

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
SARATOGA HARNESS RACING, INC.		11/08/2013	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	RBS Citizens, N.A.
Street Address:	28 State Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	4421983	LUCKY JOE'S
Serial Number:	85880776	SARATOGA CASINO BLACK HAWK
Serial Number:	85891249	DIAMOND JIM'S
Serial Number:	85880768	SARATOGA CASINO BLACK HAWK
Registration Number:	3458768	VAPOR NIGHT CLUB
Registration Number:	3493237	VAPOR

CORRESPONDENCE DATA

Fax Number: 7045032622

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 704 503 2600

Email: trademarks@kslaw.com,cmhudson@kslaw.com,vbantug@kslaw.com

Correspondent Name: King & Spalding LLP

Address Line 1: 100 N Tryon Street

Address Line 2: Suite 3900

OP \$165.00 4421983

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER: 18588.015070

NAME OF SUBMITTER: Vicky R. Bantug

Signature: /Vicky R. Bantug/

Date: 11/15/2013

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

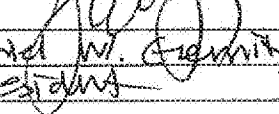
Please be advised that (a) pursuant to the Security Agreement dated as of November 8, 2013 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Security Agreement"), by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and RBS Citizens, N.A., as Administrative Agent (the "Administrative Agent") for the secured parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon [the trademarks, trademark licenses and trademark applications] shown on Schedule 1 attached hereto (the "Trademarks") to the Administrative Agent for the ratable benefit of the Secured Parties and (b) the undersigned hereby grants to the Administrative Agent, for the ratable benefit of the Secured Parties, a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the Trademarks.

The Obligor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the Trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any Trademark.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Very truly yours,

SARATOGA HARNESS RACING, INC.,
a New York corporation

By: 
Name: Daniel W. Gignery
Title: President

Acknowledged and Accepted:

RBS CITIZENS, N.A.,
as Administrative Agent

By: 

Name: Kevin Harrigan

Title: Vice President

NOTICE OF SECURITY INTEREST IN TRADEMARKS
SARATOGA HARNESS RACING, INC.

TRADEMARK
REEL: 005155 FRAME: 0047

Schedule 1

Serial Number	Reg. Number	Word Mark	Check Status	Live/Dead	
1	85884822	4,421,983	LUCKY JOE'S	TSDR	LIVE
2	85880776		SARATOGA CASINO BLACK HAWK	TSDR	LIVE
3	85891249		DIAMOND JIM'S	TSDR	LIVE
4	85880768		SARATOGA CASINO BLACK HAWK	TSDR	LIVE
5	78456488		SARATOGA GAMING AND RACEWAY	TSDR	DEAD
6	78456466		SARATOGA GAMING AND RACEWAY	TSDR	DEAD
7	77075183	3458768	VAPOR NIGHT CLUB	TSDR	LIVE
8	77075123	3493237	VAPOR	TSDR	LIVE
9	73482831		CHARIOTS	TSDR	DEAD