

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
New York Racing Association Inc.		09/12/2008	Private, non-profit racing association: NEW YORK

RECEIVING PARTY DATA	
Name:	New York State Franchise Oversight Board
Street Address:	c/o Executive Chamber
Internal Address:	The Capitol
City:	Albany
State/Country:	NEW YORK
Postal Code:	12224
Entity Type:	STATE AGENCY: NEW YORK

PROPERTY NUMBERS Total: 126

Property Type	Number	Word Mark
Registration Number:	3297938	A.P. SMITHWICK MEMORIAL
Registration Number:	3376059	ACORN
Registration Number:	3335025	ADIRONDACK
Registration Number:	3411765	ALABAMA
Registration Number:	3297937	ALFRED G. VANDERBILT
Registration Number:	3237200	AMSTERDAM
Registration Number:	3233435	AQUEDUCT
Registration Number:	1407123	AQUEDUCT
Registration Number:	3237201	ATHENIA
Registration Number:	3307150	BALLERINA
Registration Number:	3335028	BAY SHORE
Registration Number:	3244610	BEAUGAY
Registration Number:	3455716	BED O' ROSES

CH \$3165.00 3297938

Registration Number:	3233371	BELDAME
Registration Number:	1423337	BELMONT PARK
Registration Number:	1720413	BELMONT PARK
Registration Number:	1426911	BELMONT STAKES
Registration Number:	3297941	BERNARD BARUCH
Serial Number:	78919074	BOLD RULER
Registration Number:	3244611	BOWLING GREEN
Registration Number:	3302385	CARTER
Registration Number:	3283001	CHAMPAGNE
Serial Number:	78916905	CIGAR MILE
Registration Number:	3237195	CICADA
Registration Number:	3233377	COACHING CLUB AMERICAN OAKS
Registration Number:	3233431	COMELY
Registration Number:	3233432	DEMOISELLE
Registration Number:	3233364	DIANA
Serial Number:	78918925	DISCOVERY
Registration Number:	3297935	DWYER
Registration Number:	1219477	EQUESTERIS
Registration Number:	3446952	EXCELSIOR
Registration Number:	3237185	FIRST FLIGHT
Registration Number:	3339765	FLORAL PARK
Registration Number:	3307148	FLOWER BOWL
Registration Number:	3233363	FOREGO
Registration Number:	3237189	FORT MARCY
Registration Number:	3237193	FOURSTARDAVE
Registration Number:	3233366	FRIZETTE
Registration Number:	3387177	FUTURITY
Registration Number:	3233428	GALLANT BLOOM
Registration Number:	3324401	GARDEN CITY
Registration Number:	3233369	GAZELLE
Serial Number:	78918926	GENUINE RISK
Registration Number:	3368884	GLENS FALLS
Registration Number:	3233373	GO FOR WAND
Registration Number:	3324416	GOTHAM
Registration Number:	3237178	GRAVESEND

Registration Number:	3233433	HILL PRINCE
Registration Number:	3237197	HONORABLE MISS
Registration Number:	3237089	HOPEFUL
Registration Number:	3233430	JAIPUR
Serial Number:	78918884	JAMAICA
Registration Number:	3401903	JEROME
Registration Number:	3237190	JIM DANDY
Registration Number:	3324400	JOE HIRSCH TURF CLASSIC
Registration Number:	3237187	JUST A GAME
Registration Number:	3431282	KELSO
Registration Number:	3233370	KING'S BISHOP
Registration Number:	3237183	KNICKERBOCKER
Registration Number:	3239447	LAKE GEORGE
Registration Number:	3239446	LEXINGTON
Registration Number:	3431283	LONG ISLAND
Registration Number:	3307146	MAN 'O WAR
Registration Number:	3237083	MANHATTAN
Registration Number:	3237090	MATRON
Registration Number:	3237085	METROPOLITAN HANDICAP
Registration Number:	3233367	MOTHER GOOSE
Registration Number:	3239445	NASHUA
Registration Number:	3440742	NASSAU COUNTY
Serial Number:	78919133	NEW YORK
Registration Number:	3324399	NEW YORK TURF WRITERS CUP
Registration Number:	3239444	NEXT MOVE
Registration Number:	3401905	NOBLE DAMSEL
Registration Number:	3488231	NYRA
Registration Number:	1784538	NYRA
Registration Number:	1700816	NYRA ONE ACCOUNT
Registration Number:	3235373	NYRA REWARDS
Registration Number:	3251383	OGDEN PHIPPS
Registration Number:	3241949	PERSONAL ENSIGN
Registration Number:	3312378	PETER PAN
Registration Number:	3233434	POKER
Registration Number:	1764438	POST PARADE

Registration Number:	3317979	PRIORESS
Registration Number:	3339766	QUEENS COUNTY
Registration Number:	3324418	RED SMITH
Registration Number:	3339764	REMSEN
Registration Number:	3233372	RUFFIAN
Registration Number:	3237192	SANDS POINT
Registration Number:	3297940	SANFORD
Registration Number:	3297939	SARANAC
Registration Number:	3162093	SARATOGA
Registration Number:	1411734	SARATOGA
Serial Number:	77231765	SARATOGA PREFERRED ACCESS (SPA)
Registration Number:	1948981	SARATOGA RACE COURSE
Registration Number:	1755471	SARATOGA RACECOURSE
Registration Number:	3401904	SARATOGA SPECIAL
Registration Number:	3335026	SCHUYLERVILLE
Registration Number:	3339763	SHEEPSHEAD BAY
Registration Number:	3233427	SHUVEE
Serial Number:	77436013	SIXTY MINUTE SIX
Registration Number:	3233362	SPINAWAY
Serial Number:	78918874	SPORT PAGE
Registration Number:	3324415	STUYVESANT
Registration Number:	3237082	SUBURBAN
Registration Number:	3237086	SWORD DANCER
Registration Number:	3237088	TEST
Registration Number:	1780363	THE SUMMER PLACE TO BE
Registration Number:	1750838	THE SUMMER PLACE TO BE
Registration Number:	1755472	THE TRAVERS STAKES
Registration Number:	1426006	THE WOOD MEMORIAL
Registration Number:	3418386	TOBOGGAN
Registration Number:	3237180	TOM FOOL
Registration Number:	3237179	TOP FLIGHT
Registration Number:	1796426	TRAVERS
Registration Number:	1412653	TRAVERS
Registration Number:	3237177	TRUE NORTH
Registration Number:	3307161	TURNBACK THE ALARM

Registration Number:	3244609	VAGRANCY
Registration Number:	3329357	VICTORY RIDE
Registration Number:	3302384	VOSBURGH
Registration Number:	3233436	WESTCHESTER
Registration Number:	3237081	WHITNEY
Registration Number:	3233429	WITHERS
Registration Number:	1417780	WOODWARD
Registration Number:	3237186	TEMPTED

CORRESPONDENCE DATA

Fax Number: (212)492-0083
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2123733083
Email: zhilden@paulweiss.com, hranucci@paulweiss.com
Correspondent Name: Zoe Hilden
Address Line 1: 1285 Avenue of the Americas
Address Line 2: c/o Paul, Weiss, LLP
Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	18032-001
NAME OF SUBMITTER:	Zoe Hilden
Signature:	/Zoe Hilden/
Date:	10/01/2008

Total Attachments: 7
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EXHIBIT C

ASSIGNMENT OF TRADEMARKS

WHEREAS, The New York Racing Association Inc., a New York private, non-profit racing association ("Assignor"), is the owner of all rights in and to the trademarks set forth on Schedule 1 (the "Trademarks");

WHEREAS, Assignor and the People of the State of New York acting by and through the New York State Franchise Oversight Board ("Assignee") are parties to an Intellectual Property Assignment Agreement, dated as of September 12, 2008 (the "Agreement"); and


WHEREAS, pursuant to the Agreement and subject to the terms and conditions thereof, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, the Trademarks, the goodwill related thereto, and all applications and registrations for the Trademarks as set forth on Schedule 1;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby irrevocably transfers, assigns, and otherwise conveys to Assignee all of Assignor's worldwide right, title, and interest in and to the Trademarks, including the goodwill associated therewith, all applications and registrations therefor, and all rights to proceeds of the Trademarks, including, without limitation, any claim by Assignor against third parties for past, present, or future infringement of the Trademarks.

THE NEW YORK RACING ASSOCIATION INC.

Date: September 12, 2008

By: _____


Name: Patrick L. Kehoe

Title: General Counsel

THE NEW YORK RACING ASSOCIATION, INC.

Schedule 1

Country: United States

<u>Mark</u>	<u>Class</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
A.P. SMITHWICK MEMORIAL	41	78/918979	6/28/2006	3297938	9/25/2007	REGISTERED
ACORN	41	78/917011	6/26/2006	3376059	1/29/2008	REGISTERED
ADIRONDACK	41	78/918952	6/28/2006	3335025	11/13/2007	REGISTERED
ALABAMA	41	78/917082	6/26/2006	3411765	4/15/2008	REGISTERED
ALFRED G. VANDERBILT	41	78/918961	6/28/2006	3297937	9/25/2007	REGISTERED
AMSTERDAM	41	78/918967	6/28/2006	3237200	5/1/2007	REGISTERED
AQUEDUCT	41	78/918971	6/28/2006	3233435	4/24/2007	REGISTERED
AQUEDUCT	41			1407123	8/26/1986	REGISTERED
ATHENIA	41	78/918992	6/28/2006	3237201	5/1/2007	REGISTERED
BALLERINA	41	78/917118	6/26/2006	3307150	10/9/2007	REGISTERED
BAY SHORE	41	78/918996	6/28/2006	3335028	11/13/2007	REGISTERED
BEAUGAY	41	78/918999	6/28/2006	3244610	5/22/2007	REGISTERED
BED O' ROSES	41	78/919009	6/28/2006	3455716	6/24/2008	REGISTERED
BELDAME	41	78/917098	6/26/2006	3233371	4/24/2007	REGISTERED
BELMONT PARK	41			1423337	12/30/1986	REGISTERED
BELMONT PARK and Design	25			1720413	9/29/1992	REGISTERED
BELMONT STAKES	41			1426911	1/27/1987	REGISTERED
BERNARD BARUCH	41	78/919014	6/28/2006	3297941	9/25/2007	REGISTERED
BOLD RULER	41	78/919074	6/28/2006			PENDING
BOWLING GREEN	41	78/919018	6/28/2006	3244611	5/22/2007	REGISTERED
CARTER	41	78/916945	6/26/2006	3302385	10/2/2007	REGISTERED
CHAMPAGNE	41	78/917038	6/26/2006	3283001	8/21/2007	REGISTERED
CICADA	41	78/918903	6/28/2006	3237195	5/1/2007	REGISTERED
CIGAR MILE	41	78/916905	6/26/2006			PENDING

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TRADEMARK
REEL: 003862 FRAME: 0344

THE NEW YORK RACING ASSOCIATION, INC.

<u>Mark</u>	<u>Class</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
COACHING CLUB AMERICAN OAKS	41	78/917138	6/26/2006	3233377	4/24/2007	REGISTERED
COMELY	41	78/918908	6/28/2006	3233431	4/24/2007	REGISTERED
DEMOISELLE	41	78/918914	6/28/2006	3233432	4/24/2007	REGISTERED
DIANA	41	78/916949	6/26/2006	3233364	4/24/2007	REGISTERED
DISCOVERY	41	78/918925	6/28/2006			PENDING
DWYER	41	78/918943	6/28/2006	3297935	9/25/2007	REGISTERED
EQUESTRIS	42			1219477	12/7/1982	REGISTERED
EXCELSIOR	41	78/918881	6/28/2006	3446952	6/10/2008	REGISTERED
FIRST FLIGHT	41	78/918858	6/28/2006	3237185	5/1/2007	REGISTERED
FLORAL PARK	41	78/918911	6/28/2006	3339765	11/20/2007	REGISTERED
FLOWER BOWL	41	78/916956	6/26/2006	3307148	10/9/2007	REGISTERED
FOREGO	41	78/916937	6/26/2006	3233363	4/24/2007	REGISTERED
FORT MARCY	41	78/918871	6/28/2006	3237189	5/1/2007	REGISTERED
FOURSTARDAVE	41	78/918888	6/28/2006	3237193	5/1/2007	REGISTERED
FRIZETTE	41	78/916970	6/26/2006	3233366	4/24/2007	REGISTERED
FUTURITY	41	78/918919	6/28/2006	3387177	2/19/2008	REGISTERED
GALLANT BLOOM	41	78/918895	6/28/2006	3233428	4/24/2007	REGISTERED
GARDEN CITY	41	78/917089	6/26/2006	3324401	10/30/2007	REGISTERED
GAZELLE	41	78/917081	6/26/2006	3233369	4/24/2007	REGISTERED
GENUINE RISK	41	78/918926	6/28/2006			PENDING
GLENS FALLS	41	77/178878	5/11/2007	3368884	1/15/2008	REGISTERED
GO FOR WAND	41	78/917104	6/26/2006	3233373	4/24/2007	REGISTERED
GOTHAM	41	78/918941	6/28/2006	3324416	10/30/2007	REGISTERED

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THE NEW YORK RACING ASSOCIATION, INC.

Country: **United States**

<u>Mark</u>	<u>Class</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
GRAVESEND	41	78/918834	6/28/2006	3237178	5/1/2007	REGISTERED
HILL PRINCE	41	78/918936	6/28/2006	3233433	4/24/2007	REGISTERED
HONORABLE MISS	41	78/918917	6/28/2006	3237197	5/1/2007	REGISTERED
HOPEFUL	41	78/917044	6/26/2006	3237089	5/1/2007	REGISTERED
JAIPUR	41	78/918905	6/28/2006	3233430	4/24/2007	REGISTERED
JAMAICA	41	78/918884	6/28/2006			PENDING
JEROME	41	78/918945	6/28/2006	3401903	3/25/2008	REGISTERED
JIM DANDY	41	78/918873	6/28/2006	3237190	5/1/2007	REGISTERED
JOE HIRSCH TURF CLASSIC	41	78/916971	6/26/2006	3324400	10/30/2007	REGISTERED
JUST A GAME	41	78/918864	6/28/2006	3237187	5/1/2007	REGISTERED
KELSO	41	78/918844	6/28/2006	3431282	5/20/2008	REGISTERED
KING'S BISHOP	41	78/917093	6/26/2006	3233370	4/24/2007	REGISTERED
KNICKERBOCKER	41	78/918852	6/28/2006	3237183	5/1/2007	REGISTERED
LAKE GEORGE	41	78/919167	6/28/2006	3239447	5/8/2007	REGISTERED
LEXINGTON	41	78/919157	6/28/2006	3239446	5/8/2007	REGISTERED
LONG ISLAND	41	78/919142	6/28/2006	3431283	5/20/2008	REGISTERED
MAN 'O WAR	41	78/916924	6/26/2006	3307146	10/9/2007	REGISTERED
MANHATTAN	41	78/916911	6/26/2006	3237083	5/1/2007	REGISTERED
MATRON	41	78/917053	6/26/2006	3237090	5/1/2007	REGISTERED
METROPOLITAN HANDICAP	41	78/916917	6/26/2006	3237085	5/1/2007	REGISTERED
MOTHER GOOSE	41	78/917006	6/26/2006	3233367	4/24/2007	REGISTERED
NASHUA	41	78/919152	6/28/2006	3239445	5/8/2007	REGISTERED
NASSAU COUNTY	41	78/919171	6/28/2006	3440742	6/3/2008	REGISTERED

THE NEW YORK RACING ASSOCIATION, INC.

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<u>Mark</u>	<u>Class</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
NEW YORK	41	78/919133	6/28/2006			PENDING
NEW YORK TURF WRITERS CUP	41	78/916928	6/26/2006	3324399	10/30/2007	REGISTERED
NEXT MOVE	41	78/919123	6/28/2006	3239444	5/8/2007	REGISTERED
NOBLE DAMSEL	41	78/919116	6/28/2006	3401905	3/25/2008	REGISTERED
NYRA	41	77/375041	1/18/2008	3488231	8/19/2008	REGISTERED
NYRA and Design	41			1784538	7/27/1993	REGISTERED
NYRA ONE ACCOUNT	36			1700816	7/14/1992	REGISTERED
NYRA REWARDS	36	78/797519	1/23/2006	3235373	4/24/2007	REGISTERED
OGDEN PHIPPS	41	78/917109	6/26/2006	3251383	6/12/2007	REGISTERED
PERSONAL ENSIGN	41	78/917120	6/26/2006	3241949	5/15/2007	REGISTERED
PETER PAN	41	78/918965	6/28/2006	3312378	10/16/2007	REGISTERED
POKER	41	78/918947	6/28/2006	3233434	4/24/2007	REGISTERED
POST PARADE	16			1764438	4/13/1993	REGISTERED
PRIORESS	41	78/917033	6/26/2006	3317979	10/23/2007	REGISTERED
QUEENS COUNTY	41	78/918921	6/28/2006	3339766	11/20/2007	REGISTERED
RED SMITH	41	78/919059	6/28/2006	3324418	10/30/2007	REGISTERED
REMSEN	41	78/918898	6/28/2006	3339764	11/20/2007	REGISTERED
RUFFIAN	41	78/917102	6/26/2006	3233372	4/24/2007	REGISTERED
SANDS POINT	41	78/918885	6/28/2006	3237192	5/1/2007	REGISTERED
SANFORD	41	78/919002	6/28/2006	3297940	9/25/2007	REGISTERED
SARANAC	41	78/918997	6/28/2006	3297939	9/25/2007	REGISTERED
SARATOGA	25	78/682783	8/1/2005	3162093	10/24/2006	REGISTERED
SARATOGA	41			1411734	9/30/1986	REGISTERED

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**TRADEMARK
REEL: 003862 FRAME: 0347**

THE NEW YORK RACING ASSOCIATION, INC.

Country: United States

<u>Mark</u>	<u>Class</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
SARATOGA PREFERRED ACCESS (SPA)	41, 43, 45	77/231765	7/17/2007			PENDING
SARATOGA RACE COURSE	25			1948981	1/16/1996	REGISTERED
SARATOGA RACECOURSE	25			1755471	3/2/1993	REGISTERED
SARATOGA SPECIAL	41	78/918989	6/28/2006	3401904	3/25/2008	REGISTERED
SCHUYLerville	41	78/918981	6/28/2006	3335026	11/13/2007	REGISTERED
SHEEPSHEAD BAY	41	78/918891	6/28/2006	3339763	11/20/2007	REGISTERED
SHUVEE	41	78/918878	6/28/2006	3233427	4/24/2007	REGISTERED
SIXTY MINUTE SIX	41	77/436013	3/31/2008			PENDING
SPINAWAY	41	78/916931	6/26/2006	3233362	4/24/2007	REGISTERED
SPORT PAGE	41	78/918874	6/28/2006			PENDING
STUYVESANT	41	78/918866	6/28/2006	3324415	10/30/2007	REGISTERED
SUBURBAN	41	78/916898	6/26/2006	3237082	5/1/2007	REGISTERED
SWORD DANCER	41	78/916921	6/26/2006	3237086	5/1/2007	REGISTERED
TEMPTED	41	78/918861	6/28/2006	3237186	5/1/2007	REGISTERED
TEST	41	78/917003	6/26/2006	3237088	5/1/2007	REGISTERED
THE SUMMER PLACE TO BE	25			1780363	7/6/1993	REGISTERED
THE SUMMER PLACE TO BE	41			1750838	2/2/1993	REGISTERED
THE TRAVERS STAKES	25			1755472	3/2/1993	REGISTERED
THE WOOD MEMORIAL	41			1426006	1/20/1987	REGISTERED
TOBOGGAN	41	78/918857	6/28/2006	3418386	4/29/2008	REGISTERED
TOM FOOL	41	78/918836	6/28/2006	3237180	5/1/2007	REGISTERED
TOP FLIGHT	41	78/918835	6/28/2006	3237179	5/1/2007	REGISTERED

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TRAVERS	25			1796426	10/5/1993	REGISTERED
TRAVERS	41			1412653	10/7/1986	REGISTERED
TRUE NORTH	41	78/918828	6/28/2006	3237177	5/1/2007	REGISTERED
TURNBACK THE ALARM	41	78/918833	6/28/2006	3307161	10/9/2007	REGISTERED
VAGRANCY	41	78/918906	6/28/2006	3244609	5/22/2007	REGISTERED
VICTORY RIDE	41	78/918901	6/28/2006	3329357	11/6/2007	REGISTERED
VOSBURGH	41	78/916942	6/26/2006	3302384	10/2/2007	REGISTERED
WESTCHESTER	41	78/919024	6/28/2006	3233436	4/24/2007	REGISTERED
WHITNEY	41	78/916893	6/26/2006	3237081	5/1/2007	REGISTERED
WITHERS	41	78/918897	6/28/2006	3233429	4/24/2007	REGISTERED
WOODWARD	41			1417780	11/18/1986	REGISTERED