

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CDIP, LLC		03/28/2006	LIMITED LIABILITY COMPANY: KENTUCKY

**RECEIVING PARTY DATA**

<b>Name:</b>	JPMorgan Chase Bank, N.A. (successor by merger to Bank One, NA)
<b>Street Address:</b>	416 W. Jefferson Street
<b>City:</b>	Louisville
<b>State/Country:</b>	KENTUCKY
<b>Postal Code:</b>	40202
<b>Entity Type:</b>	national association: UNITED STATES

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Registration Number:	2774532	FAIR GROUNDS
Registration Number:	2774434	FAIR GROUNDS RACE COURSE
Registration Number:	2776307	FAIR GROUNDS
Registration Number:	2765008	FAIR GROUNDS NET BET
Registration Number:	2782522	FAIR GROUNDS PHONE BET
Registration Number:	2756768	FAIR GROUNDS RACE COURSE
Registration Number:	2756769	FAIR GROUNDS RACE COURSE
Registration Number:	2759489	FAIR GROUNDS RACE COURSE
Registration Number:	2935274	FGNETBET
Registration Number:	2938503	FGNETBET.COM
Registration Number:	2764847	
Registration Number:	2717830	
Registration Number:	2717831	

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Registration Number:	2717934	
Registration Number:	2719778	
Registration Number:	2719779	
Registration Number:	2885332	NET BET
Registration Number:	2774533	NEW ORLEANS FAIR GROUNDS

**CORRESPONDENCE DATA**

Fax Number: (214)981-3400

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 214-981-3483

Email: dclark@sidley.com

Correspondent Name: Dusan Clark, Esq.

Address Line 1: Sidley Austin LLP

Address Line 2: 717 N. Harwood St., Suite 3400

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	36084-35440
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	04/19/2006

**Total Attachments: 5**

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**SUPPLEMENTAL GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

THIS SUPPLEMENTAL GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "Supplemental Grant") is made effective as of March 28, 2006 by and from CDIP, LLC (the "Grantor"), a Kentucky limited liability company, to and in favor of JPMORGAN CHASE BANK, N.A. (successor by merger to Bank One, NA) (the "Grantee"), for itself and as Collateral Agent (as defined in the Pledge and Security Agreement referenced below).

WHEREAS, Grantor and Grantee entered into an Amended and Restated Pledge and Security Agreement dated September 23, 2005 (as amended from time to time, the "Pledge and Security Agreement").

WHEREAS, the Grantor has adopted, used and is using the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are registered or pending registration with the United States Patent and Trademark Office.

WHEREAS, this Supplemental Grant has been granted in conjunction with the security interest granted to Grantee under the Pledge and Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Pledge and Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Supplemental Grant are deemed to conflict with the Pledge and Security Agreement, the provisions of the Pledge and Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Pledge and Security Agreement.

2) The Security Interest.

(a) This Supplemental Grant is made to secure the satisfactory performance and payment of all the Obligations Secured of Grantor, pursuant to the Pledge and Security Agreement. Upon the payment in full of all Obligations Secured (other than contingent indemnification obligations), Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under this Supplemental Grant.

(b) The Grantor hereby grants to Grantee a security interest in all of Grantor's right, title and interest in and to (1) the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor, (2) all proceeds and products of the Trademarks, (3) the goodwill associated with such Trademarks, and (4) all causes of

action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition regarding the same.

[signature page follows]

IN WITNESS WHEREOF, the Grantor has executed this Supplemental Grant of Security Interest effective as of the date first written above.

CDIP, LLC

By: Michael E. Miller

Name: Michael E. Miller

Title: Vice President

STATE OF KENTUCKY     )  
JEFFERSON COUNTY     )

Michael E. Miller, known to me to be the Vice President of CDIP, LLC, personally came before me this 27th day of March, 2006, and executed or acknowledged to me that he or she executed the foregoing Supplemental Grant of Security Interest in United States Trademarks on behalf of CDIP, LLC and pursuant to authority duly received.

(SEAL)

David J. Taylor  
Notary Public, State of Kentucky, Notary Public, State of Large, KY  
My Commission Expires: My commission expires Sept 12, 2008

SUPPLEMENTAL GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS  
Exhibit A - SCHEDULE OF TRADEMARKS

TRADEMARKS

Attached.

*Exhibit A*

**SCHEDULE A**

**Trademarks:**

**Federal Registrations:**

Fair Grounds	Reg. No. 2,774,532
Fair Grounds Race Course	Reg. No. 2,774,434
Fair Grounds	Reg. No. 2,776,307
Fair Grounds Net Bet	Reg. No. 2,765,008
Fair Grounds Phone Bet	Reg. No. 2,782,522
Fair Grounds Race Course	Reg. No. 2,756,768
Fair Grounds Race Course	Reg. No. 2,756,769
Fair Grounds Race Course	Reg. No. 2,759,489
FGNETBET	Reg. No. 2,935,274
FGNETBET.COM	Reg. No. 2,938,503
Horsehead Design	Reg. No. 2,764,847
Horsehead Design	Reg. No. 2,717,830
Horsehead Design	Reg. No. 2,717,831
Horsehead Design	Reg. No. 2,717,934
Horsehead Design	Reg. No. 2,719,778
Horsehead Design	Reg. No. 2,719,779
Net Bet	Reg. No. 2,885,332
New Orleans Fair Grounds	Reg. No. 2,774,533

**State Registrations:**

Finish Line Off Track Betting	*	Louisiana Trade Name
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