



101987094

To The Honorable Commission

... record the attached original document or copy thereof.

1. Name of conveying party(ies):
DOVER DOWNS ENTERTAINMENT, INC.
(Delaware Corporation)

1-25-02

- Individual(s)
General Partnership
X Corporation-State
Association
Limited Partnership
Other

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

2. Name and address of receiving party(ies)

Name: Dover Downs, Inc.

Internal Address:

Street Address: One Rollins Plaza; 2200 Concord Pike

City: Wilmington State: DE Zip: 19803

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
X Corporation State Delaware
Other

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)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- X Assignment
Security Agreement
Other
Merger
Change of Name

Execution Date: January 17, 2002

4. Application number(s) or registration number(s):

A) Trademark Application No.(s)

75/619,443

B) Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:

CAESAR, RIVISE, BERNSTEIN, COHEN & POKOTILOW, LTD.

Attn: Manny D. Pokotilow, Esq.
12th Floor - 7 Penn Center
1635 Market Street; Phila, PA 19103-2212

6. Total number of applications and registrations involved..... 1

7. Total fee (37 CFR 3.41)..... \$ 40

Authorized to Charge to Deposit Account No. 03-0075 (duplicate attached)

DO NOT USE THIS SPACE

8. 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.

Manny D. Pokotilow
Name of Person Signing

Signature

1-18-02
Date

Total number of pages including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks; Box Assignments; Washington DC 20231

TRADEMARK
REEL: 002446 FRAME: 0043

ASSIGNMENT OF TRADEMARKS

WHEREAS, **DOVER DOWNS ENTERTAINMENT, INC.**, a Delaware corporation having a place of business at One Rollins Plaza, 2200 Concord Pike, Wilmington, Delaware 19803 (hereinafter "ASSIGNOR") has adopted and has been using the mark **CAPITAL CLUB**, presently pending under Application Serial No. 75/619,443 and is the proprietor of said mark, prints, signs and labels on which said mark has appeared.

WHEREAS, for good and valuable consideration assignor assigned and transferred to **DOVER DOWNS, INC.**, a Delaware corporation having a place of business at One Rollins Plaza; 2200 Concord Pike; Wilmington, Delaware 19803, (hereinafter "ASSIGNEE") all of the right, title and interest of said ASSIGNOR in and to the **CAPITAL CLUB** mark, prints, signs and labels on which said mark has appeared, all registrations and applications for the registrations of said mark and the goodwill of the business associated with and symbolized mark, prints, signs and labels; and

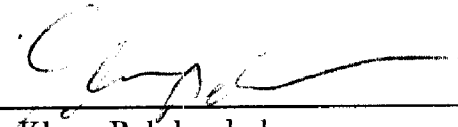
WHEREAS, it is the desire of ASSIGNOR and ASSIGNEE to record the assignment of said **CAPITAL CLUB** mark and the transfer to ASSIGNEE of said mark.

NOW THEREFORE, IN CONSIDERATION of the sum of \$1.00 and other good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the receipt of which is hereby acknowledged by ASSIGNOR, and in further consideration of the fact that it is the desire of ASSIGNOR to be legally bound hereby, said ASSIGNOR does hereby sell, assign and transfer unto ASSIGNEE its **CAPITAL CLUB** mark, all prints, signs and labels on which said mark has appeared; and any applications or trademark registrations of said mark, the prints, signs and labels and the goodwill of the business associated with and symbolized by said mark, prints, signs and labels on which the mark has appeared.

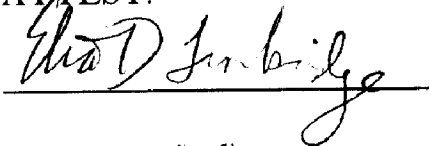
Included in this assignment is the entire right, title and interest in and to the CAPITAL CLUB mark together with the goodwill of the business associated with and symbolized by the mark. Also, included in this assignment are any and all rights which ASSIGNOR has against persons who have infringed upon the mark, prints, signs and labels. These rights include the right to sue and recover for all damages and profits arising out of past infringement of the mark, prints, signs and labels.

IN WITNESS WHEREOF, DOVER DOWNS ENTERTAINMENT, INC.. has caused this Assignment to be signed by its Vice President, Secretary and General Counsel, Klaus Belohoubek, hereunto duly authorized, and has caused its corporate seal to be hereunto affixed and duly attested this 17, day of January, 2002.

DOVER DOWNS ENTERTAINMENT, INC.

By 
Name: Klaus Belohoubek
Title: Vice President, Secretary and General Counsel

ATTEST:

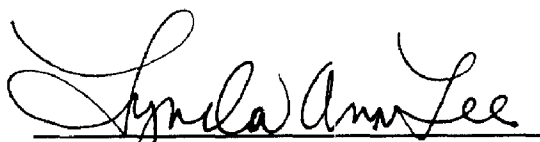


(Corporate Seal)

State of Delaware :
 : SS
County of New Castle :

On this 17th day of January, 2002, before me personally appeared

Klaus Belohoubek (Name), to me known, who after being duly sworn, did depose and say that at the time of the Assignment is the Vice President, Secretary and General Counsel (Title) of **DOVER DOWNS ENTERTAINMENT, INC.**, a Delaware corporation, the corporation described herein, and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of **DOVER DOWNS ENTERTAINMENT, INC.** and that he signed his name thereto by like order.



Notary Public (SEAL)

MY COMMISSION EXPIRES: January 21, 2004