

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM629633

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST IN TRADEMARK AT REEL/FRAME NO. 5900/0232		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CITIZENS BANK, N.A.		01/26/2021	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	DOWNS RACING, L.P.		
Street Address:	1280 HIGHWAY 315		
City:	WILKES-BARRE		
State/Country:	PENNSYLVANIA		
Postal Code:	18702		
Entity Type:	Limited Partnership: PENNSYLVANIA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3613073		
Registration Number:	3465799	MOHEGAN SUN AT POCONO DOWNS	
Registration Number:	3465594	MOHEGAN SUN AT POCONO DOWNS	
Registration Number:	4451235	POCONO DOWNS	
CORRESPONDENCE DATA			
Fax Number:			
<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:	7145401235		
Email:	IPDOCKET@LW.COM, KRISTIN.AZCONA@LW.COM		
Correspondent Name:	LATHAM & WATKINS LLP		
Address Line 1:	650 TOWN CENTER DRIVE, 20TH FLOOR		
Address Line 4:	COSTA MESA, CALIFORNIA 92626		
ATTORNEY DOCKET NUMBER:	057367-5		
NAME OF SUBMITTER:	KRISTIN J AZCONA		
SIGNATURE:	/KJA/		
DATE SIGNED:	03/03/2021		
Total Attachments: 5			

OP \$115.00 3613073

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

This **RELEASE OF SECURITY INTEREST IN TRADEMARKS** (this “Release”) dated as of January 26, 2021 (this “Release”), is made by Citizens Bank, N.A., as administrative agent (“Agent”), in favor of Mohegan Tribal Gaming Authority (“Borrower”), a governmental instrumentality of The Mohegan Tribe of Indians of Connecticut, a federally recognized Indian Tribe and Native American sovereign nation (the “Tribe”), and Downs Racing, L.P., a Pennsylvania limited partnership (“Downs Racing”, and together with Borrower, each a “Grantor” and collectively the “Grantors”). Capitalized Terms not defined herein shall have the meanings attributed to them in the Credit Agreement, Security Agreement and IP Security Agreement (as defined below).

WHEREAS, the Grantors, Borrower, the Agent, and other parties thereto, entered into that certain Credit Agreement, dated as of October 14, 2016 (as amended by that certain First Amendment to Credit Agreement, dated as of April 14, 2017, that certain Incremental Joinder and Second Amendment to Credit Agreement, dated as of April 12, 2018, that certain Third Amendment to Credit Agreement, dated as of August 13, 2020, that certain Fourth Amendment to Credit Agreement, dated as of August 28, 2020, and as further amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, the “Credit Agreement”), pursuant to which each Grantor executed and delivered to the Agent (i) that certain Security Agreement, dated as of October 14, 2016 (the “Security Agreement”) and (ii) that certain Intellectual Property Security Agreement, dated as of October 14, 2016 (the “IP Security Agreement”, together with the Credit Agreement and Security Agreement, the “Security Documents”);

WHEREAS, the IP Security Agreement was recorded with the United States Patent and Trademark Office on October 14, 2016 at Reel/Frame 5900/0204 and 5900/0232;

WHEREAS, pursuant to the Security Documents, each Grantor pledged, collaterally assigned, mortgaged, transferred and granted to the Agent, on behalf of and for the ratable benefit of the Secured Parties, a continuing security interest (the “Security Interest”) in all of the Grantors’ right, title or interest in, to or under all of the following assets, whether then owned or at any time thereafter acquired by or arising in favor of each Grantor and regardless of where located: (a) all Trademarks, including, those Trademark registrations and pending applications in the United States Trademark and Trademark Office listed on Schedule I hereto; (b) the right to sue third parties for past, present and future infringements of any Trademark; and (c) all proceeds of any and all right associated with the foregoing; in each case to the extent the foregoing items constitute Collateral (the “Trademark Collateral”); and

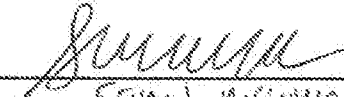
WHEREAS, pursuant to the Payoff Letter dated as of January 26, 2021, among the Borrower, the other Loan Parties thereto and the Agent, the Agent agreed to terminate and release the entirety of its Security Interest in the Trademark Collateral pursuant to the Security Documents.

NOW, THEREFORE, for and in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent on behalf of the Secured Parties, hereby terminates, releases, relinquishes and forever discharges the Security Interest in the Trademark Collateral, and retransfers and reassigns to each Grantor any right, title or interest the Agent may have in, to or under the Trademark Collateral. The Agent agrees to make filings with the United States Patent and Trademark Office and other necessary filings, in each case, reasonably requested by the Borrower to evidence release and termination of the Agent’s Security Interests in the Trademark Collateral.

[Signature Page to Follow]

IN WITNESS WHEREOF, the Agent has caused this Release to be executed by its duly authorized signatory effective as of the date first above written.

CITIZENS BANK, N.A.,
as Administrative Agent

By: 
Name: SEAN MCWHINNIE
Title: DIRECTOR



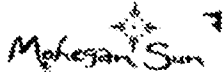

[Signature Page to Release of Security Interest in Trademarks]

Schedule I

to


RELEASE OF SECURITY INTEREST IN PATENTS

Owner: Mohegan Tribal Gaming Authority

Mohegan Tribal Gaming Authority at Reel/Frame No. 5900/0204	Application No. Filing Date	Registration No. Registration Date
Mark		
	75538135 17-AUG-1998	2287742 19-OCT-1999
A LEGENDARY GAMING EXPERIENCE	75538136 17-AUG-1998	2285228 12-OCT-1999
A WORLD AT PLAY	78925821 10-JUL-2006	3239672 8-MAY-2007
CASINO OF THE WIND	77048046 20-NOV-2006	3544082 9-DEC-2008
HOT SUMMER FUN AT MOHEGAN SUN	75748714 12-JUL-1999	2345606 25-APR-2000
MOHEGAN SUN	75666086 23-MAR-1999	2364210 4-JUL-2000
	75538137 17-AUG-1998	2409842 5-DEC-2000
	75259053 18-MAR-1997	2199416 27-OCT-1998
MOHEGAN SUN POCONO	86628438 13-MAY-2015	4832016 13-OCT-2015
MOHEGAN SUN POKER	85956588 11-JUN-2013	4428965 5-NOV-2013
MOMENTUM	86463339 24-NOV-2014	4723967 21-APR-2015
	85956744 11-JUN-2013	4428966 5-NOV-2013
POWERPLAY BONUSING. PLAY BEYOND THE EXPECTED.	85614231 2-MAY-2012	4214098 25-SEP-2012

Mohegan Tribal Gaming Authority at Reel/Frame No. 5900/0204	Application No. Filing Date	Registration No. Registration Date
Mark		
SWIPE & WIN	75748707 12-JUL-1999	2348698 9-MAY-2000

Owner: Downs Racing, L.P.

Downs Racing, L.P. at Reel/Frame No. 5900/0232	Application No. Filing Date	Registration No. Registration Date
Mark		
	77203640 12-JUN-2007	3613073 28-APR-2009
MOHEGAN SUN AT POCONO DOWNS	77203589 12-JUN-2007	3465799 15-JUL-2008
MOHEGAN SUN AT POCONO DOWNS	77187007 22-MAY-2007	3465594 15-JUL-2008
POCONO DOWNS	85921091 2-MAY-2013	4451235 17-DEC-2013