

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	06/02/2010		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Youbet.com, Inc.		06/02/2010	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Tomahawk Merger LLC		
<b>Street Address:</b>	700 Central Avenue		
<b>City:</b>	Louisville		
<b>State/Country:</b>	KENTUCKY		
<b>Postal Code:</b>	40208		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 17</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Serial Number:	76301518	YUBET.COM TOTALACCESS	
Serial Number:	78897492	YUBET ADVANTAGE	
Serial Number:	77726643	MYSMARTMONEY	
Serial Number:	77680859	XSTREAM AV	
Serial Number:	77827792	WHO DO YOU LIKE?.COM	
Registration Number:	2570630	YUBET.COM	
Registration Number:	2587113	YUBET.COM	
Registration Number:	2570631	YUBET.COM	
Registration Number:	2572594	YUBET.COM	
Registration Number:	2935037	YUBET.COM HARNESS	
Registration Number:	2935036	YUBET.COM HARNESS	
Registration Number:	3014081	YUBET ANYWHERE	
Registration Number:	2385449	TRACKVIEW	

900178882

**TRADEMARK**  
 REEL: 004434 FRAME: 0388

CH \$440.00 76301518

Registration Number:	2887919	PLAYERS TRUST
Registration Number:	2640695	YUBET EXPRESS
Registration Number:	2933504	YUBET MOBILE
Registration Number:	3474063	KING CONTEST

# **CORRESPONDENCE DATA**

**Fax Number:** (650)938-5200

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

**Phone:** 650-988-8500

**Email:** trademark@fenwick.com

**Correspondent Name:** Fenwick & West LLP

**Address Line 1:** 801 California Street

**Address Line 2:** Silicon Valley Center

**Address Line 4:** Mountain View, CALIFORNIA 94041

<b>ATTORNEY DOCKET NUMBER:</b>	25703-01000-1094
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<b>NAME OF SUBMITTER:</b>	Sally M. Abel
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<b>Signature:</b>	/sabel/
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<b>Date:</b>	12/15/2010
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## **Total Attachments: 3**

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# Delaware

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## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"YOUTBET.COM, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "TOMAHAWK MERGER LLC" UNDER THE NAME OF  
"YOUTBET.COM, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE THE SECOND DAY OF JUNE, A.D. 2010, AT  
1:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF JUNE,  
A.D. 2010, AT 4:01 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

4751610 8100M

100620543

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8030307

DATE: 06-02-10

TRADEMARK  
REEL: 004434 FRAME: 0390

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:48 PM 06/02/2010  
FILED 01:49 PM 06/02/2010  
SRV 100620543 - 4751610 FILE

**CERTIFICATE OF MERGER**

**OF**

**YUBET.COM, INC.**  
a Delaware corporation,

**WITH AND INTO**

**TOMAHAWK MERGER LLC**  
a Delaware limited liability company

Pursuant to Title 8, Section 264 of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

**FIRST:** The name of the surviving limited liability company is Tomahawk Merger LLC, a Delaware limited liability company, and the name of the corporation being merged with and into this surviving limited liability company is Youbet.com, Inc., a Delaware corporation.

**SECOND:** The Agreement and Plan of Merger, dated as of November 11, 2009, among Churchill Downs Incorporated, a Kentucky corporation, Tomahawk Merger Corp., a Delaware corporation, Tomahawk Merger LLC, a Delaware limited liability company, and Youbet.com, Inc., a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of the constituent entities.

**THIRD:** The name of the surviving limited liability company is Tomahawk Merger LLC, a Delaware limited liability company. The name of the surviving limited liability company shall be changed to Youbet.com, LLC upon the filing of this Certificate of Merger.

**FOURTH:** Article First of the Certificate of Formation of the surviving limited liability company shall be amended to read in its entirety as follows:

**"First:** The name of the limited liability company is Youbet.com, LLC."

**FIFTH:** This Certificate of Merger shall be effective at 4:01 p.m. Eastern Daylight Time on June 2, 2010.

**SIXTH:** The executed Agreement and Plan of Merger is on file at 700 Central Avenue, Louisville, Kentucky 40208, the place of business of the surviving limited liability company.

**SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member or stockholder of the constituent entities.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as  
of the 2nd day of June, 2010.

TOMAHAWK MERGER LLC

By: Wm C. Carstensen <sup>3g</sup>  
Name: William C. Carstensen  
Title: President