

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tomahawk Merger LLC		06/02/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Youbet.com, LLC
Street Address:	700 Central Avenue
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40208
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
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
Registration Number:	2887919	PLAYERS TRUST

CH \$440.00 76301518

900178885

TRADEMARK
 REEL: 004434 FRAME: 0413

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

ATTORNEY DOCKET NUMBER:	25703-01000-1094
NAME OF SUBMITTER:	Sally M. Abel
Signature:	/sabel/
Date:	12/15/2010

Total Attachments: 3
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Delaware

PAGE 1

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:

"YUBET.COM, INC.", A DELAWARE CORPORATION,
WITH AND INTO "TOMAHAWK MERGER LLC" UNDER THE NAME OF
"YUBET.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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8030307

DATE: 06-02-10

TRADEMARK
REEL: 004434 FRAME: 0415

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

YOUBET.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.

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

TOMAHAWK MERGER LLC

By: William C. Carstensen
Name: William C. Carstensen
Title: President