

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM456082

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as successor by merger to Bank One, Kentucky, NA		12/27/2017	Bank: UNITED STATES

RECEIVING PARTY DATA

Name:	Arlington Park Racecourse, LLC
Street Address:	2200 Euclid Avenue
City:	Arlington Heights
State/Country:	ILLINOIS
Postal Code:	60006
Entity Type:	Limited Liability Company: ILLINOIS
Name:	Churchill Downs Incorporated
Street Address:	600 N. Hurstbourne Parkway, Suite 400
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40222
Entity Type:	Corporation: KENTUCKY
Name:	CDIP, LLC
Street Address:	1050 South Prairie Avenue
City:	Englewood
State/Country:	CALIFORNIA
Postal Code:	90301
Entity Type:	Limited Liability Company: KENTUCKY

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Registration Number:	2649941	ARLINGTON PARK
Registration Number:	1977761	AMERICAN DERBY
Registration Number:	1980602	INTERNATIONAL FESTIVAL OF RACING
Registration Number:	1665281	ARLINGTON MILLION X
Registration Number:	1696540	ARLINGTON INTERNATIONAL RACECOURSE
Registration Number:	1643068	A

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1643067	ARLINGTON MILLION
Registration Number:	1643066	ARLINGTON
Registration Number:	1972394	ARLINGTON HANDICAP
Registration Number:	1986605	SECRETARIAT
Registration Number:	1975924	SPRINGFIELD STAKES
Registration Number:	1952705	WASHINGTON PARK HANDICAP
Registration Number:	1957401	PUCKER UP STAKES
Registration Number:	1952704	ROUND TABLE STAKES
Registration Number:	1922590	BEVERLY D
Registration Number:	1957400	MODESTY HANDICAP
Registration Number:	1955931	ARLINGTON-WASHINGTON FUTURITY
Registration Number:	1933051	ARLINGTON-WASHINGTON LASSIE
Registration Number:	1955925	ARLINGTON CLASSIC
Registration Number:	1969474	ARLINGTON MATRON HANDICAP
Registration Number:	1928105	SEA O'ERIN HANDICAP
Registration Number:	1967951	HANSHIN HANDICAP
Registration Number:	2575234	A-CLUB
Registration Number:	2437269	INSIDE RAIL
Registration Number:	1473710	INTERNATIONAL FESTIVAL OF RACING
Registration Number:	2415761	MUD BUG OTB CHICAGO YA BET! 1ST 5
Registration Number:	1977762	WINDY CITY STAKES
Registration Number:	1852805	MUD BUG
Registration Number:	1829644	SADDLES & SILKS
Registration Number:	2706752	GREEN PASTURES PROGRAM
Registration Number:	2744388	ROAD TO THE ROSES
Registration Number:	2565972	
Registration Number:	2568139	
Registration Number:	2231670	
Registration Number:	2443645	JUNIOR JOCKEY CLUB
Registration Number:	2222444	CHURCHILL CHARLIE
Registration Number:	2071030	THE WORLD'S MOST LEGENDARY RACETRACK
Registration Number:	2682320	CDSN
Registration Number:	2690637	GREEN PASTURES PROGRAM
Registration Number:	1367101	
Registration Number:	1843896	CHURCHILL DOWNS SPORTS SPECTRUM
Registration Number:	2118904	DERBY TIME
Registration Number:	1713541	KENTUCKY OAKS
Registration Number:	1534197	THE KENTUCKY DERBY

Property Type	Number	Word Mark
Registration Number:	1557889	CHURCHILL DOWNS
Registration Number:	997385	KENTUCKY DERBY
Registration Number:	1011127	CHURCHILL DOWNS

CORRESPONDENCE DATA

Fax Number: 8009144240

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.

Phone: 800-713-0755

Email: Michael.Violet@wolterskluwer.com

Correspondent Name: CT Corporation

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Doris Ka
SIGNATURE:	/Doris Ka/
DATE SIGNED:	12/28/2017

Total Attachments: 7

- source=21. Churchill Downs - Bank One IP Release (Trademark)#page1.tif
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

JPMorgan Chase Bank, N.A.,
as successor by merger to Bank One, Kentucky, NA

- Individual(s)
- Partnership
- Corporation- State: _____
- Other Bank
- Association
- Limited Partnership

Citizenship (see guidelines) USA
Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) December 27, 2017
 Assignment Merger
 Security Agreement Change of Name
 Other Release of Trademarks

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

- Name: _____ 1. Arlington Park Racecourse, LLC
2200 Euclid Avenue
- Street Address: Arlington Heights, IL 60006
Limited Liability Company - Illinois, USA
- City: _____ 2. Churchill Downs Incorporated
600 N. Hurstbourne Parkway, Suite 400
- State: _____ Louisville, KY 40222
Corporation - Kentucky, USA
- Country: _____ 3. CDIP, LLC
1050 South Prairie Avenue
- Individual(s) Englewood, CA 90301
- Association Limited Liability Company - Kentucky, USA
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other_ _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Doris Ka, Legal Assistant
Internal Address: Cahill Gordon & Reindel LLP
Street Address: 80 Pine Street
City: New York
State: NY Zip: 10005
Phone Number: (212) 701-3569
Docket Number: 57320.1215
Email Address: dka@cahill.com

6. Total number of applications and registrations involved: 47

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number _____
Authorized User Name _____

9. Signature: 
Signature

December 27, 2017
Date

Doris Ka
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “Release”), dated as of December 27, 2017 (the “Effective Date”), is made by JPMORGAN CHASE BANK, N.A., as successor by merger to BANK ONE, KENTUCKY, NA, in its capacity as Collateral Agent (the “Agent”), in favor of ARLINGTON PARK RACECOURSE, LLC, CHURCHILL DOWNS INCORPORATED and CDIP, LLC (collectively, the “Grantors”).

WHEREAS, pursuant to the security agreements described in the Trademark Security Agreements (as defined below) (the “Security Agreement”), the Grantors executed and delivered for recordal with the United States Trademark Office the supplemental intellectual property security agreements listed on Annex A hereto (together, the “Trademark Security Agreements”);

WHEREAS, the Trademark Security Agreements were recorded with the United States Trademark Office at the location listed on Annex A hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby agrees as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Security Agreements or the Trademark Security Agreements, as applicable.
2. Release. The Agent, without representation or warranty of any kind, hereby releases, discharges, terminates and cancels all of its security interest in and to the Trademark Collateral, including the Trademark registrations and applications set forth Schedule 1 attached hereto, arising under the Security Agreements and the Trademark Security Agreements. If and to the extent that the Agent has acquired any right, title or interest in and to the Trademark Collateral under the Trademark Security Agreements, the Agent, without representation or warranty of any kind, hereby re-transfers, re-conveys and re-assigns such right, title or interest to the Grantor.
3. Termination. The Agent, without representation or warranty of any kind, terminates and cancels the Trademark Security Agreements.
4. Further Assurances. The Agent agrees to take all further actions, and provide to the Grantors and their successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by the Grantors, at the Grantors’ sole cost and expense, to more fully and effectively effectuate the purposes of this Release.
5. Governing Law. This Release shall be governed exclusively under the laws of the Commonwealth of Kentucky, without regard to conflicts of law or choice of law principles.

IN WITNESS WHEREOF, the Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date.

[Signature page to follow]

**JPMORGAN CHASE BANK, N.A., acting in
its capacity as Collateral Agent for the
Secured Parties**

By:  _____

Name: *W. J. Brewer*

Title: *Authorized Officer*


Annex A



1. Confirmatory Grant of Security Interest in United States Trademarks, dated as of April 3, 2003 and recorded on April 11, 2003 at Reel 2709 / Frame 0490.
2. Confirmatory Grant of Security Interest in United States Trademarks, dated as of April 3, 2003 and recorded on April 11, 2003 at Reel 2709 / Frame 0858.
3. Confirmatory Grant of Security Interest in United States Trademarks, dated as of April 3, 2003 and recorded on April 11, 2003 at Reel 2709 / Frame 0871.

No.	Owner	Trademark	Serial No.	Filing Date	Reg. No.	Reg. Date
1.	Churchill Downs Incorporated	ARLINGTON PARK	75872671	12/15/1999	2649941	11/12/2002
2.	Churchill Downs Incorporated	AMERICAN DERBY	74592086	10/28/1994	1977761	06/04/1996
3.	Churchill Downs Incorporated	INTERNATIONAL FESTIVAL OF RACING	74603877	11/28/1994	1980602	06/18/1996
4.	Churchill Downs Incorporated	ARLINGTON MILLION X & Design	74070901	06/20/1990	1665281	11/19/1991
5.	Churchill Downs Incorporated	ARLINGTON INTERNATIONAL RACECOURSE & Design 	74070904	06/20/1990	1696540	06/23/1992
6.	Churchill Downs Incorporated	A & Design 	74070933	06/20/1990	1643068	04/30/1991
7.	Churchill Downs Incorporated	ARLINGTON MILLION	74070930	06/20/1990	1643067	04/30/1991
8.	Churchill Downs Incorporated	ARLINGTON & Design 	74070214	06/18/1990	1643066	04/30/1991
9.	Arlington Park Racecourse, LLC	ARLINGTON HANDICAP	74592913	10/31/1994	1972394	05/07/1996
10.	Arlington Park Racecourse, LLC	SECRETARIAT	74592551	10/31/1994	1986605	07/16/1996
11.	Arlington Park Racecourse, LLC	SPRINGFIELD STAKES	74592083	10/28/1994	1975924	05/28/1996
12.	Arlington Park Racecourse, LLC	WASHINGTON PARK HANDICAP	74592012	10/28/1994	1952705	01/30/1996
13.	Arlington Park Racecourse, LLC	PUCKER UP STAKES	74592010	10/28/1994	1957401	02/20/1996
14.	Arlington Park Racecourse, LLC	ROUND TABLE STAKES	74592009	10/28/1994	1952704	01/30/1996
15.	Arlington Park Racecourse, LLC	BEVERLY D	74592008	10/28/1994	1922590	09/26/1995

No.	Owner	Trademark	Serial No.	Filing Date	Reg. No.	Reg. Date
16.	Arlington Park Racecourse, LLC	MODESTY HANDICAP	74591967	10/28/1994	1957400	02/20/1996
17.	Arlington Park Racecourse, LLC	ARLINGTON-WASHINGTON FUTURITY	74593277	10/28/1994	1955931	02/13/1996
18.	Arlington Park Racecourse, LLC	ARLINGTON-WASHINGTON LASSIE	74592093	10/28/1994	1933051	11/07/1995
19.	Arlington Park Racecourse, LLC	ARLINGTON CLASSIC	74592011	10/28/1994	1955925	02/13/1996
20.	Arlington Park Racecourse, LLC	ARLINGTON MATRON HANDICAP	74591990	10/28/1994	1969474	04/23/1996
21.	Arlington Park Racecourse, LLC	SEA O'ERIN HANDICAP	74592368	10/31/1994	1928105	10/17/1995
22.	Arlington Park Racecourse, LLC	HANSHIN HANDICAP	74594335	10/28/1994	1967951	04/16/1996
23.	Arlington Park Racecourse, LLC	A-CLUB	76035210	04/26/2000	2575234	06/04/2002
24.	Arlington Park Racecourse, LLC	INSIDE RAIL	76041486	05/05/2000	2437269	03/20/2001
25.	Arlington Park Racecourse, LLC	INTERNATIONAL FESTIVAL OF RACING	73652191	03/30/1987	1473710	01/19/1988
26.	Arlington Park Racecourse, LLC	MUD BUG OTB CHICAGO YA BET! 1ST 5 & Design	75884249	12/30/1999	2415761	12/26/2000
27.	Arlington Park Racecourse, LLC	WINDY CITY STAKES	74592087	10/28/1994	1977762	06/04/1996
28.	Arlington Park Racecourse, LLC	MUD BUG	74343215	12/23/1992	1852805	09/06/1994
29.	Arlington Park Racecourse, LLC	SADDLES & SILKS	74350988	01/22/1993	1829644	04/05/1994

Reel 2709 / Frame 0858

No.	Owner	Trademark	Serial No.	Filing Date	Reg. No.	Reg. Date
1.	Churchill Downs Incorporated	GREEN PASTURES PROGRAM	76402654	05/02/2002	2706752	04/15/2003
2.	Churchill Downs Incorporated	ROAD TO THE ROSES	76360389	01/18/2002	2744388	07/29/2003
3.	Churchill Downs Incorporated	Design 	75981533	02/08/2000	2565972	04/30/2002

No.	Owner	Trademark	Serial No.	Filing Date	Reg. No.	Reg. Date
4.	Churchill Downs Incorporated	Design 	75913019	02/08/2000	2568139	05/07/2002
5.	Churchill Downs Incorporated	Design 	75354000	09/09/1997	2231670	03/16/1999
6.	Churchill Downs Incorporated	JUNIOR JOCKEY CLUB	75409875	12/23/1997	2443645	04/17/2001
7.	Churchill Downs Incorporated	CHURCHILL CHARLIE	75354001	09/09/1997	2222444	02/09/1999
8.	Churchill Downs Incorporated	THE WORLD'S MOST LEGENDARY RACETRACK	74670403	05/05/1995	2071030	06/17/1997
9.	Churchill Downs Incorporated	CDSN	76123047	9/07/2000	2682320	02/04/2003
10.	Churchill Downs Incorporated	GREEN PASTURES PROGRAM	76402653	05/02/2002	2690637	02/25/2003
11.	Churchill Downs Incorporated	Design	73531777	04/12/1985	1367101	10/22/1985
12.	Churchill Downs Incorporated	CHURCHILL DOWNS SPORTS SPECTRUM	74310501	09/03/1992	1843896	07/05/1994
13.	Churchill Downs Incorporated	DERBY TIME	75071864	03/13/1996	2118904	12/09/1997

Reel 2709 / Frame 0871

	Owner	Trademark	Serial No.	Filing Date	Reg. No.	Reg. Date
1.	Churchill Downs Incorporated	KENTUCKY OAKS	74160766	04/25/1991	1713541	09/08/1992
2.	Churchill Downs Incorporated	THE KENTUCKY DERBY	73628052	11/03/1986	1534197	04/11/1989
3.	Churchill Downs Incorporated	CHURCHILL DOWNS	73628110	11/03/1986	1557889	09/26/1989
4.	Churchill Downs Incorporated	KENTUCKY DERBY	73005806	11/08/1973	997385	11/05/1974
5.	CDIP, LLC	CHURCHILL DOWNS	73005839	11/08/1973	1011127	05/20/1975