

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM328200

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Arlington Park Racecourse, LLC		12/12/2014	LIMITED LIABILITY COMPANY: ILLINOIS
RECEIVING PARTY DATA			
Name:	Churchill Downs Incorporated		
Street Address:	600 N. Hurstbourne Parkway		
Internal Address:	Suite 400		
City:	Louisville		
State/Country:	KENTUCKY		
Postal Code:	40222		
Entity Type:	CORPORATION: KENTUCKY		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	1643068	A	
Registration Number:	1643066	ARLINGTON	
Registration Number:	1696540	ARLINGTON INTERNATIONAL RACECOURSE	
Registration Number:	1643067	ARLINGTON MILLION	
Registration Number:	1665281	ARLINGTON MILLION X	
Registration Number:	2649941	ARLINGTON PARK	
CORRESPONDENCE DATA			
Fax Number:	5025402268		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	aberge@bgdlegal.com		
Correspondent Name:	Amy B. Berge		
Address Line 1:	101 South Fifth Street		
Address Line 2:	3500 National City Tower		
Address Line 4:	Louisville, KENTUCKY 40202		
ATTORNEY DOCKET NUMBER:	113279000042		
NAME OF SUBMITTER:	Amy B. Berge		
SIGNATURE:	/Amy B. Berge/		

CH \$165.00 1643068

DATE SIGNED:

01/07/2015

Total Attachments: 5

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TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT (the "Assignment"), dated as of this 12 day of December, 2014 (the "Effective Date"), is by and between ARLINGTON PARK RACECOURSE, LLC, an Illinois limited liability company with an address of 2000 Euclid Avenue, Arlington Heights, Illinois 60006 ("Assignor"), and CHURCHILL DOWNS INCORPORATED, a Kentucky corporation with an address of 600 N. Hurstbourne Parkway, Suite 400, Louisville, Kentucky 40222 ("Assignee").

RECITALS:

WHEREAS, Assignor has adopted and used the marks set forth on Exhibit A (the "Marks") in the United States, and owns the United States registrations for the Marks set forth on Exhibit A. Exhibit A is attached hereto and incorporated herein by reference.

WHEREAS, Assignor desires to assign to Assignee, and Assignee desires to receive from Assignor, the entire and exclusive rights, titles, and interests in and to the Marks, together with the goodwill of the business symbolized by the Marks.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor and Assignee agree as follows:

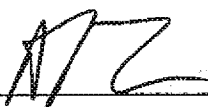
1. **ASSIGNMENT.** Assignor hereby assigns to Assignee and its successors and assigns, without any restrictions, reservations, or limitations, the entire and exclusive rights, titles, and interests in and to the Marks, including, without limitation, the United States trademark registrations therefor, together with the goodwill of the business symbolized by the Marks and the sole right to enforce rights in said Marks.

2. **GOVERNING LAW.** This Assignment shall be interpreted and construed in accordance with the laws of the Commonwealth of Kentucky without regard to its conflict of law rules or principles.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be duly executed by their authorized representatives as of the Effective Date.

ARLINGTON PARK RACECOURSE, LLC
"Assignor"

CHURCHILL DOWNS INCORPORATED
"Assignee"

By: 

By: 





Name: Alan K. Tse

Name: Alan K. Tse

Title: Secretary

Title: Secretary

Exhibit A

<p align="center">Mark</p> <p align="center">U.S. Registration Number</p>	<p align="center">Goods/Services</p>	<p align="center">App. Date/Reg. Date</p>
<p align="center">A & Design</p>  <p>Reg. No. 1,643,068</p>	<p><u>Class 41:</u> Entertainment services, in the nature of thoroughbred racing</p>	<p><u>Filed:</u> June 20, 1990</p> <p><u>Registered:</u> April 30, 1991</p>
<p>ARLINGTON & Design</p>  <p>Reg. No. 1,643,066</p>	<p><u>Class 41:</u> entertainment services, in the nature of thoroughbred racing</p>	<p><u>Filed:</u> June 18, 1990</p> <p><u>Registered:</u> April 30, 1991</p>
<p>ARLINGTON INTERNATIONAL RACECOURSE & Design</p>  <p>Reg. No. 1,696,540</p>	<p><u>Class 41:</u> entertainment services in the nature of thoroughbred racing</p>	<p><u>Filed:</u> June 20, 1990</p> <p><u>Registered:</u> June 23, 1992</p>
<p>ARLINGTON MILLION</p> <p>Reg. No. 1,643,067</p>	<p><u>Class 41:</u> entertainment services, in the nature of thoroughbred racing</p>	<p><u>Filed:</u> June 20, 1990</p> <p><u>Registered:</u> April 30, 1991</p>
<p>ARLINGTON MILLION X & Design</p>  <p>Reg. No. 1,665,281</p>	<p><u>Class 41:</u> entertainment services, in the nature of thoroughbred racing</p>	<p><u>Filed:</u> June 20, 1990</p> <p><u>Registered:</u> November 19, 1991</p>
<p>ARLINGTON PARK</p> <p>Reg. No. 2,649,941</p>	<p><u>Class 41:</u> Entertainment services, namely, air shows, amusement centers, amusement parks, animal exhibitions, arranging and conducting athletic competitions, automobile races, ballet performances,</p>	<p><u>Filed:</u> December 15, 1999</p> <p><u>Registered:</u> November 12, 2002</p>

	live performances by a musical band, basketball games, boxing facilities, providing casino facilities, circuses, polo club services, live music concerts, dog races, dog shows, horse races, providing entertainment facilities, namely sports arenas, providing facilities for recreation activities, gymnastics performances, handicapping for sporting events, hockey games, conducting horse races, horse showings, laser shows, light shows, magic shows, orchestra performances, providing facilities for recreational services, roller derbys, track and field competitions and organizing festivals featuring a variety of activities, namely, sporting events, art exhibitions, flea markets, ethnic dances and the like	
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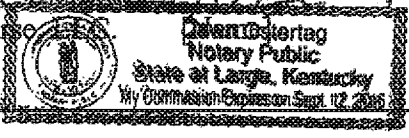
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STATE OF Kentucky)

COUNTY OF Jefferson)

The foregoing instrument was acknowledged before me this 12th day of December, 2014, by Alan K. Fee, Secretary on behalf of Arlington Park Racecourse. [Title]

My Commission expires _____



[SEAL]

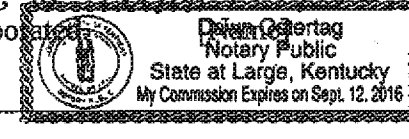
Dawn Oertag
NOTARY PUBLIC

STATE OF Kentucky)

COUNTY OF Jefferson)

The foregoing instrument was acknowledged before me this 12th day of December, 2014, by Alan K. Fee, Secretary on behalf of Churchill Downs Incorporated. [Title]

My Commission expires _____



[SEAL]

Dawn Oertag
NOTARY PUBLIC

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