

05-25-2000



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5-10-00

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership

- Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/24/2000 JSHABAZZ 00000189 7542624E

FOR OFFICE USE ONLY

01 FC:481  
02 FC:482

40.00 OP  
200.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002079 FRAME: 0351

**Domestic Representative Name and Address** Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address** Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/426242"/>	<input type="text" value="75/705857"/>	<input type="text"/>	<input type="text" value="2,334,296"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/426600"/>	<input type="text" value="75/426241"/>	<input type="text"/>	<input type="text" value="2318116"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/426244"/>	<input type="text" value="75/705856"/>	<input type="text"/>	<input type="text" value="2325233"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account  
(Enter for payment by deposit account or if additional fees can be charged to the account.)  
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing Signature Date Signed

# TRADEMARK ASSIGNMENT

## Recitals

A. National Thoroughbred Racing Association, Inc. (the "**Grantor**") is the owner of the entire right, title and interest in and to the United States trademarks, trade names and registrations listed on Schedule A attached hereto and made a part hereof (collectively, the "**Trademarks**"), which are registered in the United States Patent and Trademark Office or which are subject of pending applications in the United States Patent and Trademark Office.

B. **PNC BANK, NATIONAL ASSOCIATION**, having a place of business at 500 West Jefferson Street, Louisville, Kentucky 40202, identified as the "**Bank**" under that certain Rider to Security Agreement - Trademarks (the "**Rider**") of even date herewith (the "**Grantee**") is desirous of acquiring said Trademarks.

C. The Grantee has a security interest in the assets of the Grantor adequate to carry on the business of the Grantor.

D. The Rider provides that this Assignment shall become effective upon the occurrence of an Event of Default as defined in the Security Agreement dated as of April 30, 2000 by and between the Grantor and the Grantee.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the Grantor, for itself and its successors and assigns does hereby collaterally transfer, assign and set over unto Grantee, its successors, transferees and assigns, all of its present and future right, title and interest in and to the Trademarks, the goodwill of the business associated with such Trademarks and all proceeds thereof and all rights and proceeds associated therewith, subject to the terms and conditions of the Rider, all of which are incorporated herein by reference.

**IN WITNESS WHEREOF**, the undersigned has caused this Trademark Assignment to be executed by its duly authorized officer on May 3, 2000.

NATIONAL THOROUGHBRED RACING  
ASSOCIATION, INC.

By Greg Clark

Title: CEO

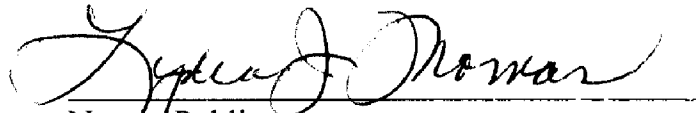
Date: May 3, 2000

COMMONWEALTH OF KENTUCKY )  
 )  
COUNTY OF JEFFERSON )

SS:

On this, the 3rd day of May, 2000, before me, a Notary Public, the undersigned officer, personally appeared Gregory Avioli, who acknowledged himself/herself to be the Chief operating officer of National Thoroughbred Racing Association, Inc., a[n] Delaware corporation, and that he/she, in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing on behalf of said National Thoroughbred Racing Association, Inc.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public

My commission expires:

6/26/02

This Instrument is prepared by:

Charles R. Keeton  
Brown, Todd & Heyburn, PLLC  
400 West Market Street, 32<sup>nd</sup> Floor  
Louisville, Kentucky 40202-3363

  
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**SCHEDULE A TO TRADEMARK ASSIGNMENT**

<b>Mark</b>	<b>Registration or Application No.</b>	<b>Date Filed/Classes/Status</b>
National Thoroughbred Racing Association	75/426242	January 30, 1998 14/25/35 Pending
National Thoroughbred Racing Association	75/426600	January 30, 1998 25/41/200 Pending
NTRA and design	75/426244	January 30, 1998 25/35 Notice of Allowance issued (3/14/00)
PAY THE LADY	75/705857	May 13, 1999 25 Notice of Allowance issued 5/7/00
NTRA	75/426241	1/30/98 25/35 Notice of Allowance issued 3/28/00
NTRA and design	2334296	1/30/98 14/41/200 Registered
GO BABY GO	2318116	10/02/98 18/25/41 Registered
NTRA	2325233	1/30/98 14/25/41/200 Registered
PAY THE LADY	75/705856	May 13, 1999 35/41 Notice of Allowance issued 4/4/00