

06-18-2002

(Rev. 6-9 3)

Patent and Trademark Office



To The Honorable Commissioner of I

102125814

attached original document or copy thereof.

1. Name of conveying party(ies):
Dover Downs, Inc.
(Delaware Corporation)

6.11.02

2. Name and address of receiving party(ies)

Name: Dover Downs Gaming & Entertainment, Inc.

Internal Address:

Street Address: 2200 Concord Pike / 15th Floor

City: Wilmington State: DE Zip: 19803

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

Individual(s) citizenship

Association

General Partnership

Limited Partnership

X Corporation State Delaware

Other

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

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 Merger
Security Agreement Change of Name
Other

Execution Date: May 31, 2002

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

A) Trademark Application No.(s)

B) Trademark Registration No.(s)

SEE ATTACHED EXHIBIT A

75619443

06/17/2002 BTOM11 00000170 030075 75619443

01 FC:481 40.00 CH
02 FC:482 275.00 CH

Additional numbers attached? Yes No

Vertical stamp: RECEIVED... JUN 11 11 11 AM '02

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..... 12
1@\$40.00 and 11 @\$25.00

7. Total fee (37 CFR 3.41)..... \$ 315.00

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 of Manny D. Pokotilow

June 3 2002
Date

Total number of pages including cover sheet, attachments and document: 5

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

TRADEMARK
REEL: 002527 FRAME: 0127

EXHIBIT A

Re: Dover Downs, Inc.

Sub: Assignment

Applications and Registrations Affected by the Assignment

1. CAPITAL CLUB; Application Serial No. 75/619,443;
2. D (stylized); Application Serial No. 76/348,241
3. DOVER DOWN SLOTS; Registration No. 2,139,209
4. DOVER DOWNS; Application Serial No. 76/348,631
5. DOVER DOWNS RACEWAY; Registration No. 2,178,196
6. DOVER DOWNS SLOTS PLUS DESIGN; Registration No. 2,313,907
7. GAZEBO BAR, Registration No. 2,313,908
8. MICHELE'S, Application Serial No. 76/348,571
9. MISCELLANEOUS DESIGN; Registration No. 2,318,956
10. MISCELLANEOUS DESIGN; Registration No. 2,318,255
11. ROLLINS CENTER, Application Serial No. 76/348,572
12. WINNER'S CIRCLE, Registration No. 2,466,838

ASSIGNMENT OF TRADEMARKS

WHEREAS, **DOVER DOWNS INC.**, a Delaware corporation having a place of business at 2200 Concord Pike; 15TH Floor; Wilmington, Delaware 19803 (hereinafter "ASSIGNOR") has adopted and has been using the marks shown on the attached Exhibit 1, and is the proprietor of said marks, prints, signs and labels on which said marks have appeared.

WHEREAS, for good and valuable consideration assignor assigned and transferred to **DOVER DOWNS GAMING & ENTERTAINMENT, INC.**, a Delaware corporation having a place of business at 2200 Concord Pike; 15th Floor; Wilmington, Delaware 19803, (hereinafter "ASSIGNEE") all of the right, title and interest of said ASSIGNOR in and to the marks attached as Exhibit 1, prints, signs and labels on which said marks have appeared, all registrations and applications for the registrations of said marks and the goodwill of the business associated with and symbolized marks, prints, signs and labels; and

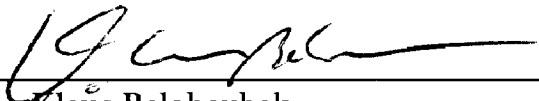
WHEREAS, it is the desire of ASSIGNOR and ASSIGNEE to record the assignment of said marks shown in Exhibit 1 and the transfer to ASSIGNEE of said marks.

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 marks shown in Exhibit 1, all prints, signs and labels on which said marks have appeared; and any applications or trademark registrations of said marks, the prints, signs and labels and the goodwill of the business associated with and symbolized by said marks, prints, signs and labels on which the marks have appeared.

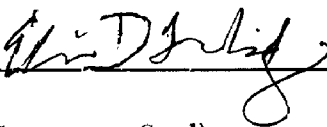
Included in this assignment is the entire right, title and interest in and to the marks listed in Exhibit 1 together with the goodwill of the business associated with and symbolized by the marks. Also, included in this assignment are any and all rights which ASSIGNOR has against persons who have infringed upon the marks, 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 marks, prints, signs and labels.

IN WITNESS WHEREOF, DOVER DOWNS, INC.. has caused this Assignment to be signed by its Vice President-General Counsel and Secretary, Klaus Belohoubek hereunto duly authorized, and has caused its corporate seal to be hereunto affixed and duly attested this 31st day of May, 2002.

DOVER DOWNS, INC.

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

ATTEST:



(Corporate Seal)

State of Delaware

:

: SS

County of New Castle

:

On this 31st day of May, 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-General Counsel and Secretary(Title) of DOVER DOWNS, 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, INC. and that he signed his name thereto by like order.

Lynela Ann Lee (SEAL)
Notary Public

MY COMMISSION EXPIRES: January 21, 2004