

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM411243

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Security Interests		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Citizens Bank, National Association		01/03/2017	National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Manufacturers and Traders Trust Company		
Street Address:	327 Great Oaks Boulevard		
City:	Albany		
State/Country:	NEW YORK		
Postal Code:	12203		
Entity Type:	Chartered Bank: NEW YORK		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	4421983	LUCKY JOE'S	
Registration Number:	4732067	SARATOGA CASINO BLACK HAWK	
Registration Number:	4718256	SARATOGA CASINO BLACK HAWK	
Registration Number:	3493237	VAPOR	
CORRESPONDENCE DATA			
Fax Number:	7044441111		
<i>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.</i>			
Phone:	704-444-1000		
Email:	elaine.hunt@alston.com		
Correspondent Name:	Michele M. Glessner		
Address Line 1:	Alston & Bird LLP		
Address Line 2:	101 South Tryon Street, Suite 4000		
Address Line 4:	Charlotte, NORTH CAROLINA 28280-4000		
NAME OF SUBMITTER:	Elaine B. Hunt		
SIGNATURE:	/Elaine B. Hunt/		
DATE SIGNED:	01/05/2017		
Total Attachments: 6			
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**ASSIGNMENT OF IP SECURITY INTERESTS
(Trademarks)**

January 3, 2017

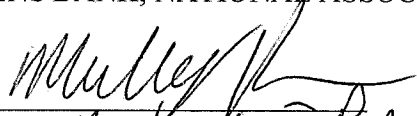
WHEREAS, Saratoga Harness Racing, Inc., a New York corporation (the "Pledgor"), granted a security interest in all of its intellectual property, including the trademarks (the "Marks") listed in the attached Exhibit A to Citizens Bank, National Association, as administrative agent (formerly RBS Citizens, N.A. "Existing Agent"), pursuant to those certain Notices of Grant of Security Interest in Trademarks, which were executed in connection with that certain Amended and Restated Credit Agreement, dated as of November 8, 2013 among the Pledgor, certain domestic subsidiaries of the Pledgor from time to time party thereto, the lenders party thereto and the Existing Agent, which such security interests were recorded in the United States Patent and Trademark Office on November 15, 2013 at Reel/Frame 5155/0043, and September 10, 2015 at Reel/Frame 5620/0667. Capitalized terms used herein which are defined in the Credit Agreement shall have the meanings set forth in the Credit Agreement (herein after defined) unless otherwise defined herein

WHEREAS, the Existing Agent has been succeeded by Manufacturers and Traders Trust Company (the "Successor Agent"), as Administrative Agent pursuant to (a) that certain Second Amended and Restated Credit Agreement (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), dated as of January 3, 2017, by and among, Saratoga Casino Holdings LLC, a Delaware limited liability company ("Holdings"), the Pledgor, the guarantors party thereto, the lenders party thereto, and the Successor Agent and (b) that certain Notice of Grant of Security Interest in Trademarks, dated as of January 3, 2017, by and among the Pledgor Holdings and the Successor Agent.

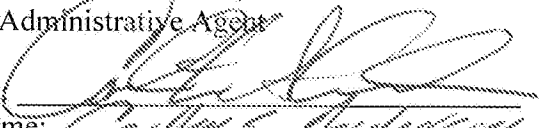
NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Existing Agent hereby confirms that Successor Agent in its capacity as the newly-appointed Administrative Agent holds, for the benefit of the Secured Parties, all right, title and interest in the security interest in the collateral granted in connection with the Loan Documents, including, but not limited to, the security interest in the Marks.

[Signature pages follow]

CITIZENS BANK, NATIONAL ASSOCIATION

By: 
Name: Michael J Papayriag
Title: Senior Vice President

**MANUFACTURERS AND TRADERS
TRUST COMPANY,**
as Administrative Agent

By: 
Name: _____
Title: _____

[Signature Page to Assignment of IP Security Interests]

SARATOGA CASINO HOLDINGS LLC



By: [Signature]
Name: Alex Tucker
Title: TREASURER

SARATOGA HARNESS RACING, INC.

By: [Signature]
Name: Alex Tucker
Title: TREASURER

[Signature Page to Assignment of IP Security Interests]

Exhibit A

Trademark	Country/ Jurisdiction	Registration No./ Serial No.	Filing Date	Registration Date	Owner	Security Interest (Reel / Frame)
LUCKY JOE'S and Design 	United States	4,421,983	March 24, 2013	October 22, 2013	Saratoga Harness Racing, Inc.	RBS Citizens, N.A. (5155 / 0043) Citizens Bank, National Association (5620 / 0667)
SARATOGA CASINO BLACK HAWK and Design 	United States	4,732,067	March 20, 2013	May 5, 2015	Saratoga Harness Racing, Inc.	RBS Citizens, N.A. (5155 / 0043) Citizens Bank, National Association (5620 / 0667)
SARATOGA CASINO BLACK HAWK	United States	4,718,256	March 20, 2013	April 7, 2015	Saratoga Harness Racing, Inc.	RBS Citizens, N.A. (5155 / 0043) Citizens Bank, National Association (5620 / 0667)

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Trademark	Country/ Jurisdiction	Registration No./ Serial No.	Filing Date	Registration Date	Owner	Security Interest (Reel / Frame)
VAPOR	United States	3,493,237	January 3, 2007	August 26, 2008	Saratoga Harness Racing, Inc.	RBS Citizens, N.A. (5155 / 0043) Citizens Bank, National Association (5620 / 0667)

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