

12-22-2000

OMB No. 0651-0011 (exp. 4/94)

RECORDER T1



U.S. DEPARTMENT OF COMMERCE Patent and Trademark

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To the Honorable Commissioner of Patents and Trademarks and attached original documents or copy thereof.

1. Name of conveying party(ies): FITZGERALDS GAMING CORPORATION Please see attached Schedule I.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Nevada, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Release and Reassignment

Execution Date: Dec. 12, 2000

2. Name and address of receiving party(ies)

Name: FOOTHILL CAPITAL CORPORATION

Internal Address: Ste. 1500

Street Address: 11111 Santa Monica Blvd.

City: Los Angeles State: CA ZIP: 90025

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State California, Other

If assignee is not domiciled in the United States, a domestic representative design is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

Please see attached Schedule A.

B. Trademark Registration No.(s)

Please see attached Schedule A.

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: BROBECK, PHLEGER & HARRISON LLP

Internal Address:

Attn: Kimberley A. Lathrop

Street Address: 550 South Hope Street

City: Los Angeles State: CA ZIP: 90071

12/22/2000 DNGUYEN 00000019 1580673

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DO NOT USE THIS SPACE

6. Total number of applications and registrations involved: 57

7. Total fee (37 CFR 3.41).....\$ 1,440.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

3. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kimberley A. Lathrop Name of Person Signing

Kimberley A. Lathrop Signature

12-15-00 Date

Total number of pages including cover sheet, attachments, and document: 70

All documents to be recorded with required cover sheet information to: U.S. Department of Patents & Trademarks, Box Assignments

SCHEDULE I

1. Name of conveying party(ies):

FITZGERALDS GAMING CORPORATION, a Nevada corporation
FITZGERALDS SOUTH, INC., a Nevada corporation
FITZGERALDS MISSISSIPPI, INC., a Mississippi corporation
FITZGERALDS LAS VEGAS, INC., a Nevada corporation
FITZGERALDS FREMONT EXPERIENCE CORPORATION, a Nevada corporation
FITZGERALDS RENO, INC., a Nevada corporation
FITZGERALDS INCORPORATED, a Nevada corporation
FITZGERALDS BLACK HAWK, INC., a Nevada corporation
FITZGERALDS BLACK HAWK II, INC., a Colorado corporation
101 MAIN STREET LIMITED LIABILITY COMPANY, a Colorado limited liability
company

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SCHEDULE A

Schedule to Trademarks

**FITZGERALDS GAMING CORPORATION
TRADEMARKS (as at ~~06/30/98~~)**

10/29/98 MGM BGO

Mark Fed'l #	Federal Reg. Date Affid. Due * Exp. Date		Class
A Buffet Experience 1,844,811	7/12/94 7/12/99-2000 7/12/2004	41	Casino Services
A Friendly Experience 1,839,674	6/14/94 6/14/99-2000 6/14/2004	41	Casino Services
A Reel Experience 1,839,672	6/14/94 6/14/99-2000 6/14/2004	41	Casino Services
A Rewarding Experience 1,839,673	6/14/94 6/14/99-2000 6/14/2004	41	Casino Services
A Tantalizing Experience 1,856,029	9/27/94 9/27/2000-01 9/27/2004	41	Casino Services
A Tasty Experience 1,972,410	5/7/96 5/7/2001-2002 5/7/2006	42	Restaurant Services
Bigger Winners, More Often 1,608,541	7/31/90 7/31/95-96 7/31/2000	41	Casino Services

* Requires filing of affidavit of use between dates indicated.

Mark Fed'l #	Federal Reg. Date Affid. Due Exp. Date	Class	
Capture the Luck of the Irish 1,924,190	10/03/95 10/03/2000-1 10/03/2005	41	Casino Services
Certified Loose 1,579,526	1/23/90 1/23/95-96 1/23/2000	41	Entertainment Services
C'Mon Get Lucky 1,708,808	8/18/92 8/18/97-98 8/18/2002	41	Casino Services
C'Mon...Get Reel Lucky 75/429910	App. Filed 2/6/98	41	Casino Services
Downtown's Fun Experience 1,844,810	7/12/94 7/12/99-2000 7/12/2004	41	Casino Services
Design Only Four Leaf Clover 1,646,327	5/28/91 5/28/96-97 5/28/2001	41	Entertainment Services incl. Casino Gaming
Design Only Four Leaf Clover 1,648,428	6/18/91 6/18/96-97 6/18/2001	42	Hotel Services
"F" and Design Stylized "F" with Clover 1,645,579	5/21/91 5/21/96-97 5/21/2001	41	Entertainment Services Casino Services

Mark Fed'I #	Federal Reg. Date Affid. Due Exp. Date		Class
"F" and Design Stylized "F" with Clover 1,646,389	5/28/91 5/28/96-97 5/28/2001	42	Hotel Services
"Fitz" 1,579,525	1/23/90 1/23/95-96 1/23/2000	41	Casino Services
"Fitz" 1,639,303	3/26/91 3/26/95-96 3/26/2001	42	Hotel Services
"Fitzgeralds" 1,599,960	6/5/90 6/5/95-96 6/5/2000	41	Casino Services
"Fitzgeralds" 1,616,178	10/2/90 10/2/95-96 10/2/2000	42	Hotel Services
Fitzgeralds Loves Keno Players 1,886,380	3/28/95 3/28/2000-1 3/28/2005	41	Casino Services
"Fitzgeralds" and Design (Stylized w/Clover Design) 1,676,148	2/18/92 2/18/97-98 2/18/2002	41	Casino Services
1,677,129	2/25/92 2/25/97-98 2/25/2002	42	Hotel Services

Mark Fed'l #	Federal Reg. Date Affid. Due Exp. Date	Class	
"Fitzgeralds" Stylized Letters (without Clover) 1,677,084	2/25/92 2/25/97-98 2/25/2002	41	Casino Services
"Fitzgeralds" Stylized Letters (without Clover) 1,682,272	4/7/92 4/7/97-98 4/7/2002	42	Hotel Services
Get Reel Lucky 1,949,064	01/16/96 01/16/2001-02 01/16/2006	41	Casino Services
Have a Lucky Day! 1,930,583	10/31/95 10/31/2000-01 10/31/2005	41	Casino Services
Lucky Forest 1,580,679	1/30/90 1/30/95-96 1/30/2000	41	Casino Services featuring a Theme Room
Luck Available 1,875,634	1/24/95 1/24/2000-01 1/24/2005	41	Casino Services
Luck Be With You 1,876,995	1/31/95 1/31/2000-01 1/31/2005	41	Casino Services
Lucky 4 1,927,525	10/17/95 10/17/2000-01 10/17/2005	9	Electronic Video Game

Mark Fed'l #	Federal Reg. Date Affid. Due Exp. Date	Class	
Lucky Bar 1,871,734	1/3/95 1/3/2000 1/3/2001	42	Restaurant and Cocktail Lounge Services
Lucky Lane 1,593,515	4/24/90 4/24/95-96 4/24/2000	41	Entertainment Services, namely Casino Gaming Services
Lucky Lightening 1,973,719	5/14/96 5/14/2001-2002 5/14/2006	41	Casino Facilities
Luck Ness Monster & Design 1,957,710	2/20/96 2/20/2001-02 2/20/2006	41	Casino Services
Lucky Streak 1,593,516	4/24/90 4/24/95-96 4/24/2000	41	Entertainment Services, namely Casino Gaming Services
Molly's 1,628,725	9/18/90 9/18/95-96 9/18/2000	42	Restaurant Services
Monster Hand Craps and Design 1,955,989	2/13/96 2/13/2001-02 2/13/2006	41	Casino Services
O'Lucky 1,586,170	3/6/90 3/6/95-96 3/6/96	41	Casino Services
Design Only (Mr. O'Lucky Character) 1,650,374	7/9/91 7/9/2006-2007 7/9/2007	41	Casino Services

Mark Fed'l #	Federal Reg. Date Affid. Due Exp. Date	Class	
Our Guests Come First 1,882,571	3/7/95 3/7/2000-01 3/7/2005	41	Casino Services
Play Now... Rewards in Minutes 75/405,168	App. Filed 12/15/97	41	Casino Services
Pot O'Gold Blackjack & A K \$1,000 Design 1,952,801	1/30/96 1/30/2001-02 1/30/2006	41	Casino Services
Pot O'Gold 2,012,515	10/29/96 10/29/2001-2 10/29/2006	41	Casino Services
Rewards In Minutes 75/416,444	App. Filed 1/12/98	41	Casino Services
Shamrock Café 2,070,160	6/10/97 6/10/2002-3 6/10/2007	42	Restaurant/Cocktail/ Lounge Services
Strike It Lucky 1,941,739	12/12/95 12/12/2000-01 12/12/2005	41	Casino Services
The Luck of the Irish Comes to the Mississippi 1,947,419	01/09/96 01/09/2001-02 01/09/2006	41	Casino Services
Vincenzo's Italian Cafe (and Design) 75/206,359	App. Filed 12/02/96	42	Restaurant Services

FITZGERALDS GAMING CORP.
STATE OF NEVADA TRADEMARKS
(as at 11/28/97)

State of Nevada Mark	Class & Record No.	Issue Date Exp. Date
Stylized Letter "F" and the Stylized Four-Leaf Clover w/Design	Various items used within Hotel/Casino Class 50 Vol. 20, Page 402	10/14/96
		10/14/2001
Stylized Letter "F" and the Stylized Four-Leaf Clover Design	Hotel/Casino Services Class 100 Vol. 20, Page 403	10/14/96
		10/14/2001
Stylized Four Leaf Clover w/Design	Various items used within Hotel/Casino Class 50 Vol. 20, Page 404	10/14/96
		10/14/2001
Stylized Four Leaf Clover w/Design	Hotel/Casino Services Class 100 Vol. 20, Page 405	10/14/96
		10/14/2001
Stylized Letter "F"	Various items used within Hotel/Casino Class 50 Vol. 20, Page 406	10/14/96
		10/14/2001
Stylized Letter "F"	Hotel/Casino Services Class 100 Vol. 20, Page 407	10/14/96
		10/14/2001
"Fitz" and "The Fitz"	Various items used within Hotel/Casino Class 50 Vol. 20, Page 399	10/14/96
		10/14/2001
"Fitz" and "The Fitz"	Hotel/Casino Class 100 Vol. 20, Page 400	10/14/96
		10/14/2001

Mark Fed'l #	Federal Reg. Date Affid. Due Exp. Date	Class	
We're Committed To Make You Lucky 1,580,673	1/30/90 1/30/95-96 1/30/2000	41	Entertainment Services Casino Services
Where Downtown Begins 1,839,677	6/14/94 6/14/99-2000 6/14/2004	41	Casino Services
Where The Experience Begins! 2,000,068	09/10/96 09/10/2001-02 09/10/2006	41	Casino Services
Where The Luck of The Irish Means More Winners! 1,976,599	5/28/96 5/28/2001-2002 5/28/2006	41	Casino Services
World Head- quarters For Luck 1,726,385	10/20/92 10/97-98 10/20/2002	41	Casino Services
You Are In Luck 1,875,635	1/24/95 1/24/2000-01 1/24/2005	41	Casino Services
Your Fun Experience 1,875,636	1/24/95 1/24/2000-01 1/24/2005	41	Casino Services
Your Lucky Place To Play 75/407,322	App. Filed 12/15/97	41	Casino Services

State of Nevada Mark	Class & Record No.	Issue Date Exp. Date
"Fitz" and "The Fitz"	Hotel/Casino Services Class 100 Vol. 20, Page 401	10/14/96 10/14/2001
Fitzgeralds	Various items used within Hotel/Casino Class 50 Vol. 20, Page 396	10/14/96 10/14/2001
Fitzgeralds	Hotel/Casino Class 100 Vol. 20, Page 397	10/14/96 10/14/2001
Fitzgeralds	Hotel/Casino Hotel/Casino Services Class 100 Vol. 20, Page 398	10/14/96 10/14/2001

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SCHEDULE 7(a)

SCHEDULE TO TRADEMARK SECURITY AGREEMENT

Fitzgeralds Gaming Corporation ("FGC") —

Fitzgeralds Reno, Inc. ("FRI") —

10/29/98 MMGM 859

1. FGC Trademarks schedule (as at ~~06/30/98~~)
2. FGC State of Nevada Trademarks schedule (as at 11/28/97)
3. FRI State of Nevada Trademarks schedule (as at 11/28/97)

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FITZGERALDS GAMING CORP.
STATE OF NEVADA TRADEMARKS
(as at 11/28/97)

State of Nevada Mark	Class & Record No.	Issue Date Exp. Date
Stylized Letter "F" and the Stylized Four-Leaf Clover w/Design	Various items used within Hotel/Casino Class 50 Vol. 20, Page 402	10/14/96 10/14/2001
Stylized Letter "F" and the Stylized Four-Leaf Clover Design	Hotel/Casino Services Class 100 Vol. 20, Page 403	10/14/96 10/14/2001
Stylized Four Leaf Clover w/Design	Various items used within Hotel/Casino Class 50 Vol. 20, Page 404	10/14/96 10/14/2001
Stylized Four Leaf Clover w/Design	Hotel/Casino Services Class 100 Vol. 20, Page 405	10/14/96 10/14/2001
Stylized Letter "F"	Various items used within Hotel/Casino Class 50 Vol. 20, Page 406	10/14/96 10/14/2001
Stylized Letter "F"	Hotel/Casino Services Class 100 Vol. 20, Page 407	10/14/96 10/14/2001
"Fitz" and "The Fitz"	Various items used within Hotel/Casino Class 50 Vol. 20, Page 399	10/14/96 10/14/2001
"Fitz" and "The Fitz"	Hotel/Casino Class 100 Vol. 20, Page 400	10/14/96 10/14/2001

State of Nevada Mark	Class & Record No.	Issue Date Exp. Date
"Fitz" and "The Fitz"	Hotel/Casino Services Class 100 Vol. 20, Page 401	10/14/96 10/14/2001
Fitzgeralds	Various items used within Hotel/Casino Class 50 Vol. 20, Page 396	10/14/96 10/14/2001
Fitzgeralds	Hotel/Casino Class 100 Vol. 20, Page 397	10/14/96 10/14/2001
Fitzgeralds	Hotel/Casino Hotel/Casino Services Class 100 Vol. 20, Page 398	10/14/96 10/14/2001

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80

FITZGERALDS RENO, INC.
STATE OF NEVADA TRADEMARKS
(as at 11/28/97)

State of Nevada Mark	Class & Record No.	Issue Date Exp. Date
Bigger Winners, More Often	Casino/Hotel Services	6/13/89
	Class 101	6/13/99
	Vol. 22, Page 725	
Certified Loose	Casino/Gaming Services	5/16/89
	Class 101	5/16/99
	Vol. 22, Page 639	
Fitzgeralds (Block Letters)	Casino/Hotel	6/13/89
	Class 100	6/13/99
	Vol. 22, Page 726	
Lucky Forest	Casino Gaming Services	5/16/89
	Class 101	5/16/99
	Vol. 22, Page 638	
Lucky Forest (Logo)	Casino Services	8/17/89
	Class 107	8/17/99
	Vol. 22, Page 920	
Lucky Streak	Casino Gaming Services	9/07/89
	Class 101	9/07/99
	Vol. 22, Page 973	
Mollys	Restaurant Services	9/07/89
	Class 100	9/07/99
	Vol. 22, Page 966	
Team Watch	Risk & Safety Mgmt. Svces.	5/30/90
	Class 101	5/30/2000
	Vol. 23, Page 617	
We're Committed to Make You Lucky	Casino Gaming Services	5/16/89
	Class 101	5/16/99
	Vol. 22, Page 636	
Your Luck Starts Here	Casino Gaming Services	5/16/89
	Class 101	5/16/99
	Vol. 22, Page 637	

FITZGERALDS LAS VEGAS, INC.
STATE OF NEVADA TRADEMARKS
(as at 11/28/97)

State of Nevada Mark	Class & Record No.	Issue Date Exp. Date
O'Lucky	Casino Services Class 107 Vol. 22, Page 921	8/17/89 8/17/99
O'Lucky (Design)	Casino Services Class 107 Vol. 22, Page 922	8/17/89 8/17/99
Jackpot Blackjack	Casino Services Class 107 Vol. 24, Page 490	6/05/91 6/05/2001
Rainbow's End	Casino Services Class 101 Vol. 23, Page 882	9/05/90 9/05/2000

RELEASE AND REASSIGNMENT

THIS RELEASE AND REASSIGNMENT is executed as of December 12, 2000 by FOOTHILL CAPITAL CORPORATION, a California corporation ("Foothill").

W I T N E S S E T H:

WHEREAS, **FITZGERALDS GAMING CORPORATION**, a Nevada corporation, **FITZGERALDS SOUTH, INC.**, a Nevada corporation, **FITZGERALDS MISSISSIPPI, INC.**, a Mississippi corporation, **FITZGERALDS LAS VEGAS, INC.**, a Nevada corporation, **FITZGERALDS FREMONT EXPERIENCE CORPORATION**, a Nevada corporation, **FITZGERALDS RENO, INC.**, a Nevada corporation, **FITZGERALDS INCORPORATED**, a Nevada corporation, **FITZGERALDS BLACK HAWK, INC.**, a Nevada corporation, **FITZGERALDS BLACK HAWK II, INC.**, a Colorado corporation, and **101 MAIN STREET LIMITED LIABILITY COMPANY**, a Colorado limited liability company (individually, a "Debtor", and collectively and jointly and severally, the "Debtors") and Foothill are parties to a certain Trademark Security Agreement, dated as of October 29, 1998, pursuant to which Debtor incurred certain liabilities to and granted a security interest in and collateral assignment of the "Trademark Collateral" (as defined in the Agreement), including, without limitation, the trademark registrations and applications for trademark registration issued thereon or applied for in the United States or throughout the world, including registrations, recordings, supplemental registrations and pending applications for registration in the United States Trademark Office (collectively, the "Registrations") as described in Schedule A attached hereto, as security for Debtor's obligations to Foothill under the Agreement;

WHEREAS, the Agreement was submitted for recordation with the United States Trademark Office on or about November 17, 1998, and a copy of such submission is attached hereto as Exhibit 1; and

WHEREAS, Debtor has satisfied its obligations under the Agreement and has requested that Foothill release its security interest in the Trademark Collateral and reassign the same to Debtor;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. Foothill hereby releases, without any representation, warranty, or recourse whatsoever, its security interest in and collateral assignment of the Trademark Collateral.
2. Foothill hereby reassigns, grants and conveys to Debtor, without any representation, warranty, or recourse whatsoever, all of Foothill's right, title and interest, if any, in and to the Trademark Collateral, including without limitation all of the Registrations appearing in Schedule A.

IN WITNESS WHEREOF, Foothill has caused this Release and Reassignment to be duly executed by its duly authorized officer or representative as of the day and year first above written.

FOOTHILL CAPITAL CORPORATION

By: Catherine C. Bueh

Its: Senior Vice President

STATE OF California)
COUNTY OF Los Angeles) ss.

On this 12th day of December 2000 before me personally appeared Catherine C. Bourke known to me to be the individual who executed the foregoing instrument and acknowledged to me that he/she executed the same as the duly authorized officer or representative above designated of Foothill Capital Corporation.

Margie Vargo-Navas
Notary Public

Los Angeles County, CALIFORNIA

My commission expires: 03-23-01



FITZGERALDS RENO, INC.
STATE OF NEVADA TRADEMARKS
(as at 11/28/97)

State of Nevada Mark	Class & Record No.	Issue Date Exp. Date
Bigger Winners, More Often	Casino/Hotel Services Class 101 Vol. 22, Page 725	6/13/89 6/13/99
Certified Loose	Casino/Gaming Services Class 101 Vol. 22, Page 639	5/16/89 5/16/99
Fitzgeralds (Block Letters)	Casino/Hotel Class 100 Vol. 22, Page 726	6/13/89 6/13/99
Lucky Forest	Casino Gaming Services Class 101 Vol. 22, Page 638	5/16/89 5/16/99
Lucky Forest (Logo)	Casino Services Class 107 Vol. 22, Page 920	8/17/89 8/17/99
Lucky Streak	Casino Gaming Services Class 101 Vol. 22, Page 973	9/07/89 9/07/99
Mollys	Restaurant Services Class 100 Vol. 22, Page 966	9/07/89 9/07/99
Team Watch	Risk & Safety Mgmt. Svces. Class 101 Vol. 23, Page 617	5/30/90 5/30/2000
We're Committed to Make You Lucky	Casino Gaming Services Class 101 Vol. 22, Page 636	5/16/89 5/16/99
Your Luck Starts Here	Casino Gaming Services Class 101 Vol. 22, Page 637	5/16/89 5/16/99

FITZGERALDS LAS VEGAS, INC.
STATE OF NEVADA TRADEMARKS
(as at 11/28/97)

State of Nevada Mark	Class & Record No.	Issue Date Exp. Date
O'Lucky	Casino Services Class 107 Vol. 22, Page 921	8/17/89 8/17/99
O'Lucky (Design)	Casino Services Class 107 Vol. 22, Page 922	8/17/89 8/17/99
Jackpot Blackjack	Casino Services Class 107 Vol. 24, Page 490	6/05/91 6/05/2001
Rainbow's End	Casino Services Class 101 Vol. 23, Page 882	9/05/90 9/05/2000