

RECORD 9-29-98 TF

10-01-1998

Tab settings



100842358

To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

1. Name of conveying party(ies):

DRF Finance, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

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

3. Nature of conveyance:

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

Execution Date: August 31, 1998

2. Name and address of receiving party(ies)

Name: Daily Racing Form, Inc.

Internal Address:

Street Address: 315 Hudson Street

City: New York State: NY ZIP: 10013

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Designations must be a separate document from assignment. Additional name(s) & address(es) attached?

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached Schedule

Additional numbers attached? Yes No

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

Name: David S. Berlin

Internal Address:

Paul, Weiss, Rifkind, Wharton & Garrison

Street Address: 1285 Avenue of the Americas

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved:

13

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

50-0706

(Attach duplicate copy of this page if paying by deposit account)

09/30/1998 JSHADAZZ 00000051 500706 1787694

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.

David S. Berlin

Name of Person Signing

Signature

Signature

9/28/98

Date

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

12

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

TRADEMARK REEL: 1794 FRAME: 0021

Schedule

Item 4 - Trademarks

Country	Trademark	Registration Number	Class
USA	A Closer Look ^{2/}	1787694 (S)	16, Regularly appearing newspaper column dealing with horse racing
USA	At A Glance ^{2/}	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 ^{2/}	1709561S	16, Daily Newspaper Column
USA	Handicapper Line ^{2/}	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 ^{2/}	1709560S	16, Daily Newspaper Column
USA	Reigh Count	282913	16, Newspaper Section, Column or Department
USA	Sweep ^{2/}	1693734	16, Newspaper Section Dealing with Horse Racing, Graded Handicaps and Daily Racing Forms

^{2/} Indicates mark is maintained on the Supplemental Register.

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

^{*/} Indicates mark is maintained on the Supplemental Register.

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT, dated as of August 31, 1998, by and among DRF FINANCE, INC., a Delaware corporation having its principal place of business at 315 Hudson Street, New York, NY 10013 ("DRF Finance"), DAILY RACING FORM, INC., a Delaware corporation having its principal place of business at 315 Hudson Street, New York, NY 10013 ("DRF Inc."), DRF HOLDINGS INC., a Delaware corporation having its principal place of business at 1285 Avenue of the Americas, New York, NY 10019 ("Holdco"), DRF ACQUISITION LLC, a Delaware limited liability company having its principal place of business at 1285 Avenue of the Americas, New York, NY 10019 ("Holdings") and DAILY RACING FORM LLC, a Delaware limited liability company having its principal place of business at 1285 Avenue of the Americas, New York, NY 10019 ("DRF LLC").

WHEREAS, DRF Finance owns all trademarks, service marks, logos, designs and business names in connection with the business of *The Daily Racing Form*, including without limitation, the trademark registrations listed on Schedule 1 annexed hereto and the good will related thereto (the "Trademarks");

WHEREAS, pursuant to the Stock Purchase Agreement, dated as of July 23, 1998 (the "Stock Purchase Agreement"), by and among Primedia Holdings III Inc., a Delaware corporation ("Seller"), and Holdings, on August 14, 1998, Seller transferred all of the outstanding shares of DRF Inc., to an indirect wholly-owned subsidiary of Holdings, including all of the outstanding shares of DRF Finance, a wholly-owned subsidiary of DRF Inc.;

WHEREAS, DRF Finance now wishes to transfer the Trademarks to DRF Inc., which shall then transfer the Trademarks to Holdco, which shall then transfer the Trademarks to Holdings, which shall then transfer the Trademarks to DRF LLC, which shall be the ultimate owner of such Trademarks; and

WHEREAS, pursuant to Section 7.13 of the Credit Agreement, dated as of August 14, 1998, by and among Daily Racing Form LLC, DRF Holdings Inc., the financial institutions listed on the signature pages thereto (the "Banks") and First Dominion Capital, L.L.C., in its capacity as a Bank and in its capacity as agent for itself and the other Banks, and pursuant to the Credit Documents (as defined therein), subsidiaries of Holdings may make Distributions (as defined therein), directly or indirectly, to Holdings or any of its domestic Wholly Owned Subsidiaries (as defined therein), so long as immediately before and after giving effect thereto no Default (as defined therein) of the type described in Section 8.1.1 or 8.1.2 or Event of Default (as defined therein) exists.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:


1. DRF Finance does hereby transfer, assign and otherwise convey to DRF Inc. all of DRF Finance's right, title and interest in and to the following (the "DRF Finance Assignment"):
 - A. the Trademarks and any renewals thereof;
 - B. the goodwill symbolized by the Trademarks; and
 - C. the right to sue for past, present and future infringement of the Trademarks (collectively, the "Transferred Property").
2. Immediately following the DRF Finance Assignment, DRF Inc. does hereby transfer, assign and otherwise convey to Holdco all of DRF Inc.'s right, title and interest in and to the Transferred Property (the "DRF Inc. Assignment").
3. Immediately following the DRF Inc. Assignment, Holdco does hereby transfer, assign and otherwise convey to Holdings all of Holdco's right, title and interest in and to the Transferred Property (the "Holdco Assignment").
4. Immediately following the Holdco Assignment, Holdings does hereby transfer, assign and otherwise convey to DRF LLC all of Holdings' right, title and interest in and to the Transferred Property.

No party to this Agreement makes any representation or warranty of any kind regarding the Trademarks.

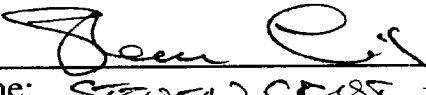
This Trademark Assignment is governed by the laws of the State of New York, applicable to contracts made and performed wholly within such State, without reference to its conflicts of laws provisions, and the trademark laws of the United States, as applicable.

IN WITNESS WHEREOF, each of the parties hereto has caused this Trademark Assignment to be duly executed by its officer thereunto duly authorized as of this 31st day of August 1998.

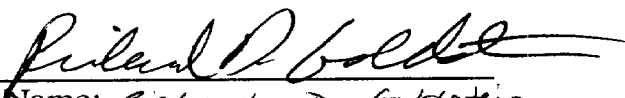
DRF FINANCE, INC.

By 
 Name: *Richard D Goldstein*
 Title: *Executive Vice President*


DAILY RACING FORM, INC.

By 
Name: STEVEN COAST
Title: CEO

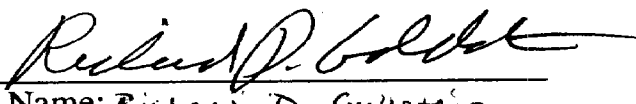
DRF HOLDINGS INC.

By 
Name: Richard D. Goldstein
Title: Executive Vice President

DRF ACQUISITION LLC

By 
Name: Richard D Goldstein
Title: Executive Vice President

DAILY RACING FORM LLC

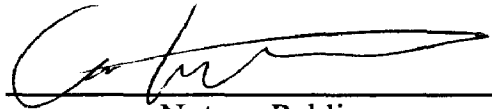
By 
Name: Richard D. Goldstein
Title: Executive Vice President

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On the 14th day of August 1998, before me personally came Richard Goldstein, to me personally known and known to me to be the person described in and who executed the foregoing instrument as Executive Vice President of DRF FINANCE, INC., a corporation described in and which executed the foregoing instrument, who being by me duly sworn, did depose and say that he resides at 30 Carriage Court Monticello, NY 11791; that he is Executive Vice President of the corporation, that the said instrument was signed on behalf of said corporation by order of its Board of Directors; that he signed his name thereto by like order; and that he acknowledged said instrument to be the free act and deed of said corporation.

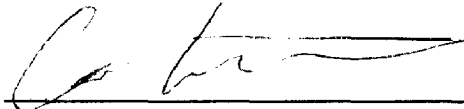


Notary Public

CALEB HALE WERTENBAKER
Notary Public, State of New York
No. 01WE6006404
Qualified in New York County
Commission Expires May 04, 2000

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On the 11th day of August 1998, before me personally came Stephen Christ, to me personally known and known to me to be the person described in and who executed the foregoing instrument as CEO of DAILY RACING FORM, INC., a corporation described in and which executed the foregoing instrument, who being by me duly sworn, did depose and say that he resides at 14 Mulford Pl. Hempstead NY; that he is CEO of the corporation, that the said instrument was signed on behalf of said corporation by order of its Board of Directors; that he signed his name thereto by like order; and that he acknowledged said instrument to be the free act and deed of said corporation.

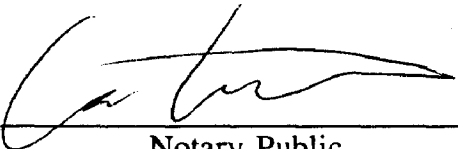


Notary Public

CALEB HALE WERTENBAKER
Notary Public, State of New York
No. 01WE6006404
Qualified in New York County
Commission Expires May 04, 2000

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On the 31st day of August 1998, before me personally came Richard Goldstein, to me personally known and known to me to be the person described in and who executed the foregoing instrument as EVP of DRF HOLDINGS INC., a corporation described in and which executed the foregoing instrument, who being by me duly sworn, did depose and say that he resides at 30 Carriage Court Monticello NY 11791; that he is EVP of the corporation, that the said instrument was signed on behalf of said corporation by order of its Board of Directors; that he signed his name thereto by like order; and that he acknowledged said instrument to be the free act and deed of said corporation.

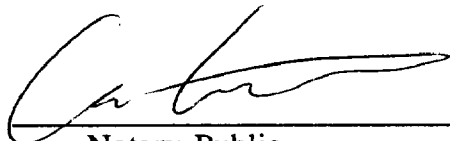


Notary Public

CALEB HALE WERTENBAKER
Notary Public, State of New York
No. 01WE6006404
Qualified in New York County
Commission Expires May 04, 2000

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On the 31st day of August 1998, before me personally came Richard Goldstein, to me personally known and known to me to be the person described in and who executed the foregoing instrument as EVP of DRF ACQUISITION LLC, a limited liability company described in and which executed the foregoing instrument, who being by me duly sworn, did depose and say that he resides at 30 Carriage Court Monticello, NY 12791; that he is EVP of the company, that the said instrument was signed on behalf of said company on by order of its sole Member; that he signed his name thereto by like order; and that he acknowledged said instrument to be the free act and deed of said company.

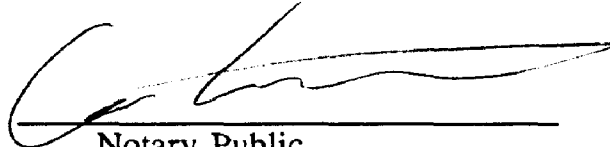


Notary Public

CALEB HALE WERTENBAKER
Notary Public, State of New York
No. 01WE6006404
Qualified in New York County
Commission Expires May 04, 2000

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On the 31st day of August 1998, before me personally came Richard Goldstein, to me personally known and known to me to be the person described in and who executed the foregoing instrument as Executive Vice President of DAILY RACING FORM LLC, a limited liability company described in and which executed the foregoing instrument, who being by me duly sworn, did depose and say that he resides at 30 Carriage Court Muttontown, NY 11791; that he is Executive Vice President of the company, that the said instrument was signed on behalf of said company on by order of its sole Member; that he signed his name thereto by like order; and that he acknowledged said instrument to be the free act and deed of said company.



Notary Public

CALEB HALE WERTENBAKER
Notary Public, State of New York
No. 01WE6006404
Qualified in New York County
Commission Expires May 04, 2000

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JOHN F. WHARTON (1927-1977)

RICHARD DEHÉ**
PHILIPPE JAMBRUN**
PIERRE PETIT**
EUROPEAN COUNSEL

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DAVID K. LAKHDHIR

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STUART G. STEINGOLD
JUDITH R. THOYER
MARIA T. VULLO
STEVEN L. WOLFRAM
ALFRED D. YOUNGWOOD

September 29, 1998

*NOT ADMITTED TO NEW YORK BAR
** ADMITTED IN FRANCE ONLY.

By Hand
Box Assignments

Commissioner of Patents and Trademarks
Patent and Trademark Office
Washington, D.C. 20231

Re: Request for Recordation of Trademark Assignments

Dear Sir or Madam:

On behalf of our client, DRF Acquisition LLC, I enclose for recordation a Trademark Assignment dated August 31, 1998 containing four (4) separate assignments, together with the appropriate filing cover sheets:

- 1) assignment by DRF Finance, Inc. to Daily Racing Form, Inc.,
- 2) assignment by Daily Racing Form, Inc. to DRF Holdings Inc.,
- 3) assignment by DRF Holdings Inc. to DRF Acquisition LLC and
- 4) assignment by DRF Acquisition LLC to Daily Racing Form LLC.

You are authorized to charge the aggregate required recording fees of \$1,360 to the Paul, Weiss, Rifkind, Wharton & Garrison Patent and Trademark deposit account, account number 50-0706.

It is respectfully requested that the above listed trademark assignments are recorded on the Patent and Trademark Office assignment records.

TRADEMARK
REEL: 1794 FRAME: 0032

ASSIGNED
98 SEP 29 11 20 AM '98
RECEIVED

Please acknowledge receipt of these documents by date-stamping the enclosed duplicate copy of this letter and returning it to our waiting messenger.

Very truly yours,



David S. Berlin

Enclosure