

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                   |  |                                    |                                     |
|-----------------------------------|--|------------------------------------|-------------------------------------|
| <b>SUBMISSION TYPE:</b>           | NEW ASSIGNMENT                                 |                                    |                                     |
| <b>NATURE OF CONVEYANCE:</b>      | SECURITY INTEREST                              |                                    |                                     |
| <b>CONVEYING PARTY DATA</b>       |  |                                    |                                     |
| <b>Name</b>                       | <b>Formerly</b>                                | <b>Execution Date</b>              | <b>Entity Type</b>                  |
| Arlington Park Racecourse, LLC    |  | 12/22/2009                         | LIMITED LIABILITY COMPANY: ILLINOIS |
| <b>RECEIVING PARTY DATA</b>       |  |                                    |                                     |
| <b>Name:</b>                      | JPMorgan Chase Bank, N.A., as Collateral Agent |                                    |                                     |
| <b>Street Address:</b>            | 10 South Dearborn                              |                                    |                                     |
| <b>City:</b>                      | Chicago  |                                    |                                     |
| <b>State/Country:</b>             | ILLINOIS                                       |                                    |                                     |
| <b>Postal Code:</b>               | 60603  |                                    |                                     |
| <b>Entity Type:</b>               | national association: UNITED STATES            |                                    |                                     |
| <b>PROPERTY NUMBERS Total: 22</b> |  |                                    |                                     |
| <b>Property Type</b>              | <b>Number</b>                                  | <b>Word Mark</b>                   |                                     |
| Registration Number:              | 1643068  | A                                  |                                     |
| Registration Number:              | 1977761  | AMERICAN DERBY                     |                                     |
| Registration Number:              | 1643066  | ARLINGTON                          |                                     |
| Registration Number:              | 1955925  | ARLINGTON CLASSIC                  |                                     |
| Registration Number:              | 1972394  | ARLINGTON HANDICAP                 |                                     |
| Registration Number:              | 1696540  | ARLINGTON INTERNATIONAL RACECOURSE |                                     |
| Registration Number:              | 1969474  | ARLINGTON MATRON HANDICAP          |                                     |
| Registration Number:              | 1643067  | ARLINGTON MILLION                  |                                     |
| Registration Number:              | 1665281  | ARLINGTON MILLION X                |                                     |
| Registration Number:              | 2649941  | ARLINGTON PARK                     |                                     |
| Registration Number:              | 1955931  | ARLINGTON-WASHINGTON FUTURITY      |                                     |
| Registration Number:              | 1933051  | ARLINGTON-WASHINGTON LASSIE        |                                     |
| Registration Number:              | 1922590  | BEVERLY D                          |                                     |
| Registration Number:              | 1967951  | HANSHIN HANDICAP                   |                                     |

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**TRADEMARK**  
 REEL: 004118 FRAME: 0970

|                      |         |                                  |
|----------------------|---------|----------------------------------|
| Registration Number: | 1980602 | INTERNATIONAL FESTIVAL OF RACING |
| Registration Number: | 1957400 | MODESTY HANDICAP                 |
| Registration Number: | 1957401 | PUCKER UP STAKES                 |
| Registration Number: | 1952704 | ROUND TABLE STAKES               |
| Registration Number: | 1928105 | SEA O'ERIN HANDICAP              |
| Registration Number: | 1986605 | SECRETARIAT                      |
| Registration Number: | 1975924 | SPRINGFIELD STAKES               |
| Registration Number: | 1952705 | WASHINGTON PARK HANDICAP         |

#### CORRESPONDENCE DATA

Fax Number: (214)981-3400

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 214-981-3483

Email: dclark@sidley.com

Correspondent Name: Dusan Clark, Esq.

Address Line 1: Sidley Austin LLP

Address Line 2: 717 N. Harwood St., Suite 3400

Address Line 4: Dallas, TEXAS 75201

|                         |               |
|-------------------------|---------------|
| ATTORNEY DOCKET NUMBER: | 36084-35440   |
| NAME OF SUBMITTER:      | Dusan Clark   |
| Signature:              | /Dusan Clark/ |
| Date:                   | 12/22/2009    |

#### Total Attachments: 4

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**CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Confirmatory Grant") is made effective as of December 22, 2009 by and from ARLINGTON PARK RACECOURSE, LLC, an Illinois limited liability company (the "Grantor"), to and in favor of JPMORGAN CHASE BANK, N.A., for itself and as Collateral Agent for the Lenders and the other holders of Secured Obligations (as defined in the Credit Agreement referenced below) (in such capacities, the "Grantee").

WHEREAS, Churchill Downs Incorporated (the "Borrower"), the Grantor, certain other Subsidiaries of the Borrower, the Lenders and the Grantee have entered into a Second Amended and Restated Credit Agreement dated as of December 22, 2009 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, the Grantor, along with certain other Subsidiaries of the Borrower, has guaranteed the repayment of the Secured Obligations pursuant to a Second Amended and Restated Guaranty dated as of December 22, 2009 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Guaranty").

WHEREAS, the Borrower, the Grantor and certain other Subsidiaries of the Borrower have entered into a Second Amended and Restated Pledge and Security Agreement dated as of December 22, 2009 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

WHEREAS, the Grantor owns the trademarks listed on Exhibit A attached hereto (the "Trademarks"), which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted under the Security Agreement to the Grantee for the benefit of the Lenders and the other holders of Secured Obligations. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of (i) all the Secured Obligations and (ii) all of the obligations and liabilities of the Subsidiary

Guarantors under the Guaranty. Upon the payment in full of all Secured Obligations, the Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to the Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under the Security Agreement and this Confirmatory Grant.

(b) The Grantor hereby grants to the Grantee a security interest in (1) all of the Grantor's right, title and interest in and to the Trademarks now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds of the Trademarks, (3) the goodwill associated with such Trademarks and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same.

3) Counterparts. This Confirmatory Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

4) Governing Law. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the Commonwealth of Kentucky.

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IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant effective as of the date first written above.

ARLINGTON PARK RACECOURSE, LLC, as a  
Grantor

By: Mike Anderson  
Name: MICHAEL W. ANDERSON  
Title: TREASURER

COMMONWEALTH OF KENTUCKY )  
JEFFERSON COUNTY )

On December 21, 2009, before me, Dawn Ostertag, Notary Public, personally appeared Michael Anderson, 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.

(SEAL)

Dawn Ostertag  
Notary Public, State of Kentucky

My Commission Expires



CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS  
Exhibit A - SCHEDULE OF TRADEMARKS

Federal Registrations:

|   |                    |
|---|--------------------|
| A & Design                                  | Reg. No. 1,643,068 |
| American Derby                              | Reg. No. 1,977,761 |
| Arlington & Design                          | Reg. No. 1,643,066 |
| Arlington Classic                           | Reg. No. 1,955,925 |
| Arlington Handicap                          | Reg. No. 1,972,394 |
| Arlington International Racecourse & Design | Reg. No. 1,696,540 |
| Arlington Matron Handicap                   | Reg. No. 1,969,474 |
| Arlington Million                           | Reg. No. 1,643,067 |
| Arlington Million X & Design                | Reg. No. 1,665,281 |
| Arlington Park                              | Reg. No. 2,649,941 |
| Arlington-Washington Futurity               | Reg. No. 1,955,931 |
| Arlington-Washington Lassie                 | Reg. No. 1,933,051 |
| Beverly D                                   | Reg. No. 1,922,590 |
| Hanshin Handicap                            | Reg. No. 1,967,951 |
| International Festival of Racing            | Reg. No. 1,980,602 |
| Modesty Handicap                            | Reg. No. 1,957,400 |
| Pucker Up Stakes                            | Reg. No. 1,957,401 |
| Round Table Stakes                          | Reg. No. 1,952,704 |
| Sea O'Erin Handicap                         | Reg. No. 1,928,105 |
| Secretariat                                 | Reg. No. 1,986,605 |
| Springfield Stakes                          | Reg. No. 1,975,924 |
| Washington Park Handicap                    | Reg. No. 1,952,705 |