

B1 (Official Form 1)(1/08)

<b>United States Bankruptcy Court District of New Jersey</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>Zayat Stables, LLC</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>20-2584484</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>401 Hackensack Avenue Hackensack, NJ</b> <div style="text-align: right; font-size: small;">ZIP Code <b>07601</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Bergen</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): <b>Kentucky; Texas; Florida; Arizona; Canada; New Jersey; Washington; Indiana; California; Pennsylvania; New York;</b>		
<b>Type of Debtor</b> (Form of Organization) (Check one box)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b>		Name of Debtor(s): <b>Zayat Stables, LLC</b>	
<i>(This page must be completed and filed in every case)</i>			
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>- None -</b>		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>- None -</b>		Case Number:	Date Filed:
District:		Relationship:	Judge:
<b>Exhibit A</b>		<b>Exhibit B</b>	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).	
		<b>X</b> _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b>			
(Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>			
(Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____			
(Name of landlord that obtained judgment)			
_____			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition**  
*(This page must be completed and filed in every case)*

Name of Debtor(s):  
**Zayat Stables, LLC**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** /s/ Michael D. Sirota  
Signature of Attorney for Debtor(s)

Michael D. Sirota MS-4088  
Printed Name of Attorney for Debtor(s)

Cole, Schotz, Meisel, Forman & Leonard, P.A.  
Firm Name

25 Main Street  
Hackensack, NJ 07601

\_\_\_\_\_  
Address

201-489-3000 Fax: 201-489-1536  
Telephone Number

February 3, 2010  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/ Ahmed Zayat  
Signature of Authorized Individual

Ahmed Zayat  
Printed Name of Authorized Individual

Sole Member and Officer  
Title of Authorized Individual

February 3, 2010  
Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
District of New Jersey**

In re **Zayat Stables, LLC**

Debtor(s)

Case No.

Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>Darley Stud Management, LLC Jonabell Farm Attn: Mary Beth Moore 3333 Bowman's Mill Road Lexington, KY 40513</b>	<b>Darley Stud Management, LLC Jonabell Farm Attn: Mary Beth Moore Lexington, KY 40513</b>	<b>Stud fee</b>	<b>Contingent</b>	<b>174,900.00</b>
<b>White &amp; Case LLP 1155 Avenue of the Americas New York, NY 10036-2787</b>	<b>White &amp; Case LLP 1155 Avenue of the Americas New York, NY 10036-2787</b>	<b>Legal</b>		<b>150,000.00</b>
<b>Adena Springs P.O. Box 718 Paris, KY 40362</b>	<b>Adena Springs P.O. Box 718 Paris, KY 40362</b>	<b>Stud Fee</b>		<b>143,100.00</b>
<b>Steve Asmussen Racing Stable Attn: Jamie Holloman P.O. Box 200397 Arlington, TX 76006-0397</b>	<b>Steve Asmussen Racing Stable Attn: Jamie Holloman P.O. Box 200397 Arlington, TX 76006-0397</b>	<b>Training</b>		<b>73,544.60</b>
<b>Eaton Sales, LLC 1510 Newtown Pike Suite 108 Lexington, KY 40511</b>	<b>Eaton Sales, LLC 1510 Newtown Pike Suite 108 Lexington, KY 40511</b>	<b>Consignment</b>		<b>54,682.62</b>
<b>H.E. Sutton Forwarding Co, LLC P.O. Box 1066 Lexington, KY 40588-1066</b>	<b>H.E. Sutton Forwarding Co, LLC P.O. Box 1066 Lexington, KY 40588-1066</b>	<b>Vanning/Horse Transportation</b>		<b>47,004.21</b>
<b>Gainesway Attn: Michael HERNON 3750 Paris Pike P.O. Box 11690 Lexington, KY 40577-1690</b>	<b>Gainesway Attn: Michael HERNON 3750 Paris Pike Lexington, KY 40577-1690</b>	<b>Boarding for Sire</b>		<b>37,100.00</b>
<b>Equine Medical and Surgical Group P.O. Box 661956 Arcadia, CA 91066</b>	<b>Equine Medical and Surgical Group P.O. Box 661956 Arcadia, CA 91066</b>	<b>Medical Treatment - Veterinarian</b>		<b>34,195.49</b>

B4 (Official Form 4) (12/07) - Cont.

In re **Zayat Stables, LLC**

Case No. \_\_\_\_\_

Debtor(s) \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>Stockplace</b> Attn: Tom VanMeter 4224 Briar Hill Road Lexington, KY 40516	<b>Stockplace</b> Attn: Tom VanMeter 4224 Briar Hill Road Lexington, KY 40516	<b>Boarding</b>		<b>28,807.00</b>
<b>Mike R. Mitchell Racing Stable</b> Attn: Pete Belanto c/o L.B. Business Mgmt 28202 Palmada Mission Viejo, CA 92692	<b>Mike R. Mitchell Racing Stable</b> Attn: Pete Belanto c/o L.B. Business Mgmt Mission Viejo, CA 92692	<b>Training</b>		<b>27,060.00</b>
<b>Nicolas P. Zito Racing Stables, Inc.</b> Attn: Tim Poole P.O. Box 588 Elmont, NY 11003	<b>Nicolas P. Zito Racing Stables, Inc.</b> Attn: Tim Poole P.O. Box 588 Elmont, NY 11003	<b>Training</b>		<b>26,877.00</b>
<b>DVM &amp; Associates PC</b> Attn: James C. Hunt, Jr. P.O. Box 030452 Elmont, NY 11003	<b>DVM &amp; Associates PC</b> Attn: James C. Hunt, Jr. P.O. Box 030452 Elmont, NY 11003	<b>Medical Treatment - Veterinarian</b>		<b>26,048.94</b>
<b>Equine Medicine &amp; Surgery</b> 7991 E. Texas St. Suite 400 Bossier City, LA 71111-7024	<b>Equine Medicine &amp; Surgery</b> 7991 E. Texas St. Suite 400 Bossier City, LA 71111-7024	<b>Medical Treatment - Veterinarian</b>		<b>25,398.28</b>
<b>Sallee Horse Vans, Inc.</b> P.O. Box 13338 Lexington, KY 40583-3338	<b>Sallee Horse Vans, Inc.</b> P.O. Box 13338 Lexington, KY 40583-3338	<b>Vanning/Horse Transportation</b>		<b>23,701.58</b>
<b>Bob Baffert Racing Stables, Inc.</b> Attn: Kim McKarthy P.O. Box 661912 Arcadia, CA 91066-1912	<b>Bob Baffert Racing Stables, Inc.</b> Attn: Kim McKarthy P.O. Box 661912 Arcadia, CA 91066-1912	<b>Training</b>		<b>21,308.80</b>
<b>Baronne Veterinary Clinic, Inc.</b> P.O. Box 909 Sunset, LA 70584	<b>Baronne Veterinary Clinic, Inc.</b> P.O. Box 909 Sunset, LA 70584	<b>Medical Treatment - Veterinarian</b>		<b>17,497.00</b>
<b>Brook Ledge Inc.</b> P.O. Box 56 Oley, PA 19547-0056	<b>Brook Ledge Inc.</b> P.O. Box 56 Oley, PA 19547-0056	<b>Vanning/Horse Transportation</b>		<b>14,890.25</b>
<b>Boothwyn Pharmacy Inc.</b> 2341 Chichester Avenue Boothwyn, PA 19061	<b>Boothwyn Pharmacy Inc.</b> 2341 Chichester Avenue Boothwyn, PA 19061	<b>Veterinary Pharmacy</b>		<b>14,375.00</b>
<b>Equine Medical Center (CA)</b> 10542 Walker Street Cypress, CA 90630	<b>Equine Medical Center (CA)</b> 10542 Walker Street Cypress, CA 90630	<b>Medical Treatment - Veterinarian</b>		<b>13,305.61</b>
<b>Chino Valley Equine Hospital</b> 2945 English Place Chino Hills, CA 91709	<b>Chino Valley Equine Hospital</b> 2945 English Place Chino Hills, CA 91709	<b>Medical Treatment - Veterinarian</b>		<b>12,438.00</b>

B4 (Official Form 4) (12/07) - Cont.

In re **Zayat Stables, LLC**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Sole Member and Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **February 3, 2010**

Signature **/s/ Ahmed Zayat**

**Ahmed Zayat**

**Sole Member and Officer**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
District of New Jersey**

In re **Zayat Stables, LLC**

Debtor(s)

Case No.

Chapter

**11**

**VERIFICATION OF CREDITOR MATRIX**

I, the Sole Member and Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **February 3, 2010**

**/s/ Ahmed Zayat**

**Ahmed Zayat/Sole Member and Officer**

Signer/Title

Adena Springs  
P.O. Box 718  
Paris, KY 40362

Ahmed Zayat  
569 Warwick Avenue  
Teaneck, NJ 07666

Alamo Pintado Equine Medical Center  
2501 Santa Barbara Avenue  
P.O. Box 249  
Los Olivos, CA 93441

American Horse Transportation LLC  
326 8th Street SW - Ste. #5  
Auburn, WA 98001

Ashford Stud/Creekview Farm  
P.O. Box 823  
Versailles, KY 40383

Asmussen Racing Stables  
P.O. Box 1861  
Laredo, TX 78044

AT&T Mobility  
P.O. Box 6463  
Carol Stream, IL 60197-6463

Baronne Veterinary Clinic, Inc.  
P.O. Box 909  
Sunset, LA 70584

The Belmont Veterinary Group Inc.  
335 Rushmore Avenue  
Mamaroneck, NY 10543

Bemak N.V. Ltd. Co., d/b/a Ashford Stud  
P.O. Box 823  
Versailles, KY 40383

Bob Baffert Racing Stables, Inc.  
Attn: Kim McCarthy  
P.O. Box 661912  
Arcadia, CA 91066-1912

Bob Coglianesse Photos, Inc.  
P.O. Box 90  
Jamaica, NY 11417

Bob Hubbard Horse  
Transportation, Inc.  
3730 S. Riverside Avenue  
Colton, CA 92324

Bonnie Acres Ranch  
25240 Thoroughbred Lane  
Hemet, CA 92545

Boothwyn Pharmacy Inc.  
2341 Chichester Avenue  
Boothwyn, PA 19061

Brook Ledge Inc.  
P.O. Box 56  
Oley, PA 19547-0056

Chad Brown  
P.O. Box 21875  
Louisville, KY 40221

Cablevision Lightpath, Inc.  
P.O. Box 360111  
Pittsburgh, PA 15251-6111

California Thoroughbred Breeders  
Assoc., Canadian Thoroughbred  
Horse Society (BC Division)  
17687-56A Avenue, Surrey  
V3S 1G4

Campbell Enterprises  
2896 Deerfield Run Blvd.  
Anderson, IN 46017

Tyler Cerin  
175 Mt. Olive Drive  
Bradbury, CA 91010

Chino Valley Equine Hospital  
2945 English Place  
Chino Hills, CA 91709

Darley Stud Management, LLC  
Jonabell Farm  
Attn: Mary Beth Moore  
3333 Bowman's Mill Road  
Lexington, KY 40513

Deer Park  
P.O. Box 856192  
Louisville, KY 40285-6192

Dr. Michael E. Steppe & Associates  
3417 Chino Avenue  
Chino, CA 91710

Dutrow Thoroughbred  
Enterprises Inc.  
Attn: Kim Dutrow  
88 Penn Oak Trail  
Newtown, PA 18940

DVM & Associates PC  
Attn: James C. Hunt, Jr.  
P.O. Box 030452  
Elmont, NY 11003

Eaton Sales, LLC  
1510 Newtown Pike  
Suite 108  
Lexington, KY 40511

Equi-Photo, Inc.  
Philadelphia Park Racetrack  
P.O. Box 1000  
Bensalem, PA 19020

Equi-Vet., LLC  
Route 6  
Box 185 G Hessler Street  
New Orleans, LA 70129

Equine Medical and Surgical Group  
P.O. Box 661956  
Arcadia, CA 91066

Equine Medical Center (CA)  
10542 Walker Street  
Cypress, CA 90630

Equine Medicine & Surgery  
7991 E. Texas St.  
Suite 400  
Bossier City, LA 71111-7024

Equine Medicine Specialist  
4215 N. Flagler Drive  
West Palm Beach, FL 33407

Equine Therapy 502 Inc.  
P.O. Box 583  
Simpsonville, KY 40067

Fifth Third Bank  
250 West Main Street  
Attn: Mr. Chad Lashbrook  
Lexington, KY 40507

Fifth Third Bank  
5050 Kingsley Drive  
MD 1MOC2Q  
Attn: Depositor Services  
Cincinnati, OH 45263

Finger Lakes Gaming & Racetrack  
c/o Jo Tremacco  
P.O. Box 25250  
Farmington, NY 14425

Frost Brown Todd, LLC  
c/o Joel B. Turner, Esq.  
400 West Market Street, 32nd Fl.  
Louisville, KY 40202-3363

Gainesway  
Attn: Michael Hernon  
3750 Paris Pike  
P.O. Box 11690  
Lexington, KY 40577-1690

The Green Group  
Leonard C. Green & Company PA  
900 Route 9, 6th Fl.  
Woodbridge, NJ 07095

H.E. Sutton Forwarding Co, LLC  
P.O. Box 1066  
Lexington, KY 40588-1066

Hill 'N' Dale Syndicated Stallions, Inc.  
Attn: John Sikura  
640 N. Yarnallton Pike  
Lexington, KY 40511

Indiana Stallion Station LLC  
4967 E. 100 S  
Anderson, IN 46017

J. Reed Horse Transportation  
P.O. Box 847  
Versailles, KY 40383

KDS Horse Transportation  
1111 NW McCracken Road  
Lawton, OK 73507

Keeneland Association, Inc.  
Attn: Harvie Wilkinson  
4201 Versailles Road  
P.O. Box 1690  
Lexington, KY 40588-1690

James D. Kenney D.V.M.  
P.O. Box 717  
Millstone Township, NJ 08510

M.C. Sedlacek Racing Stable  
227 Hamilton Road  
West Hempstead, NY 11552-1509

McMartin and Associates  
P.O. Box 160  
Bolton, Ontario L7E 5T2  
CANADA

Joseph F. Migliacci, DVM, PA  
P.O. Box 540005  
Lake Worth, FL 33454-0005

Mike R. Mitchell Racing Stable  
Attn: Pete Belanto  
c/o L.B. Business Mgmt  
28202 Palmada  
Mission Viejo, CA 92692

Mott Thoroughbred Stable  
11 Manning Cove Road  
Malta, NY 12020

MSNW Continental Associates, LLC  
1776 On the Green  
67 Park Place East, 8th Floor  
Morristown, NJ 07960

Karen A. Murphy, Esq.  
76 Phelps Road  
Old Chatham, NY 12136

Nicolas P. Zito Racing Stables, Inc.  
Attn: Tim Poole  
P.O. Box 588  
Elmont, NY 11003

Renee D. Nodine, VMD  
Horse Valley Equine Center, LLC  
177 Valley Lane  
Annville, PA 17003

Payton Training Center  
11 S.E. Highway 484  
Ocala, FL 34480

Pegasoos, Inc  
P.O. Box 660002  
Arcadia, CA 91066

Peterson & Smith Equine Hospital  
4747 SW 60th Avenue  
Ocala, FL 34474

Pioneer of the Nile, Ltd.  
401 Hackensack Avenue  
Hackensack, NJ 07601

PS Horse Transportation, Inc  
205 East 66th Street  
New York, NY 10065

Rick Dutrow Racing Stable  
2 The Hollows West  
East Norwich, NY 11732

River Rock Farm, Inc.  
1730 Hopewell Road  
Port Deposit, MD 21904

Robert Scanlon Training Center, Inc.  
P.O. Box 599  
Williston, FL 32696

Roger B. Clymans, V.M.D., P.C.  
3688 Pickertown Road  
Chalfont, PA 18914

Rood & Riddle Equine Hospital  
P.O. Box 12070  
Lexington, KY 40580-2070

Sallee Horse Vans, Inc.  
P.O. Box 13338  
Lexington, KY 40583-3338

San Francisco Equine Inc.  
519 Marine View Avenue, Suite A  
Belmont, CA 94002

Sherif El Zayat  
401 Hackensack Avenue  
Hackensack, NJ 07601

Sica Horse Transport  
P.O. Box 14114  
Louisville, KY 40214

Sobhy S. Sonbol  
200 Chambers Street  
Apt. 6U  
New York, NY 10017

Stephen J. Selway, D.V.M. Inc.  
308 Oak Street  
Hollywood, FL 33019

Steve Asmussen Racing Stable  
Attn: Jamie Holloman  
P.O. Box 200397  
Arlington, TX 76006-0397

Steve Miyadi Racing  
Attn: Steve Miyadi  
3555 El Camino Real # 308  
San Mateo, CA 94403

Stites & Harbison PLLC  
250 W. Main Street  
2300 Lexington Financial Center  
Lexington, KY 40507-1758

Stockplace  
Attn: Tom VanMeter  
4224 Briar Hill Road  
Lexington, KY 40516

Stonewall Farm Stallions, LLC  
3204 Midway Road  
Versailles, KY 40383

Sylvia Sunta  
598 Warwick Avenue  
Teaneck, NJ

Taylor Made Sales Agency  
2765 Union Mill Road  
Nicholasville, KY 40356

Teigland, Franklin & Brokken,  
D.V.M.'s PA  
12277 SW 55th Street, Suite 909  
Fort Lauderdale, FL

The Canadian Thoroughbred Horse Society  
PO Box 172  
Rexdale, Ontario  
M9W 5L1

Todd A. Pletcher Racing Stables, Inc.  
73 First Street  
Garden City, NY 11530-4320

Todd Beattie  
Attn: Todd Mosstoller  
94 Moonshine Road  
Jonestown, PA 17038

Triple Crown Productions, LLC  
700 Central Avenue  
Louisville, KY 40208

Phil Tripp, DVM  
Box 145  
Finchville, KY 40022

True Nicks LLC  
3101 Beaumont Centre Cir  
Lexington, KY 40513

Verizon  
PO Box 4833  
Trenton, NJ 08650-4833

Verizon Wireless  
P.O. Box 408  
Newark, NJ 07101-0408

Vessels Stallion Farm LLC  
Administration Office  
5772 Camino Del Rey  
Bonsall, CA 92003

Washington Thoroughbred  
Breeders & Owners Association  
PO Box 1499  
Auburn, WA 98071-1499

Wavertree Stables  
14850 West Highway 40  
Ocala, FL 34481

Rita Weingold  
251 Richard Court  
Pomona, NY 10970

White & Case LLP  
1155 Avenue of the Americas  
New York, NY 10036-2787

Ronald Williams  
130 Belmont Street  
Englewood, NJ 07631

Woodstead Farm  
4840 State Highway 6  
Chehalis, WA 98532

Yarbrough & Rabenstein, DVM, PA  
P.O. Box 1429  
Loxahatchee, FL 33470-1429

Young Equine Services Inc  
P.O. Box 64096  
Lubbock, TX 79424

Ahmed Zayat  
569 Warwick Avenue  
Teaneck, NJ 07666

**CORPORATE RESOLUTION OF  
ZAYAT STABLES, LLC**

I, Ahmed Zayat, sole member and officer (the “Member”) of ZAYAT STABLES, LLC, a Delaware limited liability company with its principal place of business located at 401 Hackensack Avenue, Hackensack, New Jersey 07601 (the “Company”), hereby certify that in accordance with that certain Operating Agreement dated April 1, 2005 governing the Company, the following resolutions were duly and regularly adopted, and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

RESOLVED, that in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”); and it was further

RESOLVED, that the Member is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of New Jersey at such time as said Member executing the same shall determine; and it was further

RESOLVED, that the law firm of Cole, Schotz, Meisel, Forman & Leonard, P.A. is hereby employed as attorneys for the Company in the Chapter 11 case, subject to Bankruptcy Court approval; and it was further

RESOLVED, that the firm of J.H. Cohn LLP is hereby employed as financial advisors for the Company in the Chapter 11 case, subject to Bankruptcy Court approval; and it was further

RESOLVED, that the Company shall retain such other professionals in the Chapter 11 case as the Member shall deem necessary and appropriate, subject to Bankruptcy Court approval; and it was further

RESOLVED, that the Member be and hereby is authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds which he deems necessary, proper or desirable in connection with the Chapter 11 case, with a view to the successful prosecution of such case; and it was further

RESOLVED, that the Member be and hereby is authorized, empowered and directed, in the name and on behalf of the Company, to execute and deliver appropriate agreements for the use of post-petition financing in connection with the Company's Chapter 11 case, as Member may determine necessary or appropriate, including the granting of liens to such lender(s) to such agreement(s), if necessary, and to take such additional action and to execute and deliver each other agreement, instrument or document proposed to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as the Member may approve, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and it was further

RESOLVED, that any and all past actions heretofore taken by the Member of Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved; and it was further

RESOLVED, that the Members of the Company hereby waives all requirements as to notice of a special meeting of such Members.

IN WITNESS WHEREOF, I have hereunto set my hand, this 3rd day of February,  
2010.

/s/ Ahmed Zayat  
Ahmed Zayat,  
Sole Member and Officer