

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Downtown Resorts, LLC		10/05/2007	LIMITED LIABILITY COMPANY: NEVADA
RECEIVING PARTY DATA			
Name:	CIM/LL Las Vegas, LLC		
Street Address:	6922 Hollywood Blvd.		
Internal Address:	9th Floor		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90028		
Entity Type:	LIMITED LIABILITY COMPANY: NEVADA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	78724488	DOWNTOWN	
Serial Number:	78724475	DOWNTOWN	
Serial Number:	78724462	DOWNTOWN	
Serial Number:	77000596	THE GEORGE CASINO HOTEL SPA	
CORRESPONDENCE DATA			
Fax Number:	(303)223-0948		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	303.223.1148		
Email:	cparent@bhfs.com		
Correspondent Name:	Christopher M. Parent		
Address Line 1:	410 17th Street		
Address Line 2:	Suite 2200		
Address Line 4:	Denver, COLORADO 80202		
ATTORNEY DOCKET NUMBER:	11018.3 10/19/07		

OP \$115.00 78724488

NAME OF SUBMITTER:	Christopher M. Parent
Signature:	/christophermparent/
Date:	10/19/2007

Total Attachments: 11

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TRADEMARK ASSIGNMENT

This Trademark Assignment ("**Assignment**") is effective as of October 5, 2007, by and among Chase TS, LLC, a Nevada limited liability company, Resort Gaming Group, LLC, a Nevada limited liability company, Third Street Promenade, LLC, a Nevada limited liability company, Frank Wright Plaza, LLC, a Nevada limited liability company, and Downtown Resorts, LLC, a Nevada limited liability company (collectively "**Assignor**") and CIM/LL Las Vegas, LLC, a Nevada limited liability company with a principal place of business at 6922 Hollywood Blvd., 9th Floor, Los Angeles, CA 90028 ("**Assignee**").

For good and valuable consideration, the receipt and sufficiency of which Assignor hereby acknowledges, Assignor does hereby assign to Assignee, all of Assignor's right title and interest in and to the trademarks, trademark applications and intent to use trademark applications set forth on Exhibit A (the "**Marks**"), together with the goodwill of the business symbolized by the Marks and together with that portion of Assignor's business in connection with which it has an intent to use the Marks and the goodwill of the business symbolized by the Marks.

Assignor acknowledges that subsequent to the date hereof, Assignor shall not claim to possess any right, title or interest in and to such Marks and shall take no actions jeopardizing the existence or enforceability of the Marks or Assignee's rights therein. Assignor will not adopt or use or register or seek to register any name or mark anywhere in the world which is identical in word or design to the Marks or so similar thereto as to constitute a colorable imitation thereof or to suggest some association between Assignor and Assignee or sponsorship and/or endorsement of Assignor by Assignee.

Assignor agrees to assist Assignee in every legal way to evidence, record and perfect this Assignment and to apply for and obtain recordation of and from time to time enforce, maintain, and defend the assigned rights. If Assignee is unable for any reason whatsoever to secure Assignor's signature to any document it is entitled to under this Assignment, Assignor hereby irrevocably designates and appoints Assignee and its duly authorized officers and agents, as its agents and attorneys-in-fact with full power of substitution to act for and on its behalf and instead of Assignor, to execute and file any such document or documents and to do all other lawfully permitted acts to further the purposes of the foregoing with the same legal force and effect as if executed by Assignor.

Assignor represents and warrants to Assignee that: (a) Assignor was the sole owner of all rights, title and interest in the Marks, (b) Assignor has not assigned, transferred, licensed, pledged or otherwise encumbered the Marks or agreed to do so other than as disclosed in the Asset Contribution Agreement, (c) Assignor has full power and authority to enter into this Assignment and to make the assignment set forth herein, (d) no claim or demand of any person has been made nor is there any proceeding that is pending, or to the knowledge of Assignor after due inquiry, threatened, nor is there a reasonable basis therefor, which (i) challenges the rights of Assignor with respect to the Marks, (ii) asserts that Assignor is infringing or is otherwise in conflict with, or is, required to pay any royalty, license fee, charge or other amount with regard to the Marks, or (iii) claims that any default exists under any agreement or arrangement, and (e) the Marks are not subject to any outstanding order, ruling, decree, judgment or stipulation by or

with any court, arbitrator, or administrative agency, or have been the subject of any litigation within the last five years, whether or not resolved in favor of Assignor.

[signatures on following pages]

IN WITNESS WHEREOF, Assignor has executed this Agreement as of the date first written above.

ASSIGNOR:

CHASE TS, LLC,
a Nevada limited liability company

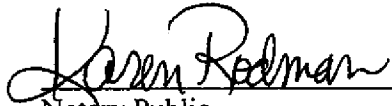
By: Resort Gaming Group, LLC,
a Nevada limited liability company,
its Manager

By: 

Andrew B. Donner, its manager

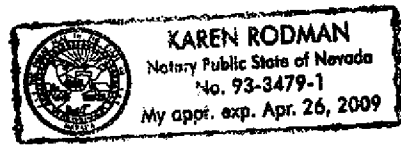
STATE OF NEVADA)
) SS.
COUNTY OF CLARK)

This instrument was acknowledged before me on September 27, 2007 by Andrew B. Donner as manager of Resort Gaming Group, LLC, a Nevada limited liability company, as Manager of Chase TS, LLC, a Nevada limited liability company.



Notary Public

My commission expires: April 26, 2009



RESORT GAMING GROUP, LLC, a Nevada
limited liability company

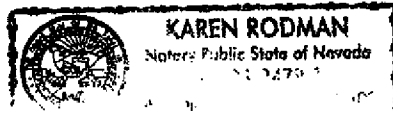
By: _____
Name: Andrew B. Donner
Title: Manager

STATE OF NEVADA)
) SS.
COUNTY OF CLARK)

This instrument was acknowledged before me on September 27, 2007 by Andrew B. Donner as Manager of Resort Gaming Group, LLC, a Nevada limited liability company.

Karen Rodman
Notary Public

My commission expires: April 26, 2009



THIRD STREET PROMENADE, LLC, a Nevada
limited liability company

By: _____
Name: Andrew B. Donner
Title: Manager

STATE OF NEVADA)
) SS.
COUNTY OF CLARK)

This instrument was acknowledged before me on September 27, 2007 by Andrew B. Donner as Manager of Third Street Promenade, LLC, a Nevada limited liability company.

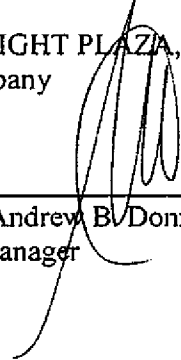
Karen Rodman
Notary Public

My commission expires: April 26, 2009



FRANK WRIGHT PLAZA, LLC, a Nevada limited liability company

By: _____
Name: Andrew B. Donner
Title: Manager



STATE OF NEVADA)
) SS.
COUNTY OF CLARK)

This instrument was acknowledged before me on September 27 2007 by Andrew B. Donner as Manager of Frank Wright Plaza, LLC, a Nevada limited liability company.

Karen Rodman
Notary Public

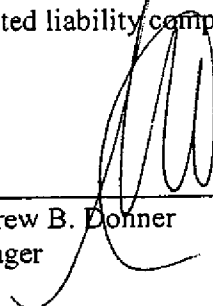
My commission expires: April 26, 2009



DOWNTOWN RESORTS, LLC, a Nevada limited liability company

By: RESORT GAMING GROUP, LLC, a Nevada limited liability company, its Manager

By: _____
Name: Andrew B. Donner
Title: Manager

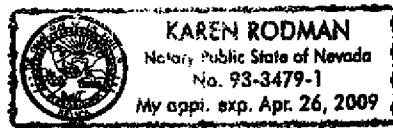


STATE OF NEVADA)
) SS.
COUNTY OF CLARK)

This instrument was acknowledged before me on September 27, 2007 by Andrew B. Donner as Manager of Resort Gaming Group, LLC, a Nevada limited liability company, as Manager of Downtown Resorts, LLC, a Nevada limited liability company.

Karen Rodman
Notary Public

My commission expires: April 26, 2009



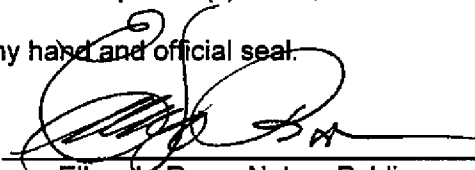
State of California

County of Los Angeles

On September 25, 2007, before me, Ellen Jo Rose, a Notary Public in and for said State, personally appeared Nicholas V. Morosoff, personally known to me, or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Signature



Ellen Jo Rose, Notary Public

SEAL

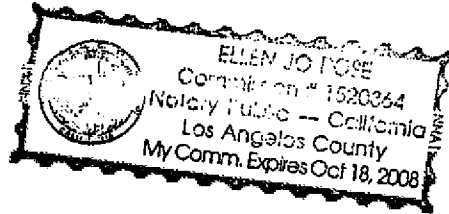


EXHIBIT A

Trademarks and Applications

(i) Trademarks owned by Downtown Resorts, LLC

<u>Trademark</u>	<u>Status</u>	<u>Filing Date</u>	<u>Fed'l Ser. No.</u>	<u>Fed'l Reg. No.</u>	<u>Reg. Date</u>
DOWNTOWN (cl. 41: casino and casino services, etc.)	Pending – Published for Opposition	9/30/05	78724488		
DOWNTOWN (cl. 43: Resort hotels, resort lodging services, hotels, hotel, restaurant and bar services, etc.)	Notice of Allowance Issued	9/30/05	78724475		
DOWNTOWN (cl. 44: Beauty salon and spa services)	Pending – Final Office Action due 10/05/07	9/30/05	78724462		
THE GEORGE CASINO HOTEL SPA (cl. 41: casino and casino services, etc.)	Approved for publication (08/08/07)	9/15/06	77000596		

(ii) State Trademarks to be Conveyed

<u>Trademark</u>	<u>Status</u>	<u>Reg. Date</u>	<u>Registration No.</u>	<u>Expiration Date</u>	<u>State</u>
DOWNTOWN RESORT CASINO SPA (cl. 39: clothing)	Registered	10/12/05	E0690522005-5	10/12/10	Nevada
DOWNTOWN (cl. 39 clothing)	Registered	10/18/05	E0742602005-8	10/18/10	Nevada
THE DOWNTOWN CONDO/HOTEL	Pending	9/30/05			
THE DOWNTOWN HOTEL CASINO RESORT	Registered	9/30/05			
THE DOWNTOWN HOTEL CASINO RESORT	Registered	9/30/05			
THE DOWNTOWN HOTEL CASINO RESORT	Published	9/30/05			
THE DOWNTOWN (cl. 100: hotel, restaurant, bar and cocktail lounge services)	Registered	12/19/05	E0869602005-0	12/19/10	Nevada
THE DOWNTOWN (cl. 101: real estate)	Registered	12/19/05	E0869732005-5	12/19/10	Nevada

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<u>Trademark</u>	<u>Status</u>	<u>Reg. Date</u>	<u>Registration No.</u>	<u>Expiration Date</u>	<u>State</u>
development services, namely condo hotel development; casino services)					
THE DOWNTOWN (cl. 107: entertainment services, namely nightclub)	Registered	12/19/05			Nevada
WE ARE NOT IN DOWNTOWN, WE ARE DOWNTOWN! (cl. 101: casino services)	Registered	12/19/05	E0870272005-2	12/19/10	Nevada
WE ARE NOT IN DOWNTOWN, WE ARE DOWNTOWN! (cl. 100: hotel, restaurant, bar and cocktail lounge services)	Registered	12/19/05	E0870102005-3	12/19/10	Nevada

(iii) Common Law Trademarks/Trade Names to be Conveyed

<u>Common Law Mark/Business Name</u>	<u>Status</u>	<u>Exp./Term. Date</u>	<u>Business Address</u>	<u>Individual/Corp. Name</u>	<u>Current Owner Status</u>
CELEBRITY LAS VEGAS	Active	05-31-2011	206 N 3rd St. Las Vegas, NV 89101	Downtown Resorts, LLC	Active
DOWNTOWN CASINO HOTEL	Active	04-30-2011	206 N 3rd St. Las Vegas, NV 89101	Downtown Resorts, LLC	Active
LADY LUCK	Active	05-31-2010		Downtown Resorts, LLC	Active
LADY LUCK CASINO	Active	07-31-2008		Downtown Resorts, LLC	Active
LADY LUCK CASINO HOTEL	Active	04-30-2010		Downtown Resorts, LLC	Active
SIDEBAR	Active	11-30-2010		Downtown Resorts, LLC	Active
TRIPLE GEORGE GRILL	Active	02-28-2011	206 N 3rd St. Las Vegas, NV 89101	Downtown Resorts, LLC	Active
RESORT GAMING GROUP	Active	10-31-2008	410 Fremont Street, Suite 310, Las Vegas, NV 89101	Resort Gaming Group, LLC	Active
LADY LUCK RESORT CASINO	Active	05-31-2010	410 Fremont Street, Suite 310, Las Vegas, NV 89101	Chase TS LLC	Active

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