

08-10-2000



SHEET

101429112

7.18.00

To the Honorable Commissioner of Patents and Trademarks:
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
CHURCHILL DOWNS INC.

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation-State- **Kentucky**
 Other _____

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

2. Name and Address of Receiving party(ies):
 Name: **CHURCHILL DOWNS CALIFORNIA COMPANY**
 Street Address: **1050 South Prairie Avenue**
 City: **Inglewood**
 State: **California** Zip: **90301**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Kentucky**
 Other _____

3. Nature of conveyance:

Assignment
 Merger
 Security Agreement
 Change of Name
 Other _____

Execution Date: July 12, 2000

If assignee is not domiciled in the United States, a domestic representative designated 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 document should be mailed:

Name: **William H. Hollander**
Wyatt, Tarrant & Combs
 Street Address: **2600 Citizens Plaza**

City: **Louisville,**
 State: **Kentucky** Zip: **40202**

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

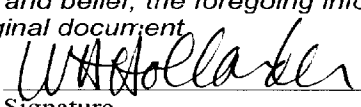
8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account.)

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Q1 FC:481 40.00 DP

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.

William H. Hollander 
 Name of person signing Signature

July 13, 2000
 Date

Total number of pages comprising cover sheet: 1

ASSIGNMENT OF TRADEMARK

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

Assignor is the current owner of the following trademark by assignment recorded on October 4, 1999 at reel/frame 001971/0406:

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

WHEREAS, to the best of Assignor's knowledge, Assignor is the proprietor of all right, title and interest in and to the mark HOLLYWOOD PARK for conducting horse races, (the "**Trademark**"), including United States trademark registration 1,850,076 described above; and

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 as of: July 12, 2000.

CHURCHILL DOWNS INCORPORATED



Rebecca C. Reed
Senior Vice President and Secretary