



Laura D'Angelo Holoubek

Partner

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Leveraging an MBA and law degree, with experience representing both international and domestic clients, Laura takes a practical, measured, comprehensive business-focused approach to achieve results for her clients. Laura guides her clients through the evolving challenges facing domestic and global companies, including corporate and gaming compliance, company formation, corporate governance, contract negotiation, mergers and acquisitions, and commercial lending.

A go-to lawyer on choice of entity, LLC and partnership formation, operation and sale or winding up issues, Laura currently sits on the American Bar Association's LLC's and Partnership Committee, where she successfully chaired the drafting committee for the ABA's Model LLC Organizational checklist, resulting in publication of the annotated Checklist in the ABA's Business Lawyer. Laura utilizes her legal, business and marketing experience to provide balanced, thoughtful and creative solutions to her clients from start-up to acquisitions to eventual sale of the company. Laura is active with Awesome Inc., a business incubator in Lexington, Kentucky as well as the UK Gatton School of Business and the Von Allmen Center for Entrepreneurship, where she has lectured and acts as a mentor in the entrepreneur bootcamp program.

Working as lender's counsel for regional banks more than 17 years, Laura has closed over one billion dollars worth of commercial loan transactions. Her work includes real estate and asset-backed, middle market secured finance, Uniform Commercial Code Article 9 compliance and work-outs including loan documentation, inter-creditor agreements, subordination agreements, forbearance agreements and related documents. She is a member of the ABA's Commercial Finance Committee.

Nationally recognized as a leader in equine and gaming law, Laura effectively steers clients through the myriad of evolving state and federal regulations that govern the wagering industry. She previously served as associate general counsel for the Magna Entertainment Corporation (now Stronach Group) and as general counsel to Gulfstream Racetrack, allowing her to provide clients with the benefits of her unique perspectives into the

operations of racing, gaming and entertainment companies. Her work with leading gaming officials and companies across the world, enable her to not only stay abreast of new developments and legislation within the gaming industry, but also to offer proactive insight and counsel to clients to mitigate their risk as they move forward. Her past work includes experience in simulcasting, pari-mutuel wagering, online wagering (ADW), fantasy sports contests, handicapping contests, charitable gaming, sweepstakes and promotions. Laura is a member of the International Masters of Gaming Law, the International Association of Gaming, Advisors and the ABA's Gaming Law Committee.

Representing owners, breeders and trainers, purchasers and sellers, racetracks and trade associations, Laura draws on her passion for the equine industry to counsel clients in equine deals, securities matters, tax and resolution of controversies. She handles a variety of matters for clients, including purchase and sales of horses, the structuring of racing and sport horse partnerships, syndication and sale of stallions and elite show horses, Southern Hemisphere shuttle agreements and the acquisition and sale of commercial horse farms. Laura is a trusted advisor on all matters equine for national and international clients. Laura chairs the University of Kentucky College of Law's Annual National Equine Law Conference and is adjunct professor of Law at the University of Kentucky, teaching Equine Law.

Laura is a frequent author and speaker on corporate, gaming and equine law matters. Her recent speaking engagements include the American Law Institute's Choice of Entity program, the Kentucky Bar Association's Annual Meeting, the American Bar Association's Gaming Law meeting, the National Equine Law Conference, as well as lectures at University of Kentucky's Gatton School of Business, UK Law School and UK College of Agriculture. She has been published in *Gaming Law Review and Economics*, *Casino Enterprise Management*, *Casino Lawyer*, *Business Lexington* and *The Blood Horse*, and has been quoted in *The New York Times*, the *Toronto Globe & Mail*, the *Thoroughbred Times*, and the *Lexington Herald-Leader*.

Services

- Securities
- Equine Industry
- Gaming & Sports Industry
- Corporate & Transactional
- Mergers & Acquisitions
- Government Relations

Education

- University of Kentucky College of Law (J.D., 1996)
- York University Schulich School of Business - Toronto (M.B.A., 1990)
- University of Guelph - Ontario (B.S., 1988)

Bar Admissions

- Kentucky
- New York

- District of Columbia

Affiliations/Memberships

- University of Kentucky, National Equine Law Conference Planning Committee, Chair 2012-2016
- Kentucky Chamber of Commerce, Board Member, 2010-present
- Commerce Lexington, Board Member, 2007-2015
- International Masters of Gaming Law, General Member
- International Association of Gaming Advisors Member
- Adjunct Professor, University of Kentucky, Equine Law
- University of Kentucky, College of Law, Business Association Law Institute Program Planning Committee, 2014-present
- OperaLex, Board Member, 2014-2016
- Kentucky Hunter Jumper Association Board of Directors, 2014-2015
- Model LLC Organizational Checklist drafting subcommittee, ABA Section of Business Law, LLC's and Partnerships, Chair
- Kentucky Bar Association Section of Business Law Section, Chair 2010-2011
- Kentucky Bar Association, Section of Equine Law, Chair 2006-2007
- IOLTA Trustee of the Fund, 2005-2011, Executive Committee Treasurer, 2010-2011
- LEXARTS, Board Member, 2007-2013
- Lexington Junior League, Sustaining Member, Former Board Member
- Lexington Fayette Urban County Government, Ethics Commission, appointment of the Mayor, 2007-2009
- National Thoroughbred Racing Association Federal Legislative HORSE PAC, Board Member, 2005-2008
- United States Equestrian Federation, Member
- United States Hunter Jumper Association, Member
- American Quarter Horse Association, Member
- American Horse Council, Member
- Thoroughbred Club of America, Member

Distinctions

- Named one of the Leading Women of Central Kentucky by *Business Lexington*, 2011
- Peer Review Rated AV in *Martindale-Hubbell*

Experience

Represent Account Wagering Companies

Represented account wagering companies (online handicapping) in acquisition of various state licenses (Oregon, North Dakota, Kentucky, etc.), and continued regulatory compliance at the state level including representation before the Racing Commission.

Advise International Gaming Companies

Ongoing counsel to international gaming companies on U.S. gaming law (civil and criminal) including the Wire Act, Interstate Horseracing Act, and Unlawful Internet Gambling Enforcement Act (UIGEA), simulcasting agreements, trademarks and other intellectual property protection, and foreign entity qualification in various state jurisdictions.

Representation of Non-Profit Equine Trade Associations

Ongoing counsel to various not-for-profit equine trade associations. Work includes advice on corporate governance, rule book compliance, hearing committee, intellectual property protection, employment agreements, election protocol and general contract work.

Racetrack Counsel

Represented client in acquisition of thoroughbred racetrack and subsequent sale including representation before the Michigan Racing Commission.

Represented client in ownership of interest in racetrack in Kentucky, including representation before the Kentucky Racing Commission. Advised on legal status of instant racing.

Drafted rules and regulations for online fantasy handicapping tournaments including compliance with state and federal law.

General Counsel for premier racetrack in Florida. Advised on all aspects of racetrack management including pari-mutuel wagering, regulatory compliance, simulcasting contracts, condition book, stall applications, and general business contracts including food service and on-track veterinary services.

Equine

Draft and negotiate purchase and sales agreements for racehorses, stallion prospects and elite show jumpers and hunters.

Draft and negotiate stallion syndicate agreements for premier stallion farms. Drafted and/or negotiated agreements for BIG BROWN, GHOSTZAPPER, AWESOME AGAIN, WAR PASS, FLOWER ALLEY, POINT OF ENTRY, FORT LARNED, DIALED IN, ICEBOX, BRILLIANT SPEED and many others.

Draft and negotiate mare share agreements, stallion service contracts, foal share agreements, pinhooking partnerships, artificial insemination and embryo transfer agreements.

Formation of racing partnerships and advise and negotiate choice of entity, terms of management, transfer provisions and regulatory compliance.

Draft and negotiate purchase and sale agreements and co-ownership agreements for elite show jumpers and

three-day event horses.

Draft lease agreements for competitive show horses and ponies and racehorses.

Advised show jumping operation regarding obtaining USEF and FEI show dates, and all contractual aspects of hosting FEI CCI*** competition.

Advise sport horse and thoroughbred and standardbred farms in all aspects of operations including boarding contracts, lease agreements, bills of sale, releases and waivers, liability, local and state regulatory matters, lien placement and collection of payment due.

Represented client in purchase of horse show dates and compliance with USEF license transfer and compliance.

Purchase and sale representation of thoroughbred and sport horse farm real estate.

Equine and Middle Market Commercial Lending

14 years experience documenting all aspects of commercial loans secured by equine collateral for two regional lenders. Expertise in Uniform Commercial Code compliance, filing and perfection as well as lien enforcement and competing liens with respect to equine collateral. 5 years of significant equine lending workout practice including forbearance, collateral marshalling, receivership, sale of collateral, and litigation. Relationships and experience working with all major equine sales companies.

Corporate law

Chaired ABA subcommittee on LLC Organizational Checklist culminating in the publication and presentation of the LLC Organizational Checklist (annotated) in the August 2014 edition of the Business Lawyer.

Advise on choice of entity, drafting of formational documents, drafting operating agreements, negotiation of management and member provisions, shareholder agreements, bylaws, buy-sell agreements or transfer restrictions, representation of managers and minority interest holders, licensing and royalty agreements, non-compete agreements and taxation differences between entity selections.

Advised international company on all aspects of establishing a U.S. based subsidiary in Kentucky including all necessary corporate and employment documents, and products and other liability insurance.

Publications

April 13, 2017

Stallion Management and Stallion Syndications Monograph, UK CLE office monograph

April 7, 2017

2017 Equine Sales and Use Tax Review

March 21, 2017

Equine Bills of Sale: Non-Uniform Requirements – How to Keep It Straight!

November 19, 2016

Managing Racing Partnerships: Part II

The Blood Horse

November 5, 2016

Managing Racing Partnerships

The Blood Horse

September 21, 2016

Purchases of Sport Horse Farms Jump

Business Lexington

May 8, 2015

2015 Equine Sales and Use Tax Review

September 27, 2013

Sport-Horse Enthusiasts Take the Leap into Lexington

Business Lexington

September 18, 2013

Unsure Bet: The Future of Daily Fantasy Exchange Wagering

Gaming Law Review and Economics

September 1, 2013

Horse Park Happenings - Paso Fino's: The Smoothest Riding Horse in the World

TOPS Magazine

August 14, 2013

The Horse Racing Fantasy Sports Wagering Exception Under the UIGEA

Gaming Law Review and Economics

July 31, 2013

Busy Summer in the Gambling Market of Hungary

July 1, 2013

Horse Park Happenings - July 2013

TOPS Magazine

July 1, 2013

It's All About The Girls, LLC

TOPS Magazine

June 7, 2013

Horse Park Happenings - Lexington Polo

TOPS Magazine

May 1, 2013

Horse Park Happenings - Look Who's Coming To Town!

May 1, 2013

Fillies in the Workplace

April 18, 2013

Kentucky Update: Instant Racing

February 12, 2013

The United States of Online Gaming

September 13, 2012

Horse Tracks as Concentrated Animal Feeding Operations?

May 1, 2012

Equine Sales & Use Tax Review

April 30, 2012

States Prepare to Bet the House on Online Gaming

Business Law Today

January 19, 2012

Department of Justice Improves the Odds of Online Gambling

Business Lexington

September 16, 2011

Downward Trends Create Challenges for Equine Loan Market

Business Lexington

January 1, 2011

Kentucky Update: Instant Racing

Casino Lawyer

January 1, 2011

"Legal Aspects of Stallion Management and Syndication," 2011 Monograph, University of Kentucky College of Law, CLE Office

October 1, 2010

"The Kentucky Business Entity Filing Act: An Introduction," Kentucky Bench & Bar

May 1, 2010

The State of Gaming in Kentucky

Casino Enterprise Management

