

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

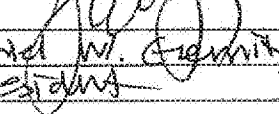
Please be advised that (a) pursuant to the Security Agreement dated as of November 8, 2013 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Security Agreement"), by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and 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