

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM399268

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Washington Trotting Association, LLC		09/19/2016	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Collateral Agent
Street Address:	500 Stanton Road, Ops 2, Third Floor
City:	Newark
State/Country:	DELAWARE
Postal Code:	19713
Entity Type:	national association: UNITED STATES

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	3854649	EXTRAPLAY
Registration Number:	3854650	EXTRAPLAY
Registration Number:	4032063	MEADOWS MANIA
Registration Number:	4032064	MEADOWS MANIA
Registration Number:	3868317	MEADOWS MILLIONS
Registration Number:	3854651	MEADOWS MILLIONS
Registration Number:	3458781	MEADOWS REWARDS
Registration Number:	3458782	MEADOWS REWARDS
Registration Number:	3990276	THE MEADOWS
Registration Number:	3990277	THE MEADOWS
Registration Number:	2674278	THE MEADOWS
Registration Number:	3664073	THE MEADOWS
Registration Number:	3425318	THE MEADOWS
Registration Number:	4026326	THE MEADOWS
Registration Number:	3687431	THE MEADOWS
Registration Number:	4863823	THE MEADOWS CASINO
Registration Number:	4744799	THE MEADOWS CASINO
Registration Number:	4757041	THE MEADOWS CASINO
Registration Number:	4863824	THE MEADOWS CASINO

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4757043	THE MEADOWS CASINO
Registration Number:	4744803	THE MEADOWS CASINO
Registration Number:	4757047	THE MEADOWS CASINO
Registration Number:	4757048	THE MEADOWS CASINO
Registration Number:	2656162	THE MEADOWS ESTABLISHED IN 1963
Registration Number:	3994155	THE MEADOWS RACETRACK & CASINO
Registration Number:	3990278	THE MEADOWS RACETRACK & CASINO
Registration Number:	4026327	THE MEADOWS RACETRACK & CASINO
Serial Number:	86546330	VIBE
Serial Number:	86546346	VIBE
Registration Number:	4105942	WORLD OF FREE PLAY
Registration Number:	4042520	WORLD OF FREE PLAY
Registration Number:	3865380	YOURPLAY
Registration Number:	3851173	YOURPLAY

CORRESPONDENCE DATA

Fax Number: 2138918763

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.

Email: rhonda.deleon@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 355 South Grand Avenue

Address Line 4: Los Angeles, CALIFORNIA 90071-1560

ATTORNEY DOCKET NUMBER: 045658-0015

NAME OF SUBMITTER: Rhonda DeLeon

SIGNATURE: /Rhonda DeLeon/

DATE SIGNED: 09/21/2016

Total Attachments: 10

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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT, dated as of September 19, 2016 (as it may be further amended, restated, amended and restated, extended, renewed, supplemented or otherwise modified from time to time, this "Agreement"), is made by the entities identified as grantors on the signature pages hereto (collectively, the "Grantors") in favor of JPMORGAN CHASE BANK, N.A., as Collateral Agent ("Collateral Agent") under the Security Agreement for the benefit of the Secured Parties with reference to the following facts:

RECITALS

The Grantors have executed an Instrument of Joinder dated as of September 19, 2016, whereby the Grantors became party to that certain Security Agreement dated as of April 28, 2016 (as it may be further amended, restated, amended and restated, extended, renewed, supplemented or otherwise modified from time to time, the "Security Agreement"), between each of the Grantors, the other grantors party thereto and the Collateral Agent, pursuant to which the Grantors granted a security interest to the Collateral Agent in the Trademark Collateral (as defined below) and are required to execute and deliver this Agreement.

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Grantors hereby agree with the Collateral Agent as follows:

AGREEMENT

SECTION 1. DEFINED TERMS

Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement (including by reference to other agreements).

SECTION 2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL

SECTION 2.1 Grant of Security. For valuable consideration, as collateral security for the timely payment and performance in full of the Secured Obligations, each Grantor hereby grants to Collateral Agent, for the benefit of the Secured Parties, a continuing lien on and security interest in and to all of the right, title and interest of such Grantor in, to and under all presently existing and hereafter arising or acquired United States and foreign trademarks, trade names, trade styles, corporate names, company names, business names, fictitious business names, Internet domain names, service marks, certification marks, collective marks, logos, other source or business identifiers, designs and general intangibles of a like nature, all registrations and applications for any of the foregoing, including, but not limited to: (i) the registrations and applications referred to in Schedule A; (ii) all extensions or renewals of any of the foregoing; (iii) all of the goodwill of the business connected with the use of and symbolized by the foregoing; (iv) the right to sue for past, present and future infringement or dilution of any of the foregoing or for any injury to goodwill; and (v) all Proceeds of the

foregoing, including, without limitation, licenses, royalties, income, payments, claims, damages, and proceeds of suit (collectively, the "Trademark Collateral").

SECTION 2.2 Certain Limited Exclusions. Notwithstanding anything herein to the contrary, this Agreement shall not, at any time, constitute a grant of a security interest in any property that is, at such time, Excluded Assets; provided, that Proceeds and rights to Proceeds of Excluded Assets shall not be so excluded and shall constitute part of the Collateral (unless themselves constituting Excluded Assets).

SECTION 3. SECURITY AGREEMENT

The security interest granted pursuant to this Agreement is granted in conjunction with the security interest granted to the Collateral Agent for the benefit of Collateral Agent and the Secured Parties pursuant to the Security Agreement, and the Grantors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. GOVERNING LAW

THIS AGREEMENT AND ANY CLAIMS, CONTROVERSIES, DISPUTES, OR CAUSES OF ACTION (WHETHER ARISING UNDER CONTRACT LAW, TORT LAW OR OTHERWISE) BASED UPON OR RELATING TO THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK WITHOUT GIVING EFFECT TO ANY CHOICE OF LAW PRINCIPLES THAT WOULD APPLY THE LAWS OF ANOTHER JURISDICTION.

SECTION 5. COUNTERPARTS

This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Agreement by facsimile or electronic mail shall be effective as delivery of a manually executed counterpart of this Agreement.

SECTION 6. RECORDATION

Each Grantor authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Agreement.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, each Grantor has caused this Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

WASHINGTON TROTTHING ASSOCIATION,
LLC, as Grantor

By: 

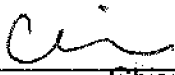
Name: Carlos A. Ruisanchez

Title: President and Chief Financial Officer

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 005880 FRAME: 0572

JPMORGAN CHASE BANK, N.A., as
Collateral Agent

By: 
Name: Chiara Carter
Title: Executive Director

[Signature Page to Trademark Security Agreement]





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SCHEDULE A
to
TRADEMARK SECURITY AGREEMENT





TRADEMARK REGISTRATIONS AND APPLICATIONS


OWNER	MARK	REGISTRATION NUMBER	COUNTRY/ STATE	DESCRIPTION
Washington Trotting Association, LLC	EXTRAPLAY	77/760199 3,854,649	US	Conducting bonus card incentive award programs to promote and advertise casino and gaming services; customer loyalty services and customer club services for commercial, promotional and advertising purposes; and providing commercial, promotional and advertising information and advice to customers
Washington Trotting Association, LLC	EXTRAPLAY	77/760210 3,854,650	US	Casino services; casino and gaming services featuring a customer loyalty program that provides benefits to reward repeat customers; and providing information in the fields of casino and gaming services
Washington Trotting Association, LLC	MEADOWS MANIA	77/760237 4,032,063	US	Conducting bonus card incentive award programs to promote and advertise casino and gaming services; customer loyalty services and customer club services for commercial, promotional and advertising purposes; and providing commercial, promotional and advertising information and advice to customers
Washington Trotting Association, LLC	MEADOWS MANIA	77/760242 4,032,064	US	Casino services; casino and gaming services featuring a customer loyalty program that provides benefits to reward repeat customers; and providing information in the fields of casino and gaming services
Washington Trotting Association, LLC	MEADOWS MILLIONS	77/761723 3,868,317	US	Conducting bonus card incentive award programs to promote and advertise casino and gaming services; customer loyalty services and customer club services for commercial, promotional and advertising purposes; and providing commercial, promotional and advertising information and advice to customers
Washington Trotting Association, LLC	MEADOWS MILLIONS	77/760246 3,854,651	US	Casino services; casino and gaming services featuring a customer loyalty program that provides benefits to reward repeat customers; and providing information in the fields of casino and gaming services

OWNER	MARK	REGISTRATION NUMBER	COUNTRY/ STATE	DESCRIPTION
Washington Trotting Association, LLC	MEADOWS REWARDS	77/078866 3,458,781	US	Conducting bonus card incentive award programs to promote and advertise casino and gaming services; customer loyalty services and customer club services for commercial, promotional and advertising purposes; and providing commercial, promotional and advertising information and advice to customers
Washington Trotting Association, LLC	MEADOWS REWARDS	77/078886 3,458,782	US	Casino and gaming services featuring a customer loyalty program that provides benefits to reward repeat customers; and providing information in the fields of casino and gaming services
Washington Trotting Association, LLC	THE MEADOWS	77/105625 3,990,276	US	Periodic publications in the nature of newsletters and magazines concerning gaming instructions and events at and facilities of a hotel casino resort
Washington Trotting Association, LLC	THE MEADOWS	77/105632 3,990,277	US	Gaming equipment, namely, dice
Washington Trotting Association, LLC	THE MEADOWS	76/305729 2,674,278	US	Class 36: Providing off-track betting facilities. Class 41: Organizing and conducting harness horse races.
Washington Trotting Association, LLC	THE MEADOWS	77/105640 3,664,073	US	Casino services; conducting and providing facilities for special events featuring casino contests and tournaments; entertainment services in the nature of providing facilities to view television, cable television and pay-per-view television entertainment programs or episodes featuring sporting events, commentators and betting experts discussing sporting events; and nightclub services
Washington Trotting Association, LLC	THE MEADOWS	77/105652 3,425,318	US	Gaming services; providing gaming facilities; conducting and providing facilities for special events featuring gaming contests and tournament
Washington Trotting Association, LLC	THE MEADOWS	77/105656 4,026,326 (parent)	US	Providing temporary lodging accommodations for others

OWNER	MARK	REGISTRATION NUMBER	COUNTRY/ STATE	DESCRIPTION
Washington Trotting Association, LLC	THE MEADOWS	77/977713 3,687,431 (child)	US	Restaurant services; bar services; cocktail lounge services; food preparation services
Washington Trotting Association, LLC	THE MEADOWS CASINO (Stylized) 	86/210310 4,863,823	US	Periodic publications in the nature of magazines and newsletters concerning gaming instructions and events at and facilities of a hotel casino resort; writing instruments, stationery, and postcards
Washington Trotting Association, LLC	THE MEADOWS CASINO (Stylized) 	86/210341 4,744,799	US	Clothing, namely, shirts, T-shirts, polo shirts, jackets, hats, caps, sweaters and sweatshirts
Washington Trotting Association, LLC	THE MEADOWS CASINO (Stylized) 	86/210395 4,757,041	US	Casino and gaming services; providing gaming facilities; conducting and providing facilities for special events featuring casino and gaming contests and tournaments; entertainment services in the nature of providing facilities to view television, cable television and pay-per-view television entertainment programs or episodes featuring sporting events, commentators and betting experts discussing sporting events; nightclub services; and organizing and conducting harness horse races
Washington Trotting Association, LLC	THE MEADOWS CASINO (Stylized) 	86/210436 4,863,824	US	Bar services; Cocktail lounge services; Food preparation services; Providing temporary accommodation; Restaurant services

OWNER	MARK	REGISTRATION NUMBER	COUNTRY/ STATE	DESCRIPTION
Washington Trotting Association, LLC		86/210455 4,757,043	US	Periodic publications in the nature of magazines and newsletters concerning gaming instructions and events at and facilities of a hotel casino resort; writing instruments, stationery, and postcards
Washington Trotting Association, LLC		86/210483 4,744,803	US	Clothing, namely, shirts, jackets, hats, caps, sweaters and sweatshirts
Washington Trotting Association, LLC		86/210775 4,757,047	US	Casino and gaming services; providing gaming facilities; conducting and providing facilities for special events featuring casino and gaming contests and tournaments; entertainment services in the nature of providing facilities to view television, cable television and pay-per-view television entertainment programs or episodes featuring sporting events, commentators and betting experts discussing sporting events; nightclub services; and organizing and conducting harness horse races
Washington Trotting Association, LLC		86/210795 4,757,048	US	Bar services; Cocktail lounge services; Food preparation services; Providing temporary accommodation; Restaurant services

OWNER	MARK	REGISTRATION NUMBER	COUNTRY/ STATE	DESCRIPTION
Washington Trotting Association, LLC	 <p>THE MEADOWS ESTABLISHED IN 1963 and Design</p>	76/311585 2,656,162	US	Class 36: Providing off-track betting facilities. Class 41: Organizing and conducting harness horse races
Washington Trotting Association, LLC	 <p>THE MEADOWS RACETRACK & CASINO Design</p>	77/105661 3,994,155	US	Periodic publications in the nature of magazines and newsletters concerning gaming instructions and events at and facilities of a hotel casino resort; writing instruments, stationery, and postcards
Washington Trotting Association, LLC	 <p>THE MEADOWS RACETRACK & CASINO Design</p>	77/105671 3,990,278	US	Gaming equipment, namely, chips
Washington Trotting Association, LLC	 <p>THE MEADOWS RACETRACK & CASINO Design</p>	77/105683 4,026,327	US	Providing temporary lodging accommodations for others

OWNER	MARK	REGISTRATION NUMBER	COUNTRY/ STATE	DESCRIPTION
Washington Trotting Association, LLC	VIBE	86/546330	US	Night clubs
Washington Trotting Association, LLC	VIBE	86/546346	US	Bar and cocktail lounge services
Washington Trotting Association, LLC	WORLD OF FREE PLAY	77/760270 4,105,942	US	Conducting bonus card incentive award programs to promote and advertise casino and gaming services; customer loyalty services and customer club services for commercial, promotional and advertising purposes; and providing commercial, promotional and advertising information and advice to customers
Washington Trotting Association, LLC	WORLD OF FREE PLAY	77/760288 4,042,520	US	Casino services; casino and gaming services featuring a customer loyalty program that provides benefits to reward repeat customers; and providing information in the fields of casino and gaming services
Washington Trotting Association, LLC	YOURPLAY	77/760301 3,865,380	US	Conducting bonus card incentive award programs to promote and advertise casino and gaming services; customer loyalty services and customer club services for commercial, promotional and advertising purposes; and providing commercial, promotional and advertising information and advice to customers
Washington Trotting Association, LLC	YOURPLAY	77/760309 3,851,173	US	Casino services; casino and gaming services featuring a customer loyalty program that provides benefits to reward repeat customers; and providing information in the fields of casino and gaming services
Washington Trotting Association, LLC	TRIUMPHS RESTAURANT and Design 	22800537	PA	Restaurant and Bar Services