

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CDIP, LLC		11/10/2006	LIMITED LIABILITY COMPANY: KENTUCKY

RECEIVING PARTY DATA

Name:	Churchill Downs Louisiana Horseracing Company, L.L.C.
Doing Business As:	DBA Fair Grounds Race Course
Street Address:	1751 Gentilly Blvd.
City:	New Orleans
State/Country:	LOUISIANA
Postal Code:	70119
Entity Type:	LIMITED LIABILITY COMPANY: LOUISIANA

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	2717830	
Registration Number:	2717831	
Registration Number:	2717934	
Registration Number:	2719779	
Registration Number:	2719778	
Registration Number:	2756769	FAIR GROUNDS RACE COURSE
Registration Number:	2756768	FAIR GROUNDS RACE COURSE
Registration Number:	2759489	FAIR GROUNDS RACE COURSE
Registration Number:	2764847	
Registration Number:	2765008	FAIR GROUNDS NET BET
Registration Number:	2774434	FAIR GROUNDS RACE COURSE
Registration Number:	2774533	NEW ORLEANS FAIR GROUNDS
Registration Number:	2774532	FAIR GROUNDS

OP \$490.00 2717830

Registration Number:	2776307	FAIR GROUNDS
Registration Number:	2782522	FAIR GROUNDS PHONE BET
Registration Number:	2885332	NET BET
Registration Number:	2938503	FGNETBET.COM
Registration Number:	2935274	FGNETBET
Serial Number:	76162538	FAIR GROUNDS RACE COURSE

CORRESPONDENCE DATA

Fax Number: (502)636-4439
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 502-636-4449
Email: dwood@kyderby.com
Correspondent Name: Debra A. Wood
Address Line 1: 700 Central Avenue
Address Line 4: Louisville, KENTUCKY 40208

NAME OF SUBMITTER:	Debra A. Wood
Signature:	/Debra A. Wood/
Date:	12/01/2006

Total Attachments: 3
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ASSIGNMENT OF SERVICE MARKS AND TRADEMARKS

This ASSIGNMENT OF SERVICE MARKS AND TRADEMARKS is made as of the 10th day of November, 2006, by CDIP, LLC, a Kentucky limited liability company, with its principal place of business at 700 Central Avenue, Louisville, KY 40208 ("Assignor"), to Churchill Downs Louisiana Horseracing Company, L.L.C., a Louisiana limited liability company, with its principal office at 1751 Gentilly Blvd., New Orleans, LA 70119 ("Assignee").

Assignor desires to transfer and assign to Assignee, and Assignee desires to accept the transfer and assignment of all of Assignor's worldwide right, title and interest in, to and under Assignor's registered and unregistered domestic and foreign service marks, trademarks, trademark applications and trade names, including without limitation, the service marks, trademarks, service mark and trademark applications and trade names listed on Schedule A annexed hereto and incorporated herein by reference (all of the foregoing being referred to herein as the "Marks").

NOW, THEREFORE, for and in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby transfers and assigns to Assignee, and Assignee hereby accepts the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under the Marks, together with the goodwill of the business associated therewith and which is symbolized thereby, all rights to sue for infringement of any Mark, whether arising prior to or subsequent to the date of this Assignment of Service Marks and Trademarks, and any and all renewals and extensions thereof that may hereafter be secured under the laws now or hereafter in effect in the United States, Canada and in any other jurisdiction, the same to be held and enjoyed by the said Assignee, its successors and assigns from and after the date hereof as fully and entirely as the same would have been held and enjoyed by the said Assignor had this Assignment of Service Marks and Trademarks not been made.

By this instrument, Assignor makes no representations or warranties whatsoever, and hereby expressly disclaims, any and all express or implied representations and warranties.

Except to the extent that federal law preempts state law with respect to the matters covered hereby, this Assignment of Service Marks and Trademarks shall be governed by and construed in accordance with the laws of the State of Kentucky.

IN WITNESS WHEREOF, Assignor has caused its duly authorized officer to execute this Assignment of Service Marks and Trademarks as of the date first above written.

CDIP, LLC

By:



Michael E. Miller, President

State of Kentucky)
)ss:
County of Jefferson)

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me on this 10th day of November, 2006 by Michael E. Miller, President of CDIP, LLC, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Notary Public, State at Large, KY







My Commission Expires:

My commission expires Sept 12, 2008

Shawn Osterley
Notary Public, State at Large

SCHEDULE A

Registered Service marks and Trademarks (Federal)

Service mark or Trademark	U.S. Registration No.	Registration Date
	2,717,830	May 20, 2003
	2,717,831	May 20, 2003
	2,717,934	May 20, 2003
	2,719,779	May 27, 2003
	2,719,778	May 27, 2003
FAIR GROUNDS RACE COURSE	2,756,769	August 26, 2003
FAIR GROUNDS RACE COURSE	2,756,768	August 26, 2003
FAIR GROUNDS RACE COURSE	2,759,489	September 2, 2003
	2,764,847	September 16, 2003
FAIR GROUNDS NET BET	2,765,008	September 16, 2003
FAIR GROUNDS RACE COURSE	2,774,434	October 21, 2003
NEW ORLEANS FAIR GROUNDS	2,774,533	October 21, 2003
FAIR GROUNDS	2,774,532	October 21, 2003
FAIR GROUNDS	2,776,307	October 21, 2003
FAIR GROUNDS PHONE BET	2,782,522	November 11, 2003
NET BET	2,885,332	September 14, 2004

Pending Service mark or Trademark Applications (Federal)
(for which statements of use have been filed)

Service mark or Trademark	U.S. Serial No.	Application Date
FGNETBET.COM	76/266705	June 4, 2001
FGNETBET	76/266129	June 1, 2001
FAIR GROUNDS RACE COURSE	76/162538	November 9, 2000

Registered Service marks and Trademarks (State)

Service mark or Trademark	State of Registration	Registration Date
FAIR GROUNDS CLUBHOUSE	Louisiana	April 15, 1988
FAIR GROUNDS OFF TRACK BETTING	Louisiana	October 24, 1988
FAIR GROUNDS RACETRACK	Louisiana	April 15, 1988
FAIR GROUNDS RESTAURANT AND BAR	Louisiana	April 15, 1988