

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/31/2001 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--|----------|----------------|-----------------------|
| Arlington International Racecourse, Inc. | | 12/21/2001 | CORPORATION: ILLINOIS |

RECEIVING PARTY DATA

| | |
|-----------------|-------------------------------------|
| Name: | Arlington Park Racecourse, LLC |
| Street Address: | 2000 Euclid Avenue |
| City: | Arlington Heights |
| State/Country: | ILLINOIS |
| Postal Code: | 60006 |
| Entity Type: | LIMITED LIABILITY COMPANY: ILLINOIS |

PROPERTY NUMBERS Total: 24

| Property Type | Number | Word Mark |
|----------------------|---------|-------------------------------|
| Registration Number: | 2437269 | INSIDE RAIL |
| Registration Number: | 2575234 | A-CLUB |
| Registration Number: | 2649941 | ARLINGTON PARK |
| Registration Number: | 1955931 | ARLINGTON-WASHINGTON FUTURITY |
| Registration Number: | 1955925 | ARLINGTON CLASSIC |
| Registration Number: | 1972394 | ARLINGTON HANDICAP |
| Registration Number: | 1957401 | PUCKER UP STAKES |
| Registration Number: | 1933051 | ARLINGTON-WASHINGTON LASSIE |
| Registration Number: | 1969474 | ARLINGTON MATRON HANDICAP |
| Registration Number: | 1928105 | SEA O'ERIN HANDICAP |
| Registration Number: | 1967951 | HANSHIN HANDICAP |
| Registration Number: | 1643068 | A |

OP \$615.00 2437269

| | | |
|----------------------|---------|------------------------------------|
| Registration Number: | 1643066 | ARLINGTON |
| Registration Number: | 1980602 | INTERNATIONAL FESTIVAL OF RACING |
| Registration Number: | 1977761 | AMERICAN DERBY |
| Registration Number: | 1975924 | SPRINGFIELD STAKES |
| Registration Number: | 1952705 | WASHINGTON PARK HANDICAP |
| Registration Number: | 1952704 | ROUND TABLE STAKES |
| Registration Number: | 1922590 | BEVERLY D |
| Registration Number: | 1957400 | MODESTY HANDICAP |
| Registration Number: | 1643067 | ARLINGTON MILLION |
| Registration Number: | 1696540 | ARLINGTON INTERNATIONAL RACECOURSE |
| Registration Number: | 1665281 | ARLINGTON MILLION X |
| Registration Number: | 1473710 | INTERNATIONAL FESTIVAL OF RACING |

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: bblackwell@kyderby.com
Correspondent Name: Bradley K. Blackwell
Address Line 1: 700 Central Avenue
Address Line 4: louisville, KENTUCKY 40208

| | |
|-------------------------|----------------------|
| ATTORNEY DOCKET NUMBER: | ARLINGTON PARK |
| NAME OF SUBMITTER: | Bradley K. Blackwell |
| Signature: | /Brad Blackwell/ |
| Date: | 01/11/2007 |

Total Attachments: 8
source=Arlington Merger Document#page1.tif
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Form **LLC-37.25**
January 1999

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
http://www.sos.state.il.us

Remit payment in check or money order,
payable to "Secretary of State."
Filing Fee is \$100, but if merger of more
than two entities, \$50 for each additional
entity.

Illinois
Limited Liability Company Act
Articles of Merger

SUBMIT IN DUPLICATE

Must be typewritten

This space for use by Secretary of State

Date 12-26-01
Assigned File # 0059-815-1
Filing Fee JB \$ 150.00
Approved: JB

This space for use by
Secretary of State

FILED

DEC 26 2001

JESSE WHITE
SECRETARY OF STATE

1. Names of the entities proposing to merge, and the state or country of their organization:

| Name of Entity | Type of Entity (Corporation Limited Liability Company, Limited Partnership, General Partnership or other permitted entity) | Domestic State or Country | Illinois Secretary of State File # (if any) |
|---|---|------------------------------|--|
| Arlington International Racecourse, Inc. | Corporation | Illinois | 56109846 |
| Turf Club of Illinois, Inc. | Corporation | Illinois | 54791194 |
| <u>Arlington Park Racecourse, LLC (LLC)</u> | | <u>IL</u> | <u>0059-815-1</u> |

2. The plan of merger has been approved and signed by each limited liability company and other entity that is to merge. If a corporation is a party to the merger, a copy of the plan as approved is attached to these articles of merger.

3. (a) Name of the surviving entity: Arlington Park Racecourse, LLC

(b) Address of the surviving entity: 2000 Euclid Avenue, Arlington Heights, Illinois 60006

4. Effective date of merger: (check one)

a) the filing date, or

b) a later date, but not more than 30 days subsequent to the filing date:

December 31, 2001

(month, day and year)

5. All limited liability companies that are parties to this merger and were on record with the Illinois Secretary of State prior to January 1, 1998, have elected in their operating agreements to be governed by the amendatory Act of 1997.

LLC-37.25

6. If the survivor is a limited liability company, stated below are changes that are necessary to its articles of organization by reason of this merger:

NONE

7. For the limited liability companies that are parties to the merger, complete the following:

| Name of LLC | Jurisdiction | Organization Date | Date of Admission to Illinois (foreign LLC's) |
|--------------------------------|--------------|-------------------|---|
| Arlington Park Racecourse, LLC | Illinois | September 4, 2001 | 00598151 |
| | | | |
| | | | |

8. If the surviving entity is not a limited liability company, it agrees that it may be served with process in this State and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State which is to merge, and for the enforcement, as provided in this Act, of the right of members of any limited liability company to receive payment for their interest against the surviving entity.

9. The undersigned entities caused these articles to be signed by the duly authorized person, each of whom affirms, under penalty of perjury, that the facts stated herein are true.

1. _____
(Signature)

See Attached Signatures

(Type or print name and title)

Arlington International Racecourse, Inc.

(Name if a corporation or other entity)

2. _____
(Signature)

See Attached Signatures

(Type or print name and title)

Turf Club of Illinois, Inc.

(Name if a corporation or other entity)

3. _____
(Signature)

See Attached Signatures

(Type or print name and title)

Arlington Park Racecourse, LLC

(Name if a corporation or other entity)

4. _____
(Signature)

See Attached Signatures

(Type or print name and title)

(Name if a corporation or other entity)

If additional space is needed, it must be continued in the same format on a plain white 8 1/2X11" sheet, which must be stapled to this form.

(Signatures must be in ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

ARTICLES OF MERGER OF
ARLINGTON INTERNATIONAL RACECOURSE, INC. AND
TURF CLUB OF ILLINOIS, INC. WITH AND INTO
ARLINGTON PARK RACECOURSE, LLC

Pursuant to Ill. Rev. Stat. Chapter 37 and Chapter 5, the undersigned corporations and the undersigned limited liability company execute the following Articles of Merger:

A. The name and jurisdiction of formation or organization of each constituent entity which is to merge are [i] Arlington International Racecourse, Inc., an Illinois corporation, [ii] Turf Club of Illinois, Inc., an Illinois corporation and [iii] Arlington Park Racecourse, LLC, an Illinois limited liability company.

B. The Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit A (the "Plan"), was duly adopted, approved and authorized by the corporations and by the limited liability company in the manner prescribed by the Illinois Business Corporation Act and the Illinois Limited Liability Company Act, respectively. The Plan was adopted by a consent in writing signed by the sole shareholder of Arlington International Racecourse, Inc.; by a consent in writing signed by the sole shareholder of Turf Club of Illinois, Inc. and by a consent in writing signed by the sole member of Arlington Park Racecourse, LLC.

C. The name of the surviving entity is Arlington Park Racecourse, LLC, as set forth in the Plan.

D. The merger effected by these Articles of Merger shall be effective at 11:59 p.m. on December 31, 2001.

Date: December 21, 2001

ARLINGTON INTERNATIONAL
RACECOURSE, INC.

By: 

Steven P. Sexton, *Pres.*

TURF CLUB OF ILLINOIS, INC.

By: 

Steven P. Sexton, *Pres.*

ARLINGTON PARK RACECOURSE, LLC

By: 

Steven P. Sexton, *Manager*

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TRADEMARK
REEL: 003459 FRAME: 0193

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is made and entered into as of this 21st day of December, 2001, by and between ARLINGTON INTERNATIONAL RACECOURSE, INC., an Illinois corporation, TURF CLUB OF ILLINOIS, INC., an Illinois corporation (collectively, the "Corporations"), and ARLINGTON PARK RACECOURSE, LLC, an Illinois limited liability company ("LLC").

RECITALS:

Corporations and LLC have determined that it is desirable for the general welfare and advantage of Corporations and LLC for Corporations to be merged with and into LLC in accordance with the terms of the Plan.

The respective Boards of Directors of Corporations and LLC have approved and adopted this Plan and have authorized the execution hereof.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and undertakings herein contained, the parties hereby agree as follows:

ARTICLE 1

THE MERGER

1.1 The Merger. Upon the terms and conditions set forth in this Plan, at the Effective Time (as hereinafter defined) Corporations shall be merged with and into LLC, with LLC the "Surviving Business Entity" under the provisions of, and with the effect provided in, the Illinois Business Corporation Act and the Illinois Limited Liability Company Act (the "Merger").

1.2 Articles of Merger. Upon the terms and conditions set forth in this Plan, Articles of Merger will be duly prepared and executed by the Surviving Business Entity and thereafter delivered for filing to the Secretary of State of the State of Illinois. The Merger shall become effective at such time as is provided in the Articles of Merger (the "Effective Time").

1.3 Effect of Filing.

A. At the Effective Time, [i] the separate existence of Corporations shall cease and Corporations shall be merged with and into LLC, [ii] the Articles of Organization of LLC as in effect immediately prior to the Effective Time shall be the Articles of Organization of the Surviving Business Entity, and [iii] the Operating Agreement of LLC as in effect immediately prior to the Effective Time shall be the Operating Agreement of the Surviving Business Entity.

B. At the Effective Time, the managers of the Surviving Business Entity shall consist of those persons serving as the managers of LLC immediately prior to the Effective Time.

C. At and after the Effective Time, the Merger will have the effects set forth in Chapter 5 of the Illinois Business Corporation Act, Chapter 180 of the Illinois Limited Liability Company Act and as otherwise provided by law.

1.4 Limited Liability. Limited liability is retained by the Surviving Business Entity.

1.5 Address. The street address of the principal place of business of the Surviving Business Entity is 2000 Euclid Avenue, Arlington Heights, Illinois 60006.

ARTICLE 2

CONVERSION OF SHARES

2.1 Conversion.

A. Cancellation of Corporations' Common Stock. Each share of each Corporation's Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically, by virtue of the Merger and at the Effective Time, be canceled and shall cease to exist.

B. LLC Membership Interests. Membership interests in LLC issued and outstanding immediately prior to the Effective Time shall remain outstanding and unaffected by the Merger.

ARTICLE 3

COVENANTS

3.1 Cooperation. LLC and Corporations shall proceed expeditiously and cooperate fully in the procurement of any consents and approvals, and in the taking of any other actions and the satisfaction of all other requirements prescribed by law or otherwise, necessary for consummation of the Merger.

3.2 Additional Agreements. In case at any time after the Effective Time any further action is necessary or desirable to carry out the purposes of this Plan or to vest the Surviving Business Entity with full title to all properties, assets, rights, approvals, immunities and franchises of either of LLC or Corporations, each party to this Plan shall take all such necessary action.

ARTICLE 4

GENERAL PROVISIONS

4.1 Law and Section Headings. This Plan shall be construed and interpreted in accordance with the laws of the State of Illinois. Section headings are used in this Plan for convenience only and are to be ignored in the construction of the terms of this Plan.

4.2 Counterparts. This Plan may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute one and the same instrument.

4.3 Entire Agreement; Waiver. This Plan constitutes and contains the entire agreement of LLC and Corporations with respect to the Merger and supersedes any prior agreement by the parties, whether written or oral. The waiver of a breach of any term or condition of this Plan must be in writing signed by the party sought to be charged with such waiver and such waiver shall not be deemed to constitute the waiver of any other breach of the same or of any other term or condition of this Plan.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be executed by their duly authorized officers as of the date first above written.

"LLC"

ARLINGTON PARK RACECOURSE, LLC

By: 
Steven P. Sexton, President

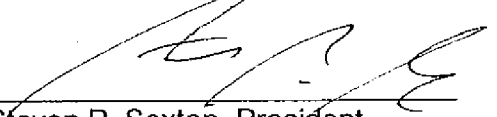
"CORPORATION"

ARLINGTON INTERNATIONAL RACECOURSE, INC.

By: 
Steven P. Sexton, President

"CORPORATION"

TURF CLUB OF ILLINOIS, INC.

By: 
Steven P. Sexton, President

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