

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM456299

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Churchill Downs Incorporated		12/27/2017	Corporation: KENTUCKY
Arlington Park Racecourse, LLC		12/27/2017	Limited Liability Company: ILLINOIS
United Tote Company		12/27/2017	Corporation: MONTANA
Youbet.com, LLC		12/27/2017	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	JPMorgan Chase Bank, N.A., as Collateral Agent		
<b>Street Address:</b>	10 S. Dearborn, 7th Floor		
<b>Internal Address:</b>	IB Collateral Services		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60603		
<b>Entity Type:</b>	Bank: UNITED STATES		
<b>PROPERTY NUMBERS Total: 107</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1643068	A	
<b>Registration Number:</b>	1977761	AMERICAN DERBY	
<b>Registration Number:</b>	1643066	ARLINGTON	
<b>Registration Number:</b>	1955925	ARLINGTON CLASSIC	
<b>Registration Number:</b>	1972394	ARLINGTON HANDICAP	
<b>Registration Number:</b>	1696540	ARLINGTON INTERNATIONAL RACECOURSE	
<b>Registration Number:</b>	1969474	ARLINGTON MATRON HANDICAP	
<b>Registration Number:</b>	1643067	ARLINGTON MILLION	
<b>Registration Number:</b>	1665281	ARLINGTON MILLION X	
<b>Registration Number:</b>	2649941	ARLINGTON PARK	
<b>Registration Number:</b>	1955931	ARLINGTON-WASHINGTON FUTURITY	
<b>Registration Number:</b>	1933051	ARLINGTON-WASHINGTON LASSIE	
<b>Serial Number:</b>	87606487	BETAMERICA	
<b>Registration Number:</b>	1922590	BEVERLY D	

OP \$2690.00 1643068

Property Type	Number	Word Mark
Registration Number:	3530208	BLOODSTOCK RESEARCH INFORMATION SERVICES
Registration Number:	4493393	BLUFF
Registration Number:	4503945	BLUFF
Registration Number:	3115104	BLUFF
Registration Number:	3115105	BLUFF
Registration Number:	3476348	BRISNET.COM
Registration Number:	2222444	CHURCHILL CHARLIE
Registration Number:	3158512	CHURCHILL DOWNS
Registration Number:	1557889	CHURCHILL DOWNS
Registration Number:	4308394	DERBYNATION
Registration Number:	5024825	
Registration Number:	4032007	
Registration Number:	3986153	
Registration Number:	3829045	
Registration Number:	2568139	
Registration Number:	2565972	
Registration Number:	2231670	
Registration Number:	4312416	DN DERBYNATION
Registration Number:	4170087	DOWNS AFTER DARK
Registration Number:	4218693	DOWNS AFTER DARK
Registration Number:	3644016	ENTERBET
Registration Number:	2774532	FAIR GROUNDS
Registration Number:	2776307	FAIR GROUNDS
Registration Number:	2774434	FAIR GROUNDS RACE COURSE
Registration Number:	2756768	FAIR GROUNDS RACE COURSE
Registration Number:	2759489	FAIR GROUNDS RACE COURSE
Registration Number:	2756769	FAIR GROUNDS RACE COURSE
Registration Number:	3197535	FASTBET
Registration Number:	4473709	FASTBET MOBILE
Registration Number:	2706752	GREEN PASTURES PROGRAM
Registration Number:	3419655	HARLOW'S
Serial Number:	87551726	HULLABALOU
Registration Number:	4026664	HULLABALOU
Registration Number:	4013046	HULLABALOU
Registration Number:	1980602	INTERNATIONAL FESTIVAL OF RACING
Registration Number:	2443645	JUNIOR JOCKEY CLUB
Registration Number:	4834458	KAM
Registration Number:	3994347	K D KENTUCKY DERBY PARTY

Property Type	Number	Word Mark
Registration Number:	4431765	KENTUCKY DERBY
Registration Number:	3994346	KENTUCKY DERBY
Registration Number:	3981908	KENTUCKY DERBY
Registration Number:	3740853	KENTUCKY DERBY
Registration Number:	3697785	KENTUCKY DERBY
Registration Number:	3832492	KENTUCKY DERBY
Registration Number:	3740846	KENTUCKY DERBY
Registration Number:	3734992	KENTUCKY DERBY
Registration Number:	997385	KENTUCKY DERBY
Registration Number:	4117242	KENTUCKY JOCKEY CLUB
Registration Number:	4002810	KENTUCKY OAKS
Registration Number:	3828938	KENTUCKY OAKS
Registration Number:	3835703	KENTUCKY OAKS
Registration Number:	3615279	KENTUCKY OAKS
Registration Number:	1713541	KENTUCKY OAKS
Registration Number:	3958685	LOUIE'S FINE STEAKS
Registration Number:	4339981	LUCKITY
Registration Number:	4339982	LUCKITY.COM REAL FUN. REAL CASH.
Registration Number:	1957400	MODESTY HANDICAP
Registration Number:	3332516	OAKS LILY
Registration Number:	4520285	OR OXFORD REWARDS LOYALTY CLUB
Registration Number:	4198793	OUR JOB IS FUN
Registration Number:	4482770	OXFORD CASINO
Registration Number:	4520259	OXFORD CASINO
Registration Number:	4482775	OXFORD REWARDS LOYALTY CLUB
Registration Number:	1957401	PUCKER UP STAKES
Registration Number:	3750474	RIVERWALK CASINO
Registration Number:	3644640	RIVERWALK CASINO · HOTEL
Registration Number:	3604006	RIVERWALK CASINO · HOTEL
Registration Number:	4345282	ROAD TO THE KENTUCKY DERBY
Registration Number:	2744388	ROAD TO THE ROSES
Registration Number:	1952704	ROUND TABLE STAKES
Registration Number:	3908444	RUN FOR THE ROSES
Registration Number:	3920230	RUN FOR THE ROSES
Registration Number:	1986605	SECRETARIAT
Registration Number:	1975924	SPRINGFIELD STAKES
Serial Number:	87232748	STUDZ POKER CLUB
Registration Number:	3504268	THE HANDICAPPER'S EDGE

Property Type	Number	Word Mark
Registration Number:	1534197	THE KENTUCKY DERBY
Registration Number:	2071030	THE WORLD'S MOST LEGENDARY RACETRACK
Registration Number:	4603280	THURBY
Registration Number:	3454767	TWINSPIRES
Registration Number:	3454766	TWINSPIRES
Registration Number:	3877027	TWINSPIRES TV
Registration Number:	3611026	ULTIMATE PPS
Registration Number:	3421362	U UNITED TOTE
Registration Number:	1952705	WASHINGTON PARK HANDICAP
Registration Number:	3987640	WHO DO YOU LIKE?.COM
Registration Number:	4650386	WICKED GOOD FUN!
Registration Number:	4567674	WICKED GOOD FUN!
Serial Number:	86728197	YOUBET
Serial Number:	86728228	YOUBET CASINO
Serial Number:	86728223	YOUBET MOBILE
Registration Number:	2572594	YOUBET.COM
Registration Number:	2587113	YOUBET.COM

**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:	12/29/2017

**Total Attachments: 27**

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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):**  
 1. Churchill Downs Incorporated  
 600 N. Hurstbourne Parkway, Suite 400  
 Louisville, KY 40222  
 Corporation - Kentucky, USA  
 2. Arlington Park Racecourse, LLC  
 2200 Euclid Avenue  
 Arlington Heights, IL 60006  
 Limited Liability Company - Illinois, USA  
 Ind  
 Pai  
 Coi  
 Oth  
 3. United Tote Company  
 600 N. Hurstbourne Parkway, Suite 400  
 Louisville, KY 40222  
 Corporation - Montana, USA  
 4. Yobet.com, LLC  
 600 N. Hurstbourne Parkway, Suite 400  
 Louisville, KY 40222  
 Limited Liability Company - Delaware, USA  
 Citizenship  
 Additional

**2. Name and address of receiving party(ies)**  
 Additional names, addresses, or citizenship attached?  Yes  No  
 Name: JPMorgan Chase Bank, N.A., as Collateral Agent  
 Street Address: IB Collateral Services  
 10 S. Dearborn, 7th Floor  
 City: Chicago  
 State: IL  
 Country: USA Zip: 60603  
 Individual(s) Citizenship  
 Association Citizenship  
 Partnership Citizenship  
 Limited Partnership Citizenship  
 Corporation Citizenship  
 Other Bank Citizenship USA  
 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)

**3. Nature of conveyance/Execution Date(s) :**  
 Execution Date(s) December 27, 2017  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other


**4. Application number(s) or registration number(s) and identification or description of the Trademark.**  
 A. Trademark Application No.(s)  
 See attached Exhibit B

B. Trademark Registration No.(s)  
 See attached Exhibit B  
 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  
 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:** 107  
**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:**  December 27, 2017  
 Signature Date  
 Doris Ka, Legal Assistant  
 Name of Person Signing  
 Total number of pages including cover sheet, attachments, and document: 27

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

**CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES INTELLECTUAL PROPERTY**

This CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES INTELLECTUAL PROPERTY (as amended, amended and restated, supplemented or otherwise modified from time to time, this “Confirmatory Grant”) is made effective as of December 27, 2017 by and from CHURCHILL DOWNS INCORPORATED, a Kentucky corporation (“Borrower”), and THE SUBSIDIARIES OF THE BORROWER PARTY HERETO (collectively, the “Guarantors” and, together with Borrower, the “Grantors”) to and in favor of JPMORGAN CHASE BANK, N.A., as Collateral Agent for the Secured Parties (as defined in the Credit Agreement referenced below) (in such capacity, “Grantee”).

WHEREAS, Borrower, the other Grantors, as subsidiary guarantors, Grantee, JPMorgan Chase Bank, N.A., as Administrative Agent, the Lenders and certain other financial institutions have entered into that certain Credit Agreement, dated as of the date hereof (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Credit Agreement”).

WHEREAS, the Grantors, certain Subsidiaries of Borrower and Grantee have entered into that certain Security Agreement, dated as of the date hereof (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”).

WHEREAS, the Grantors own the copyrights listed on Exhibit A attached hereto (the “Copyrights”), which Copyrights are pending or registered with the United States Copyright Office (the “USCO”).

WHEREAS, the Grantors own the trademarks listed on Exhibit B attached hereto (the “Trademarks”), which Trademarks are pending or registered with the United States Patent and Trademark Office (the “USPTO”).

WHEREAS, the Grantors own the patents listed on Exhibit C attached hereto (the “Patents”), which Patents are pending or registered with the USPTO.

WHEREAS, the Grantors are exclusive licensees of the copyrights listed on Exhibit D attached hereto (the “Licensed Copyrights”, and together with the Copyrights, Trademarks and the Patents, the “Intellectual Property”), which Licensed Copyrights are pending or registered with the USPTO.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted under the Security Agreement to Grantee for the benefit of the Secured Parties.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made by each Grantor to Grantee on behalf of the Secured Parties to secure the satisfactory performance and payment when due of all the Secured Obligations (as defined in the Security Agreement). Upon Payment in Full of the Secured Obligations, Grantee shall promptly execute, acknowledge and deliver to the Grantors, all reasonably requested instruments in writing releasing the security interest in the Intellectual Property acquired under the Security Agreement and this Confirmatory Grant.

(b) In order to secure the payment and performance when due, whether at stated maturity, by required prepayment, declaration, acceleration, demand or otherwise, of the Secured Obligations (as defined in the Security Agreement), the Grantors hereby grant to Grantee for the benefit of the Secured Parties:

(i) With respect to the Copyrights, a lien on and security interest in (1) all of the Grantors' right, title and interest in and to the Copyrights now owned or from time to time after the date hereof owned or acquired by the Grantors, together with (2) all proceeds of such Copyrights and (3) all causes of action arising prior to or after the date hereof for infringement of such Copyrights or unfair competition regarding the same;

(ii) With respect to the Trademarks, a lien on and security interest in (1) all of the Grantors' right, title and interest in and to the Trademarks now owned or from time to time after the date hereof owned or acquired by the Grantors, together with (2) all proceeds of such Trademarks, (3) the goodwill associated with such Trademarks and (4) all causes of action arising prior to or after the date hereof for infringement of such Trademarks or unfair competition regarding the same;

(iii) With respect to the Patents, a lien on and security interest in (1) all of the Grantors' right, title and interest in and to the Patents now owned or from time to time after the date hereof owned or acquired by the Grantors, together with (2) all proceeds of such Patents and (3) all causes of action arising prior to or after the date hereof for infringement of such Patents or unfair competition regarding the same; and

(iv) With respect to the Licensed Copyrights, a lien on and security interest in (1) all of the Grantors' right, title and interest in and to the copyright registrations and copyright applications under and to the extent set forth in and permitted by the license to the Grantors of such copyright registrations and copyright applications, together with (2) all proceeds thereof.

3) Interpretation. This Confirmatory Grant and any claims, controversies, disputes, or causes of action (whether arising under contract law, tort law or otherwise) based upon or relating to this Confirmatory Grant shall be governed by, and construed in accordance with, the law of the State of New York without giving effect to any choice of law principles that would apply the law of another jurisdiction. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Credit Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

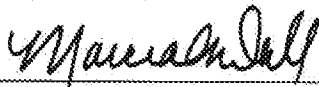


4) Recordation. The parties authorize the directors of the USCO and the USPTO to record this Confirmatory Grant.

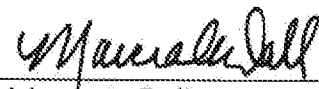
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IN WITNESS WHEREOF, the parties hereto have executed this Confirmatory Grant effective as of the date first written above.

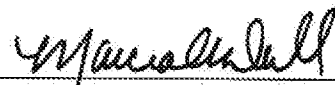
**CHURCHILL DOWNS  
INCORPORATED,**  
as a Grantor

By:   
Name: Marcia A. Dall  
Title: Executive Vice President and Chief  
Financial Officer

**ARLINGTON PARK RACECOURSE,  
LLC,**  
as a Grantor

By:   
Name: Marcia A. Dall  
Title: Treasurer

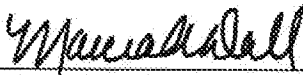
**BB DEVELOPMENT, LLC,**  
as a Grantor

By:   
Name: Marcia A. Dall  
Title: Treasurer

**CALDER RACE COURSE, INC.,**  
as a Grantor

By:   
Name: Marcia A. Dall  
Title: Treasurer

**TROPICAL PARK, LLC,**  
as a Grantor

By:   
Name: Marcia A. Dall  
Title: Treasurer

**CHURCHILL DOWNS TECHNOLOGY  
INITIATIVES COMPANY,**  
as a Grantor

By:   
Name: Marcia A. Dall  
Title: Treasurer

**MAGNOLIA HILL, LLC,**  
as a Grantor

By:   
Name: Marcia A. Dall  
Title: Treasurer

SW GAMING LLC,  
as a Grantor

By: Marcia A. Dall  
Name: Marcia A. Dall  
Title: Treasurer

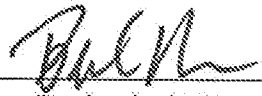
YOUBET.COM, LLC,  
as a Grantor

By: Marcia A. Dall  
Name: Marcia A. Dall  
Title: Treasurer

[Signature Page to Confirmatory Grant of Intellectual Property]

**TRADEMARK**  
**REEL: 006239 FRAME: 0283**


UNITED TOTE COMPANY,  
as a Grantor

By:   
Name: Benjamin C. Murr  
Title: Treasurer

[Signature Page to Confirmatory Grant of Intellectual Property]

TRADEMARK  
REEL: 006239 FRAME: 0284

JPMORGAN CHASE BANK, N.A.,  
as Grantee

By:   
Name: 10-9. Bleiner  
Title: Authorized officer

[Signature Page to Confirmatory Grant of Intellectual Property]

Exhibit A

SCHEDULE OF U.S. COPYRIGHTS

<b>Owner</b>	<b>Title</b>	<b>Copyright No.</b>	<b>Recordation Date</b>
Churchill Downs, Inc.	Derby trophy. <sup>1</sup>		
Churchill Downs, Inc.	Lemon & son cup. <sup>2</sup>		
Churchill Downs, Inc.	Lemon & son derby cup. <sup>3</sup>		
Churchill Downs, Inc.	Kentucky Derby 129 logo.	VA0001188676	4/14/2003
Churchill Downs, Inc.	Kentucky Derby 131 logo. <sup>4</sup>		4/21/2006
Churchill Downs Incorporated	Kentucky Girl.	PA0001633866	2009
Churchill Downs Incorporated	Down & Derby.	PA0001633868	2009
Churchill Downs Incorporated	Feeling Lucky.	PA0001633871	2009
Churchill Downs Incorporated	My Old Kentucky Home (Alt-Pop)	PA0001633877	2009
Churchill Downs Incorporated	My Old Kentucky Home (Dance Mix)	PA0001633880	2009
Churchill Downs Incorporated	Ladies First.	PA0001633882	2009
Churchill Downs Incorporated	Derby Days.	PA0001633883	2009
Churchill Downs Incorporated	Saddle Up Derby.	PA0001633886	2009

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<sup>1</sup> No registration number listed or copyright title.

<sup>2</sup> No registration number listed or copyright title.

<sup>3</sup> No registration number listed or copyright title.

<sup>4</sup> No registration number listed or copyright title.

Owner	Title	Copyright No.	Recordation Date
Churchill Downs Incorporated	Party Up At The Downs.	PA0001637217	2009
Churchill Downs Incorporated	My Old Kentucky Home (Folk Rock)	PA0001637220	2009
Churchill Downs Incorporated	My Old Kentucky Home (Country Rock)	PA0001637255	2009
Churchill Downs Incorporated	We Let The Party Go On.	PA0001637256	2009
Churchill Downs Incorporated	Mint Condition.	PA0001637257	2009
Churchill Downs Incorporated	Toast Time.	PA0001637269	2009
Churchill Downs Incorporated	Toast To The Post.	PA0001637271	2009
Churchill Downs Incorporated	My Old Kentucky Home (Pop)	PA0001637273	2009
Churchill Downs Incorporated	Party Up At The Downs - The Official Party Playlist of the Kentucky Derby, Volume 1.	SR0000625676	2009
Churchill Downs, Inc.	Simulcast performance system.	TXu000991017	2001
Churchill Downs, Inc.	Kentucky Derby : 113 logotype.	VA0000256465	1986
Churchill Downs, Inc.	Kentucky Derby, 114, Churchill Downs, Louisville, Kentucky, May 7, 1988.	VA0000300797	1987
Churchill Downs, Inc.	Kentucky Derby 115, Louisville, Kentucky, Churchill Downs, May 6, 1989.	VA0000318109	1988
Churchill Downs, Inc.	Kentucky Derby 116, May 5, 1990, Churchill Downs, Louisville, Kentucky.	VA0000388760	1989



<b>Owner</b>	<b>Title</b>	<b>Copyright No.</b>	<b>Recordation Date</b>
Churchill Downs, Inc.	Kentucky Derby 117, May 4, 1991.	VA0000432815	1990
Churchill Downs, Inc.	Kentucky Derby 118, May 2, 1992.	VA0000487209	1991
Churchill Downs, Inc.	Kentucky Derby 119, Churchill Downs, Louisville, Kentucky, May 1, 1993.	VA0000528216	1992
Churchill Downs, Inc.	Kentucky Derby 120.	VA0000637781	1993
Churchill Downs, Inc.	Kentucky Derby 121.	VA0000680014	1994
Churchill Downs, Inc.	Kentucky Derby 122.	VA0000760665	1995
Churchill Downs, Inc.	Kentucky Derby 123.	VA0000846345	1996
Churchill Downs, Inc.	Kentucky Derby.	VA0000911899	1997
Churchill Downs, Inc.	Kentucky Derby 125th.	VA0000981153	1998
Churchill Downs, Inc.	Kentucky Derby 126 logotype.	VA0001043682	1999
Churchill Downs, Inc.	127th Kentucky Derby, Churchill Downs, May 5, 2001.	VA0001076482	2000
Churchill Downs, Inc.	128th Kentucky Derby, Churchill Downs, May 4, 2002.	VA0001128464	2001
Churchill Downs, Inc.	Kentucky Derby.	VA0001262443	2003
Churchill Downs Incorporated	135 Kentucky Oaks.	VA0001651583	2008
Churchill Downs Incorporated	Kentucky Derby 134 Variant I.	VA0001653953	2007
Churchill Downs Incorporated	Kentucky Oaks 134 logotype.	VA0001654101	2007
Churchill Downs Incorporated	Kentucky Oaks 133 logotype.	VA0001654116	2006
Churchill Downs, Inc.	135 Kentucky Derby : Churchill Downs - May 2, 2009.	VA0001654848	2008

Owner	Title	Copyright No.	Recordation Date
Churchill Downs Incorporated	Kentucky Derby May 3, 2008.	VA0001663997	2007
Churchill Downs Incorporated	Kentucky Derby 133 Churchill Downs, May 5, 2007.	VA0001663998	2006
Churchill Downs Incorporated	Kentucky Derby 136 Logo.	VA0001714774	2009
Churchill Downs Incorporated	Kentucky Oaks 136 Logo.	VA0001714777	2009
Churchill Downs Incorporated	138 Kentucky Derby.	VA0001788832	2011
Churchill Downs Incorporated	138 Kentucky Oaks.	VA0001788834	2011
Churchill Downs Incorporated	Kentucky Oaks 139 Logo.	VA0001875382	2012
Churchill Downs Incorporated	Kentucky Derby 139 Logo.	VA0001875383	2012
Churchill Downs Incorporated	Kentucky Derby 142 Logo.	VA0001993198	2015
Churchill Downs Incorporated	Kentucky Oaks 142 Logo.	VA0001993263	2015
Churchill Downs, Inc.	Kentucky Derby 126 logo. <sup>6</sup>		
Churchill Downs, Inc.	Derby trophy julep cup.	VAu000160760	
Churchill Downs, Inc.	Kentucky Derby winners ring (jockey)	VAu000730035	2006
Churchill Downs, Inc.	Kentucky Derby winners ring (trainer)	VAu000731799	2006
Churchill Downs Incorporated	Kentucky Derby Winners Ring (Owner)	VAu000960278	2007
Churchill Downs Incorporated	138 Kentucky Derby.	VAu001077252	2011

<sup>6</sup> No registration number listed for title.

<b>Owner</b>	<b>Title</b>	<b>Copyright No.</b>	<b>Recordation Date</b>
Churchill Downs Incorporated	138 Kentucky Oaks.	VAu001077309	2011
Churchill Downs Incorporated	Kentucky Derby/Oaks 140 Logos.	VAu001143435	2013
Churchill Downs Incorporated	Kentucky Oaks 141 Logo.	VAu001184037	2014
Churchill Downs Incorporated	Kentucky Oaks 141 Logo with Sponsor.	VAu001184226	2014
Churchill Downs Incorporated	Kentucky Derby 141 Logo.	VAu001185601	2014

Exhibit B

SCHEDULE OF U.S. TRADEMARKS

<b>Owner</b>	<b>Trademark</b>	<b>Serial Number/</b>	<b>Registration Number</b>	<b>Date of Filing(s)</b>
Churchill Downs Incorporated	A	74070933	1643068	App 6/20/1990 Reg 4/30/1991
Arlington Park Racecourse, LLC	AMERICAN DERBY	74592086	1977761	App 10/28/1994 Reg 6/4/1996
Churchill Downs Incorporated	ARLINGTON	74070214	1643066	App 6/18/1990 Reg 4/30/1991
Arlington International Racecourse, Inc.	ARLINGTON CLASSIC	74592011	1955925	App 10/28/1994 Reg 2/13/1996
Arlington Park Racecourse, LLC	ARLINGTON HANDICAP	74592913	1972394	App 10/31/1994 Reg 5/7/1996
Churchill Downs Incorporated	ARLINGTON INTERNATIONAL RACECOURSE	74070904	1696540	App 6/20/1990 Reg 6/23/1992
Arlington Park Racecourse, LLC	ARLINGTON MATRON HANDICAP	74591990	1969474	App 10/28/1994 Reg 4/23/1996
Churchill Downs Incorporated	ARLINGTON MILLION	74070930	1643067	App 6/20/1990 Reg 4/30/1991
Churchill Downs Incorporated	ARLINGTON MILLION X	74070901	1665281	App 6/20/1990 Reg 11/19/1991
Churchill Downs Incorporated	ARLINGTON PARK	75872671	2649941	App 12/15/1999 Reg 11/12/2002

Owner	Trademark	Serial Number/	Registration Number	Date of Filing(s)
Arlington International Racecourse, Inc.	ARLINGTON-WASHINGTON FUTURITY	74593277	1955931	App 10/28/1994 Reg 2/13/1996
Arlington International Racecourse, Inc.	ARLINGTON-WASHINGTON LASSIE	74592093	1933051	App 10/28/1994 Reg 11/7/1995
Churchill Downs Incorporated	BETAMERICA	87606487		App 9/13/2017
Arlington Park Racecourse, LLC	BEVERLY D	74592008	1922590	App 10/28/1994 Reg 9/26/1995
Churchill Downs Incorporated	BLOODSTOCK RESEARCH INFORMATION SERVICES	77360225	3530208	App 12/27/2007 Reg 11/11/2008
Churchill Downs Incorporated	BLUFF	85694373	4493393	App 8/3/2012 Reg 3/11/2014
Churchill Downs Incorporated	BLUFF	85694377	4503945	App 8/3/2012 Reg 4/1/2014
Churchill Downs Incorporated	BLUFF	78449905	3115104	App 7/13/2004 Reg 7/11/2006
Churchill Downs Incorporated	BLUFF	78449913	3115105	App 7/13/2004 Reg 7/11/2006
Churchill Downs Incorporated	BRISNET.COM	77360231	3476348	App 12/27/2007 Reg 7/29/2008
Churchill Downs Incorporated	CHURCHILL CHARLIE	75354001	2222444	App 9/9/1997 Reg 2/9/1999
Churchill Downs Incorporated	CHURCHILL DOWNS	78762265	3158512	App 11/29/2005 Reg 10/17/2006

Owner	Trademark	Serial Number/	Registration Number	Date of Filing(s)
Churchill Downs Incorporated	CHURCHILL DOWNS	73628110	1557889	App 11/3/1986 Reg 9/26/1989
Churchill Downs Incorporated	DERBYNATION	85678071	4308394	App 7/16/2012 Reg 3/26/2013
Churchill Downs Incorporated	Design Only	86346588	5024825	App 7/24/2014 Reg 8/23/2016
Churchill Downs Incorporated	Design Only	77663021	4032007	App 2/4/2009 Reg 9/27/2011
Churchill Downs Incorporated	Design Only	77606429	3986153	App 11/3/2008 Reg 6/28/2011
Churchill Downs Incorporated	Design Only	77606435	3829045	App 11/3/2008 Reg 8/3/2010
Churchill Downs Incorporated	Design Only	75913019	2568139	App 2/8/2000 Reg 5/7/2002
Churchill Downs Incorporated	Design Only	75981533	2565972	App 2/8/2000 Reg 4/30/2002
Churchill Downs Incorporated	Design Only	75354000	2231670	App 9/9/1997 Reg 3/16/1999
Churchill Downs Incorporated	DN DERBYNATION	85687269	4312416	App 7/26/2012 Reg 4/2/2013
Churchill Downs Incorporated	DOWNS AFTER DARK	85253384	4170087	App 2/28/2011 Reg 7/10/2012
Churchill Downs Incorporated	DOWNS AFTER DARK	85253315	4218693	App 2/28/2011 Reg 10/2/2012

Owner	Trademark	Serial Number/	Registration Number	Date of Filing(s)
United Tote Company	ENTERBET	77090452	3644016	App 1/24/2007 Reg 6/23/2009
Churchill Downs Incorporated	FAIR GROUNDS	76266676	2774532	App 6/4/2001 Reg 10/21/2003
Churchill Downs Incorporated	FAIR GROUNDS	76266130	2776307	App 6/1/2001 Reg 10/21/2003
Churchill Downs Incorporated	FAIR GROUNDS RACE COURSE	76162539	2774434	App 11/9/2000 Reg 10/21/2003
Churchill Downs Incorporated	FAIR GROUNDS RACE COURSE	76162544	2756768	App 11/9/2000 Reg 8/26/2003
Churchill Downs Incorporated	FAIR GROUNDS RACE COURSE	76162543	2759489	App 11/9/2000 Reg 9/2/2003
Churchill Downs Incorporated	FAIR GROUNDS RACE COURSE	76162545	2756769	App 11/9/2000 Reg 8/26/2003
United Tote Company	FASTBET	78608008	3197535	App 4/13/2005 Reg 1/9/2007
United Tote Company	FASTBET MOBILE	85797909	4473709	App 12/7/2012 Reg 1/28/2014
Churchill Downs Incorporated	GREEN PASTURES PROGRAM	76402654	2706752	App 5/2/2002 Reg 4/15/2003
Churchill Downs Incorporated	HARLOW'S	77975290	3419655	App 9/28/2006 Reg 4/29/2008
Churchill Downs Incorporated	HULLABALOU	87551726	ITU	App 8/1/2017

Owner	Trademark	Serial Number/	Registration Number	Date of Filing(s)
Churchill Downs Incorporated	HULLABALOU	77874204	4026664	App 11/17/2009 Reg 9/13/2011
Churchill Downs Incorporated	HULLABALOU	77873615	4013046	App 11/16/2009 Reg 8/16/2011
Churchill Downs Incorporated	INTERNATIONAL FESTIVAL OF RACING	74603877	1980602	App 11/28/1994 Reg 6/18/1996
Churchill Downs Incorporated	JUNIOR JOCKEY CLUB	75409875	2443645	App 12/23/1997 Reg 4/17/2001
United Tote Company	KAM	86216274	4834458	App 3/10/2014 Reg 10/20/2015
Churchill Downs Incorporated	K D KENTUCKY DERBY PARTY	77663269	3994347	App 2/4/2009 Reg 7/12/2011
Churchill Downs Incorporated	KENTUCKY DERBY	85871509	4431765	App 3/8/2013 Reg 11/12/2013
Churchill Downs Incorporated	KENTUCKY DERBY	77663232	3994346	App 2/4/2009 Reg 7/12/2011
Churchill Downs Incorporated	KENTUCKY DERBY	77606430	3981908	App 11/3/2008 Reg 6/21/2011
Churchill Downs Incorporated	KENTUCKY DERBY	77568812	3740853	App 9/12/2008 Reg 1/19/2010
Churchill Downs Incorporated	KENTUCKY DERBY	77568804	3697785	App 9/12/2008 Reg 10/20/2009
Churchill Downs Incorporated	KENTUCKY DERBY	77567887	3832492	App 9/11/2008 Reg 8/10/2010



Owner	Trademark	Serial Number/	Registration Number	Date of Filing(s)
Churchill Downs Incorporated	KENTUCKY DERBY	77567892	3740846	App 9/11/2008 Reg 1/19/2010
Churchill Downs Incorporated	KENTUCKY DERBY	77567877	3734992	App 9/11/2008 Reg 1/5/2010
Churchill Downs Incorporated	KENTUCKY DERBY	73005806	0997385	App 11/8/1973 Reg 11/5/1974
Churchill Downs Incorporated	KENTUCKY JOCKEY CLUB	85247600	4117242	App 2/21/2011 Reg 3/27/2012
Churchill Downs Incorporated	KENTUCKY OAKS	77606434	4002810	App 11/3/2008 Reg 7/26/2011
Churchill Downs Incorporated	KENTUCKY OAKS	77570262	3828938	App 9/15/2008 Reg 8/3/2010
Churchill Downs Incorporated	KENTUCKY OAKS	77570243	3835703	App 9/15/2008 Reg 8/17/2010
Churchill Downs Incorporated	KENTUCKY OAKS	77569662	3615279	App 9/15/2008 Reg 5/5/2009
Churchill Downs Incorporated	KENTUCKY OAKS	74160766	1713541	App 4/25/1991 Reg 9/8/1992
Churchill Downs Incorporated	LOUIE'S FINE STEAKS	77816473	3958685	App 8/31/2009 Reg 5/10/2011
Churchill Downs Incorporated	LUCKITY	85645578	4339981	App 6/7/2012 Reg 5/21/2013
Churchill Downs Incorporated	LUCKITY.COM REAL FUN. REAL CASH.	85645621	4339982	App 6/7/2012 Reg 5/21/2013

Owner	Trademark	Serial Number/	Registration Number	Date of Filing(s)
Arlington Park Racecourse, LLC	MODESTY HANDICAP	74591967	1957400	App 10/28/1994 Reg 2/20/1996
Churchill Downs Incorporated	OAKS LILY	78868795	3332516	App 4/25/2006 Reg 11/6/2007
Churchill Downs Incorporated	OR OXFORD REWARDS LOYALTY CLUB	85878629	4520285	App 3/18/2013 Reg 4/29/2014
Churchill Downs Incorporated	OUR JOB IS FUN	77649059	4198793	App 1/14/2009 Reg 8/28/2012
Churchill Downs Incorporated	OXFORD CASINO	85872775	4482770	App 3/11/2013 Reg 2/11/2014
Churchill Downs Incorporated	OXFORD CASINO	85872208	4520259	App 3/11/2013 Reg 4/29/2014
Churchill Downs Incorporated	OXFORD REWARDS LOYALTY CLUB	85878634	4482775	App 3/18/2013 Reg 2/11/2014
Arlington Park Racecourse, LLC	PUCKER UP STAKES	74592010	1957401	App 10/28/1994 Reg 2/20/1996
Churchill Downs Incorporated	RIVERWALK CASINO	77565419	3750474	App 9/9/2008 Reg 2/16/2010
Churchill Downs Incorporated	RIVERWALK CASINO · HOTEL	77445270	3644640	App 4/10/2008 Reg 6/23/2009
Churchill Downs Incorporated	RIVERWALK CASINO · HOTEL	77417596	3604006	App 3/10/2008 Reg 4/7/2009
Churchill Downs Incorporated	ROAD TO THE KENTUCKY DERBY	85589718	4345282	App 4/5/2012 Reg 6/4/2013

Owner	Trademark	Serial Number/	Registration Number	Date of Filing(s)
Churchill Downs Incorporated	ROAD TO THE ROSES	76360389	2744388	App 1/18/2002 Reg 7/29/2003
Arlington Park Racecourse, LLC	ROUND TABLE STAKES	74592009	1952704	App 10/28/1994 Reg 1/30/1996
Churchill Downs Incorporated	RUN FOR THE ROSES	77574650	3908444	App 9/19/2008 Reg 1/18/2011
Churchill Downs Incorporated	RUN FOR THE ROSES	77574645	3920230	App 9/19/2008 Reg 2/15/2011
Arlington Park Racecourse, LLC	SECRETARIAT	74592551	1986605	App 10/31/1994 Reg 7/16/1996
Arlington Park Racecourse, LLC	SPRINGFIELD STAKES	74592083	1975924	App 10/28/1994 Reg 5/28/1996
Churchill Downs Incorporated	STUDZ POKER CLUB	87232748	ITU	App 11/10/2016
Churchill Downs Incorporated	THE HANDICAPPER'S EDGE	77360242	3504268	App 12/27/2007 Reg 9/23/2008
Churchill Downs Incorporated	THE KENTUCKY DERBY	73628052	1534197	App 11/3/1986 Reg 4/11/1989
Churchill Downs Incorporated	THE WORLD'S MOST LEGENDARY RACETRACK	74670403	2071030	App 5/5/1995 Reg 6/17/1997
Churchill Downs Incorporated	THURBY	86135863	4603280	App 12/5/2013 Reg 9/9/2014
Churchill Downs Incorporated	TWINSPIRES	77121932	3454767	App 3/5/2007 Reg 6/24/2008

Owner	Trademark	Serial Number/	Registration Number	Date of Filing(s)
Churchill Downs Incorporated	TWINSPIRES	77121921	3454766	App 3/5/2007 Reg 6/24/2008
Churchill Downs Incorporated	TWINSPIRES TV	85011787	3877027	App 4/12/2010 Reg 11/16/2010
Churchill Downs Incorporated	ULTIMATE PPS	77371812	3611026	App 1/15/2008 Reg 4/28/2009
United Tote Company	UNITED TOTE	77090430	3421362	App 1/24/2007 Reg 5/6/2008
Arlington Park Racecourse, LLC	WASHINGTON PARK HANDICAP	74592012	1952705	App 10/28/1994 Reg 1/30/1996
Yobet.com, LLC	WHO DO YOU LIKE?.COM	77827792	3987640	App 9/16/2009 Reg 7/5/2011
Churchill Downs Incorporated	WICKED GOOD FUN!	86140694	4650386	12/11/2013 Reg 12/2/2014
Churchill Downs Incorporated	WICKED GOOD FUN!	86133498	4567674	App 12/3/2013 Reg 7/15/2014
Churchill Downs Incorporated	YOBET	86728197	ITU	App 8/18/2015
Churchill Downs Incorporated	YOBET CASINO	86728228	ITU	App 8/18/2015
Churchill Downs Incorporated	YOBET MOBILE	86728223	ITU	App 8/18/2015
Churchill Downs Incorporated	YOBET.COM	75774243	2572594	App 8/13/1999 Reg 5/28/2002

Owner	Trademark	Serial Number/	Registration Number	Date of Filing(s)
Churchill Downs Incorporated	YUBET.COM	75774690	2587113	App 8/13/1999 Reg 7/2/2002

Exhibit C

SCHEDULE OF U.S. PATENTS

<b>Owner</b>	<b>Title</b>	<b>Application Number (Publication Number) Patent Number</b>	<b>Date of Filing(s) Publication Date Issue Date</b>
Churchill Downs Technology Initiatives Company	Personalized transaction management and media delivery system	12428305 US9355102	App 4/22/2009 Issued 5/31/2016
United Tote Company	Method and apparatus for enhancing a wagering experience using a wagering terminal	US14089466 US9685031	App 11/25/2013 Issued 6/20/2017
United Tote Company	Methods and systems for presenting pari-mutuel betting options and constructing wagers	11001578 US9384622	App 12/1/2004 Issued 7/5/2016
United Tote Company	Methods and systems for presenting pari-mutuel betting options and constructing wagers	US13658294 US8814700	App 10/23/2012 Issued 8/26/2014
United Tote Company	Method and system for viewing images of a pari-mutuel gaming activity	10923193 US8622824	App 8/19/2004 Issued 1/7/2014
United Tote Company	Method and apparatus for enhancing a wagering experience using a wagering terminal adaptable to a self-service mode	12778814 US8591318	App 5/12/2010 Issued 11/26/2013
United Tote Company	Methods and systems for presenting pari-mutuel betting options and constructing wagers	10727154 US8292729	App 12/2/2003 Issued 10/23/2012
United Tote Company	Systems and methods for accessing, manipulating and using funds associated with lottery-type games	11223217 US8128485	App 9/9/2005 Issued 3/6/2012
United Tote Company	Methods and systems for conducting pari-mutuel wagers	10982546 US8033911	App 11/5/2004 Issued 10/11/2011
United Tote Company	Methods and systems for communicating parimutuel wager details and results	10987953 US7922585	App 11/12/2004 Issued 4/12/2011

<b>Owner</b>	<b>Title</b>	<b>Application Number (Publication Number) Patent Number</b>	<b>Date of Filing(s) Publication Date Issue Date</b>
United Tote Company	Methods and systems for conducting live pool and competitive wagering activities	11079923 US7942735	App 3/14/2005 Issued 5/17/2011
United Tote Company	Methods and systems for conducting parimutuel wagers	10704533 US7883411	App 11/7/2003 Pub 2/8/2011
United Tote Company	Method and apparatus for enhancing a wagering experience using a wagering terminal adaptable to a self-service mode	11005810 US7762886	App 12/7/2004 Issued 7/27/2010
United Tote Company	Systems and methods for accessing, manipulating and using funds associated with pari-mutuel wagering	11083792 US7749078	App 3/17/2005 Issued 7/6/2010
United Tote Company	Methods, apparatuses, and systems for on-premises wagering from mobile devices	13193271 (US20130029755)	App 07/28/2011 Pub 01/31/2013
United Tote Company	Methods, apparatuses, and systems for on-premises wagering from mobile devices	13922761 (US20130337894)	App 06/20/2013 Pub 12/19/2013
Youbet.com LLC	System and method for relaying race information	10940865 US8118675	App 9/14/2004 Issued 2/21/2012
Youbet.com LLC	Method for permitting cancellation of a wager	11279834 US8083584	App 4/14/2006 Issued 12/27/2011
Youbet.com LLC <sup>7</sup>	Player reward system for activity on a computer system	11684295 US7815506	App 3/9/2007 Issued 10/19/2010

<sup>7</sup>Tomahawk Merger LLC is a prior name of Youbet.com, LLC. This filing will be updated with USPTO.

**Exhibit D**

**SCHEDULE OF LICENSED COPYRIGHTS**

None.