

10-07-1999



U.S. Department of Commerce  
Patent and Trademark Office

101163858

To the Honorable Commissioner of Patents and Trademarks: Ple.

1. Name of conveying party(ies) *MRD*  
 Hollywood Park, Inc. *10-4-99*

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation - State      Delaware  
 Other \_\_\_\_\_

Additional name(s) of conveying Party(ies) attached?  
 Yes       No

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: September 10, 1999

2. Name and address of receiving party(ies):  
 Name: Churchill Downs, Inc. *OCI 4*  
 Internal Address: \_\_\_\_\_  
 Street Address: 700 Central Avenue  
 City: Louisville State: Kentucky Zip: 40208

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership: \_\_\_\_\_  
 Limited Partnership: \_\_\_\_\_  
 Corporation - State: Kentucky  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designation must be a separate document from Assignment)  
 Additional Name(s) & address(es) attached:  
 Yes  No

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s): \_\_\_\_\_ B. Trademark Registration No.(s): 1,850,076

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning documents should be mailed:  
 Name: Mandy Robertson-Bora  
 Internal Address: Gibson, Dunn & Crutcher LLP  
Suite 4000  
 Street Address: 2029 Century Park East  
 City Los Angeles State CA Zip 90067

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.  
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Mandy Robertson-Bora *Mandy Robtly - Bora* Sept. 28, 1999  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document: 3

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OMB No. 0651-0011

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patents and Trademarks  
 Box Assignments  
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing this document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

CA992640.092/-1+

TRADEMARK  
 REEL: 001971 FRAME: 0406

## TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") is entered into by Hollywood Park, Inc., a Delaware corporation with offices located at 1050 South Prairie Avenue, Inglewood, California 90301 ("Assignor"), as assignor, in favor of Churchill Downs, Inc., a Kentucky corporation with offices located at 700 Central Avenue, Louisville, Kentucky 40208 ("Assignee"), as assignee, with reference to the following facts and circumstances:

WHEREAS, to the best of Assignor's knowledge (as knowledge is defined in that certain Asset Purchase Agreement dated May 5, 1999 between the parties hereto), Assignor is the proprietor of all right, title and interest in and to the mark HOLLYWOOD PARK for conducting horse races (the "Trademark"), including the following United States trademark registration:

Trademark	Registration No.	Issue Date
HOLLYWOOD PARK	1,850,076	August 16, 1994

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Trademark and related rights.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign and transfer unto Assignee in perpetuity, all right, title and interest of Assignor throughout the world in and to the Trademark, including without limitation the Trademark registration identified above, together with the goodwill of the business symbolized by the mark, as well as its entire right, title and interest in and to all State registrations of the mark heretofore granted or applied for, any and all common law rights to the Trademark in the United States and any state thereof, and any and all claims and demands it may have either at law or in equity arising out of any past infringements.

Assignor does hereby expressly agree that procedures be taken with the United States Patent and Trademark Office singly by Assignee to record the transfer of the Trademark to Assignee.

In testimony whereof, Assignor has caused this Assignment to be executed by its officer thereunto duly authorized.

Dated this 10<sup>th</sup> day of September, 1999.

HOLLYWOOD PARK, INC.

By: R. D. Hubbard

R.D. Hubbard

Chairman of the Board and

Chief Executive Officer

GIBSON, DUNN & CRUTCHER LLP

LAWYERS

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
INCLUDING PROFESSIONAL CORPORATIONS

2029 CENTURY PARK EAST

LOS ANGELES, CALIFORNIA 90067-3026

(310) 552-8500

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September 28, 1999

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DENVER, COLORADO 80202-2641

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ALBERT CRUTCHER, 1860-1931

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WRITER'S DIRECT DIAL NUMBER

(310) 551-8755

OUR FILE NUMBER

C 18958-00001

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Re: Assignment of Trademark Registration No. 1,850,076 for the Mark  
"HOLLYWOOD PARK"

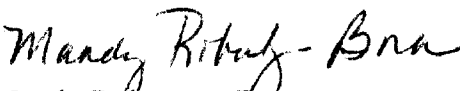
Dear Sir or Madam:

Enclosed for recordal please find a Recordation Cover Sheet and an Trademark Assignment between Hollywood Park, Inc., a Delaware corporation (Assignor), and Churchill Downs, Inc., a Kentucky corporation (Assignee), relating to the above-captioned registration. Also enclosed please find a check in the amount of \$40.00 to cover the requisite fee.

In order to acknowledge receipt of the enclosed materials, please date-stamp the enclosed, self-addressed, stamped post-card and return the same to me.

Thank you for your assistance and please don't hesitate to contact me if you have any questions or require additional information.

Very truly yours,

  
Mandy Robertson-Bora  
Senior Paralegal

AR/ar/enclosures

cc: Kristina Woodworth, Esq. (w/ enclosures)  
CA992640.093/1+

RECORDED; 10/04/1999

TRADEMARK  
REEL: 001971 FRAME: 0409