

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM411244

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Saratoga Casino Holdings LLC		01/03/2017	Limited Liability Company: DELAWARE
Saratoga Harness Racing, Inc.		01/03/2017	Corporation: NEW YORK
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: 5			
Property Type	Number	Word Mark	
Serial Number:	87022143	SARATOGA CASINO · HOTEL	
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		

CH \$140.00 87022143

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 Amended and Restated Security Agreement dated as of January 3, 2017 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Security Agreement"), by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors"), certain other parties thereto and Manufacturers and Traders Trust Company, 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 Obligors 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 CASINO HOLDINGS LLC

By: [Signature]
Name: Ann Tucker
Title: Treasurer

SARATOGA HARNESS RACING, INC.

By: [Signature]
Name: Ann Tucker
Title: Treasurer

Acknowledged and Accepted:

MANUFACTURERS AND TRADERS TRUST COMPANY,
as Administrative Agent

By: _____
Name: _____
Title: _____

[Signature Page to IP Security Agreement]

Very truly yours,

SARATOGA CASINO HOLDINGS LLC

By: _____

Name: _____

Title: _____

SARATOGA HARNESS RACING, INC.

By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

MANUFACTURERS AND TRADERS TRUST COMPANY,
as Administrative Agent

By: _____

Name: _____

Title: _____

[Signature Page to IP Security Agreement]

Trademark	Registration No./ Serial No.	Filing Date	Registration Date	Owner
SARATOGA CASINO · HOTEL (Stylized) 	87/022,143	May 2, 2016	N/A	Saratoga Casino Holdings LLC
LUCKY JOE'S and Design 	4,421,983	March 24, 2013	October 22, 2013	Saratoga Casino Holdings LLC
SARATOGA CASINO BLACK HAWK and Design 	4,732,067	March 20, 2013	May 5, 2015	Saratoga Casino Holdings LLC
SARATOGA CASINO BLACK HAWK	4,718,256	March 20, 2013	April 7, 2015	Saratoga Casino Holdings LLC
VAPOR	3,493,237	January 3, 2007	August 26, 2008	Saratoga Casino Holdings LLC

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