

B1 (Official Form 1)(1/08)

United States Bankruptcy Court District of New Jersey		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Zayat Stables, LLC		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) 20-2584484		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): 401 Hackensack Avenue Hackensack, NJ <div style="text-align: right; font-size: small;">ZIP Code 07601</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: Bergen		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): Kentucky; Texas; Florida; Arizona; Canada; New Jersey; Washington; Indiana; California; Pennsylvania; New York;		
Type of Debtor (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.)	Nature of Business (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/> Tax-Exempt Entity (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).	Chapter of Bankruptcy Code Under Which the Petition is Filed (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 Nature of Debts (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.
Filing Fee (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.		Chapter 11 Debtors 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).
Statistical/Administrative Information <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
Estimated Number of Creditors <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		
Estimated Assets <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		
Estimated Liabilities <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		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Zayat Stables, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -		Case Number:	Date Filed:
District:		Relationship:	Judge:
Exhibit A (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.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) 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). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C 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.			
Exhibit D (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.			
Information Regarding the Debtor - Venue (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.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (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>
Darley Stud Management, LLC Jonabell Farm Attn: Mary Beth Moore 3333 Bowman's Mill Road Lexington, KY 40513	Darley Stud Management, LLC Jonabell Farm Attn: Mary Beth Moore Lexington, KY 40513	Stud fee	Contingent	174,900.00
White & Case LLP 1155 Avenue of the Americas New York, NY 10036-2787	White & Case LLP 1155 Avenue of the Americas New York, NY 10036-2787	Legal		150,000.00
Adena Springs P.O. Box 718 Paris, KY 40362	Adena Springs P.O. Box 718 Paris, KY 40362	Stud Fee		143,100.00
Steve Asmussen Racing Stable Attn: Jamie Holloman P.O. Box 200397 Arlington, TX 76006-0397	Steve Asmussen Racing Stable Attn: Jamie Holloman P.O. Box 200397 Arlington, TX 76006-0397	Training		73,544.60
Eaton Sales, LLC 1510 Newtown Pike Suite 108 Lexington, KY 40511	Eaton Sales, LLC 1510 Newtown Pike Suite 108 Lexington, KY 40511	Consignment		54,682.62
H.E. Sutton Forwarding Co, LLC P.O. Box 1066 Lexington, KY 40588-1066	H.E. Sutton Forwarding Co, LLC P.O. Box 1066 Lexington, KY 40588-1066	Vanning/Horse Transportation		47,004.21
Gainesway Attn: Michael Hernon 3750 Paris Pike P.O. Box 11690 Lexington, KY 40577-1690	Gainesway Attn: Michael Hernon 3750 Paris Pike Lexington, KY 40577-1690	Boarding for Sire		37,100.00
Equine Medical and Surgical Group P.O. Box 661956 Arcadia, CA 91066	Equine Medical and Surgical Group P.O. Box 661956 Arcadia, CA 91066	Medical Treatment - Veterinarian		34,195.49

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>
Stockplace Attn: Tom VanMeter 4224 Briar Hill Road Lexington, KY 40516	Stockplace Attn: Tom VanMeter 4224 Briar Hill Road Lexington, KY 40516	Boarding		28,807.00
Mike R. Mitchell Racing Stable Attn: Pete Belanto c/o L.B. Business Mgmt 28202 Palmada Mission Viejo, CA 92692	Mike R. Mitchell Racing Stable Attn: Pete Belanto c/o L.B. Business Mgmt Mission Viejo, CA 92692	Training		27,060.00
Nicolas P. Zito Racing Stables, Inc. Attn: Tim Poole P.O. Box 588 Elmont, NY 11003	Nicolas P. Zito Racing Stables, Inc. Attn: Tim Poole P.O. Box 588 Elmont, NY 11003	Training		26,877.00
DVM & Associates PC Attn: James C. Hunt, Jr. P.O. Box 030452 Elmont, NY 11003	DVM & Associates PC Attn: James C. Hunt, Jr. P.O. Box 030452 Elmont, NY 11003	Medical Treatment - Veterinarian		26,048.94
Equine Medicine & Surgery 7991 E. Texas St. Suite 400 Bossier City, LA 71111-7024	Equine Medicine & Surgery 7991 E. Texas St. Suite 400 Bossier City, LA 71111-7024	Medical Treatment - Veterinarian		25,398.28
Sallee Horse Vans, Inc. P.O. Box 13338 Lexington, KY 40583-3338	Sallee Horse Vans, Inc. P.O. Box 13338 Lexington, KY 40583-3338	Vanning/Horse Transportation		23,701.58
Bob Baffert Racing Stables, Inc. Attn: Kim McKarthy P.O. Box 661912 Arcadia, CA 91066-1912	Bob Baffert Racing Stables, Inc. Attn: Kim McKarthy P.O. Box 661912 Arcadia, CA 91066-1912	Training		21,308.80
Baronne Veterinary Clinic, Inc. P.O. Box 909 Sunset, LA 70584	Baronne Veterinary Clinic, Inc. P.O. Box 909 Sunset, LA 70584	Medical Treatment - Veterinarian		17,497.00
Brook Ledge Inc. P.O. Box 56 Oley, PA 19547-0056	Brook Ledge Inc. P.O. Box 56 Oley, PA 19547-0056	Vanning/Horse Transportation		14,890.25
Boothwyn Pharmacy Inc. 2341 Chichester Avenue Boothwyn, PA 19061	Boothwyn Pharmacy Inc. 2341 Chichester Avenue Boothwyn, PA 19061	Veterinary Pharmacy		14,375.00
Equine Medical Center (CA) 10542 Walker Street Cypress, CA 90630	Equine Medical Center (CA) 10542 Walker Street Cypress, CA 90630	Medical Treatment - Veterinarian		13,305.61
Chino Valley Equine Hospital 2945 English Place Chino Hills, CA 91709	Chino Valley Equine Hospital 2945 English Place Chino Hills, CA 91709	Medical Treatment - Veterinarian		12,438.00

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

Phil Tripp, DVM
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True Nicks LLC
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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
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Ocala, FL 34481

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Ronald Williams
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Woodstead Farm
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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