

12-12-2007

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30)



U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

103467804
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

12.10.07

1. Name of conveying party(ies):

Sterling Suffolk Racecourse, LLC

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other Massachusetts Limited Liability Company

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) 11 / 20 / 2007

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A.

Internal Address: _____

Address: _____

Street Address: 590 Madison Avenue, 33rd Floor

City: New York

State: New York

Country: USA Zip: 10022

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____

Other National Assoc. Citizenship USA
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,738,728

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Suffolk Downs (with design)

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

Name: Brian E. Tierney

Internal Address: _____

Street Address: c/o Hinckley, Allen & Snyder LLP

28 State Street

City: Boston

State: MA Zip: 02109-1775

Phone Number: 617-345-9000

Fax Number: 617-345-9020

Email Address: btierney@haslaw.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Brian E. Tierney
Signature

Brian E. Tierney, Esq.

Name of Person Signing

12/11/2007 MGTACHE 0000027 1738/28
12/3/2007 4H.00 UP
01 FC:8521 Date

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK ASSIGNMENT

This Assignment of Trademarks ("Assignment") is made this 29th day of November, 2007 by Sterling Suffolk Racecourse, LLC, a Massachusetts limited liability company ("Debtor"), with its principal place of business at 111 Waldemar Avenue, East Boston, Massachusetts to Bank of America, N.A., with an address at 590 Madison Avenue, 33rd Floor, New York, New York 10022 ("Secured Party"), pursuant to that certain Trademark Security Agreement dated as of November 29, 2007 by and between Debtor and Secured Party (as it may be amended or otherwise modified from time to time, the "Trademark Security Agreement") to secure the payment and performance of the Obligations of Debtor to Secured Party as defined in that certain Term Loan Agreement dated as of November 29, 2007 by and between Debtor and Secured Party (as it may be amended or otherwise modified from time to time, the "Loan Agreement").

BACKGROUND

Section 1 of the Trademark Security Agreement provides that Debtor shall execute a written assignment of the Trademarks listed in Exhibit A thereto (attached hereto as Exhibit A) and that Secured Party may file such Assignment upon the occurrence of an Event of Default (as defined in the Loan Agreement). Secured Party has provided Debtor with notice of such an Event of Default.

ASSIGNMENT

Assignment. Debtor hereby assigns to Secured Party the items referred to below (collectively, the "Assigned Material").

All of the right, title and interest of Debtor in and to the trademark registrations (collectively, the "Registrations") of Debtor described in Exhibit A attached hereto.

The goodwill of the business of Debtor symbolized by the trademarks that are the subject to the Registrations.

All right, title and interest of Debtor in and to any cause of action that has heretofore arisen or that may arise with respect to unconsented use or infringement of the Registrations.

Further Assurances. Debtor shall execute, or use its best efforts at its expense to have carefully executed, any further documents as may be requested by Secured Party in order to fully effectuate this Agreement.

Indemnification. Debtor shall indemnify and hold harmless Secured Party against any claim, loss or liability with respect to a third party incurred by Secured Party as assignee of the Assigned Material resulting from any use of Debtor, or any of its sublicensees, of goods or services, products or processes, as the case may be, covered by the Assigned Material.

EXHIBIT A

Trademarks

APPLICATION/ REGISTRATION NO. AND REEL NO.	MARK	GOODS	REGISTRATION DATE	STATUS	RECORD OWNER
Reg. No. 1,738,728 Ser. No. 74-260,648 Filed March 30, 1992	Service Mark		December 8, 1992	Still in effect (current registration expires 12/8/2012)	Sterling Suffolk Racecourse, LLC

December 3, 2007

VIA CERTIFIED MAIL #7004 2890 0004 4039 5043

Mail Stop Assignment Recordation Services
Director of the USPTO
P.O. Box 1450
Alexandria, Virginia 22313-1450

Re: Recordation of Security Interest in Trademarks: Sterling Suffolk Racecourse, LLC

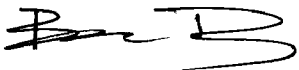
Dear Sir/Madam:

Enclosed for recordation in the United States Patent and Trademark Office are the following documents with respect to the security interest in one (1) trademark granted by Sterling Suffolk Racecourse, LLC to Bank of America, N.A.

1. Recordation Form Cover Sheet;
2. Trademark Assignment dated November 29, 2007;
3. Recordation fee concerning one (1) trademark registration paid by check no. 73978 for \$40.00; and
4. Post card to be sent by the USPTO upon receipt of items 1-3.

Please contact me if there are any questions.

Very truly yours,



Brian E. Tierney

Enclosures

cc: Matthew P. Doring, Esq. (w/o encls)