

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM402032

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest in Intellectual Property at Reel/Frame No. 5157/0738

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citizens Bank, N.A. (successor to RBS Citizens, N.A.)		10/14/2016	national association: UNITED STATES

RECEIVING PARTY DATA

Name:	Mohegan Tribal Gaming Authority
Street Address:	1 Mohegan Sun Boulevard
City:	Uncasville
State/Country:	CONNECTICUT
Postal Code:	06382
Entity Type:	governmental instrumentality of The Mohegan Tribe of Indians of Connecticut, a federally recognized Indian Tribe and Native American sovereign nation: UNITED STATES

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2287742	
Registration Number:	2285228	A LEGENDARY GAMING EXPERIENCE
Registration Number:	3239672	A WORLD AT PLAY
Registration Number:	3544082	CASINO OF THE WIND
Registration Number:	2345606	HOT SUMMER FUN AT MOHEGAN SUN
Registration Number:	2364210	MOHEGAN SUN
Registration Number:	2409842	MOHEGAN SUN
Registration Number:	2199416	MOHEGAN SUN
Registration Number:	4428965	MOHEGAN SUN POKER
Registration Number:	4428966	MSP
Registration Number:	4214098	POWERPLAY BONUSING. PLAY BEYOND THE EXPE
Registration Number:	3668240	SUNRISE SQUARE
Registration Number:	2348698	SWIPE & WIN

CORRESPONDENCE DATA

Fax Number: 2138918763

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

TRADEMARK

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:	057367-0005
NAME OF SUBMITTER:	Rhonda DeLeon
SIGNATURE:	/Rhonda DeLeon/
DATE SIGNED:	10/14/2016

Total Attachments: 4

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**RELEASE OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

This **RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY** (the "Release") is dated as of October 14, 2016 and made by Citizens Bank, N.A. (successor to RBS Citizens, N.A.), as administrative agent (the "Administrative Agent") in favor of Mohegan Tribal Gaming Authority (the "Borrower") and Downs Racing, L.P. ("Downs Racing"), and together with the Borrower, each a "Grantor" and collectively the "Grantors").

WITNESSETH

WHEREAS, The Mohegan Tribe of Indians of Connecticut, the Borrower, the Administrative Agent, the lenders party thereto and the other parties party thereto entered into that certain Loan Agreement, dated as of November 19, 2013 (as amended, restated, extended, renewed, modified or supplemented, the "Loan Agreement"), and, in connection therewith, the Grantors, the other grantors party thereto and the Administrative Agent entered into a Security Agreement dated as of November 19, 2013 (as amended, restated, extended, renewed, modified or supplemented, the "Security Agreement");

WHEREAS, pursuant to the Loan Agreement and the Security Agreement, the Grantors executed and delivered to the Administrative Agent that certain Intellectual Property Security Agreement, dated as of November 19, 2013 (the "Intellectual Property Security Agreement"), and recorded with the United States Patent and Trademark Office ("USPTO") on November 19, 2013 at Reel/Frame Nos. 5157/0738, 5157/0749, and 31689/0855, pursuant to which each of the Grantors granted to the Administrative Agent for the ratable benefit of the Secured Parties (as defined in the Security Agreement) a security interest in and to all of its right, title and interest in and to its Intellectual Property Collateral (as defined in the Intellectual Property Security Agreement); and

WHEREAS, the Grantor has requested that the Administrative Agent release its security interest in and to all of its right, title and interest in and to its Intellectual Property Collateral.


NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Administrative Agent hereby DISCHARGES, TERMINATES and RELEASES, without recourse, representation or warranty, its security interest in, and all of its right, title and interest in and to, the Intellectual Property Collateral, including the trademark registrations, trademark applications, and patents set forth in Schedule I attached hereto and incorporated herein by reference. The undersigned hereby transfers and assigns to the applicable Grantor, without recourse, representation or warranty, any and all right, title and interest that the Administrative Agent may have obtained in, to and under the Intellectual Property Collateral under the Intellectual Property Security Agreement and the Security Agreement.

The Administrative Agent hereby authorizes the Director of the United States Patent and Trademark Office to record this Release to reflect the foregoing discharge, termination and release.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the Administrative Agent has caused this Release to be duly executed and delivered as of the date first written above.


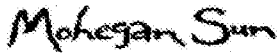
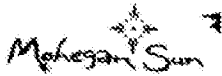

CITIZENS BANK, N.A. (successor to RBS Citizens, N.A.),
as Administrative Agent

By: 
Name: Lisa Maass
Title: EVP


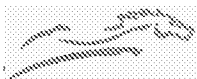
SCHEDULE I
to
RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

Item A. U.S. Trademarks:

Owner: Mohegan Tribal Gaming Authority

Mohegan Tribal Gaming Authority Mark	Application No. Filing Date	Registration No. Registration Date
	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 POKER	85956588 11-JUN-2013	4428965 5-NOV-2013
	85956744 11-JUN-2013	4428966 5-NOV-2013
POWERPLAY BONUSING. PLAY BEYOND THE EXPECTED.	85614231 2-MAY-2012	4214098 25-SEP-2012
SUNRISE SQUARE	77385459 31-JAN-2008	3668240 18-AUG-2009
SWIPE & WIN	75748707 12-JUL-1999	2348698 9-MAY-2000

Owner: Downs Racing, L.P.

Downs Racing, L.P. Mark	Application No. Filing Date	Registration No. Registration Date
	77203640 12-JUN-2007	3613073 28-APR-2009
	77187088 22-MAY-2007	3465596 15-JUL-2008

Downs Racing, L.P. Mark	Application No. Filing Date	Registration No. Registration Date
DIAL A BET	77173355 4-MAY-2007	3323775 30-OCT-2007
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	77203618 12-JUN-2007	3420921 29-APR-2008
POCONO DOWNS	85921091 2-MAY-2013	4451235 17-DEC-2013
POCONO PENNIES	77187124 22-MAY-2007	3542156 2-DEC-2008

Item B. U.S. Patents:

Owner: Mohegan Tribal Gaming Authority

Title	Application No. Filing Date	Patent No. Issue Date
Bill validator status detector	09/390413 3-SEP-1999	6247572 19-JUN-2001
Hopper level interface	09/865094 24-MAY-2001	6626749 30-SEP-2003

Item C. U.S. Copyrights:

None.