

01-04-1999



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12/28/98

To the Honorable Commissioner of Patents and

100935415

ents or copy thereof.

1. Name of conveying party(ies):

Daily Racing Form LLC

- Individual Association
- General Partnership Limited Partnership (Delaware)

Corporation - State: Delaware

Other: _____
Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name

Other: _____

Execution Date: August 14, 1998

2. Name and address of receiving party(ies):

Name: First Dominion Capital, L.L.C.

Internal Address: John L. Sabre

Street Address 1330 Avenue of the Americas

City: New York State: NY Zip: 10019

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership (Delaware)
- Corporation - State: _____

Other: Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached Yes No

4. Application number(s) or registration number(s)

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

SEE EXHIBIT A TO AGREEMENT

Additional numbers attached? yes no

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Catherine R. Howell, Paralegal

Internal Address: Ropes & Gray

Street Address: 1301 K St., N. W. Suite 800 East

City: Washington, D.C. State: _____ Zip: 20005

6. Total number of applications and registration involved:

..... [13]

7. Total Fee (37 CFR 3.41) \$ 340

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

18-1945

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Catherine R. Howell
Name of Person Signing

Catherine R. Howell
Signature

December 28 1998
Date

Total number of pages including cover sheet, attachments and document: [4]

7066717.01

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of August 14, 1998 between Daily Racing Form LLC., a Delaware corporation (the "Mark Owner"), having a place of business at 1285 Avenue of the Americas, New York, New York 10019 and First Dominion Capital, L.L.C., as agent (the "Secured Party") for itself and certain other lenders under the Credit Agreement dated as of August 14, 1998, as from time to time in effect, among the Mark Owner, certain of its affiliates, certain lenders party thereto and the Secured Party, having a place of business at 1330 Avenue of the Americas, New York, New York 10019.

1. Pursuant to the Pledge and Security Agreement dated as of August 14, 1998, as from time to time in effect (the "Security Agreement"), among the Mark Owner, certain of its affiliates and the Secured Party, the Mark Owner has granted to the Secured Party a security interest in certain trade marks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and good will symbolized thereby (collectively, the "Collateral").
2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Security Agreement.


The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.


Mark Owner:

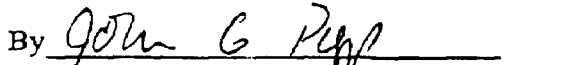
Secured Party:

DAILY RACING FORM LLC

FIRST DOMINION CAPITAL, L.L.C.,
as Agent under the Credit Agreement referred
to above

By 
Title: CEO

By 
Title: MANAGING DIRECTOR

By 
Title: Senior Managing Director

1222562.01

Exhibit A

A. Trademarks

Country	Mark	Reg. No.	Class
USA	A Closer Look*	1787694 (S)	16, Regularly appearing newspaper column dealing with horse racing
USA	At A Glance*	1787693 (S)	16, Regularly appearing newspaper column dealing with horse racing
USA	Daily Racing Form	1755288	16, Daily Newspaper dealing with Horse Racing Information
USA	Daily Racing Form (Stylized)	57056	16, Daily Newspapers
USA	Daily Racing Form Logo [1894 & Design]	1743063	16, Daily Newspaper Dealing with Horse Racing Information
USA	Handicapper Helper*	1709561S	16, Daily Newspaper Column
USA	Handicapper Line*	1883195	42, Telephone Hotline Services which provide information on race horses and horse races for all major racetracks in the United States
USA	Hermis (Stylized)	282912	16, Newspaper Section, Column or Department
USA	Jockey & Trainer Streaks*	1709560S	16, Daily Newspaper Column
USA	Reigh Count	282913	16, Newspaper Section, Column or Department
USA	Sweep*	1693734	16, Newspaper Section Dealing with Horse Racing, Graded Handicaps and Daily Racing Forms

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USA	Sweep's Graded Handicaps	405672	16, Newspaper Section comprising Horse Racing selections and Graded Handicaps, in the newspaper "Daily Racing Form"
USA	Track Line*	1828706	42, Telephone Hotline Services, namely a thoroughbred racing result line that provides scratches, updates, stretch calls and results for all major racetracks in the United States
Mexico	Daily Racing Form	459601	16, All goods in class
Mexico	Daily Racing Form Logo	459602	16, All goods in class

* Indicates mark is maintained on the Supplemental Register

Daily Racing Form of Canada, Ltd.
Trademarks

Country	Mark	Reg. No.	Class
Canada	Daily Racing Form & Design	224460	Daily Newspapers

d46.scd