.com, LLC	VEGAS.COM	US	3173474
Vegas.com, LLC	VEGAS.COM	US	3629770
Vegas.com, LLC	VEGAS.COM	US	3200635
Vegas.com, LLC		US	4743678
Vegas.com, LLC		US	4743677
Vegas.com, LLC	DROP WATCH	US	4723760
Vegas.com, LLC	DROP WATCH	US	4723759
Vegas.com, LLC	THE OFFICIAL VEGAS TRAVEL APP	US	4531057
Vegas.com, LLC	THE OFFICIAL VEGAS MOBILE SITE	US	4519443
Vegas.com, LLC	VEGAS INSIDER CARD	US	3884562

¹ Trademark is owned by both Greenspun Media Group, LLC and Vegas.com, LLC.

Grantor	Trademark	Country	Registration Number
Vegas.com, LLC	IT'S WHO YOU KNOW	Nevada (State mark)	SM00360277
Vegas.com, LLC	VEGAS.COM	Nevada (State mark)	E0332832005-9
Vegas.com, LLC	VEGAS.COM	Nevada (State mark)	E0375832005-0
Vegas.com, LLC	VEGAS.COM and Design	Nevada (State mark)	E0332812005-7
Vegas.com, LLC	VEGAS.COM and Design	Nevada (State mark)	E0332862005-2
Vegas.com, LLC		Canada	TMA870520
Vegas.com, LLC		China	6689853
Vegas.com, LLC		China	6689852
Vegas.com, LLC		China	6689850
Vegas.com, LLC		China	6689851
Vegas.com, LLC		China	13216329

Grantor	Trademark	Country	Registration Number
Vegas.com, LLC		European Union	6681282
Vegas.com, LLC		European Union	9113275
Vegas.com, LLC		US	5,348,439
Vegas.com, LLC	VEGAS FROM THE INSIDE	US	5,519,808
Vegas.com, LLC	VEGAS FROM THE INSIDE	US	5,481,296
Vegas.com, LLC	VEGAS FROM THE INSIDE	US	5,519,809
Vegas.com, LLC		China	66036323
Vegas.com, LLC		China	66898949

Trademark Applications:

Grantor	Trademark	Country	Application Number
Vegas.com, LLC		South Africa	2008/03715
Vegas.com, LLC		South Africa	2008/03714
Vegas.com, LLC		South Africa	2008/03716