

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/26/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Colonial Downs, LLC		12/20/2013	LIMITED LIABILITY COMPANY: VIRGINIA
RECEIVING PARTY DATA			
Name:	Colonial Holdings, Inc.		
Street Address:	10515 Colonial Downs Pky.		
City:	New Kent		
State/Country:	VIRGINIA		
Postal Code:	23124		
Entity Type:	CORPORATION: VIRGINIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4141063	EZ HORSEPLAY	
Registration Number:	4141062	EZ HORSEPLAY	
CORRESPONDENCE DATA			
Fax Number:	2166960740		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	216-861-7864		
Email:	clevelandip@bakerlaw.com		
Correspondent Name:	Deborah A. Wilcox		
Address Line 1:	1900 East 9th Street		
Address Line 2:	Suite 3200		
Address Line 4:	Cleveland, OHIO 44114		
ATTORNEY DOCKET NUMBER:	039537.000022		

NAME OF SUBMITTER:	Deborah A. Wilcox
Signature:	/daw/
Date:	01/03/2014
<b>Total Attachments: 7</b> source=colonial holdings#page1.tif source=colonial holdings#page2.tif source=colonial holdings#page3.tif source=colonial holdings#page4.tif source=colonial holdings#page5.tif source=colonial holdings#page6.tif source=colonial holdings#page7.tif	

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 26, 2013

The State Corporation Commission finds the accompanying articles submitted on behalf of  
Colonial Holdings, Inc.

comply with the requirements of law and confirms payment of all required fees. Therefore, it is  
ORDERED that this

CERTIFICATE OF MERGER

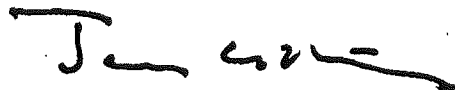
be issued and admitted to record with the articles of merger in the Office of the Clerk of the  
Commission, effective December 26, 2013. Each of the following:

Colonial Downs, LLC

is merged into Colonial Holdings, Inc., which continues to exist under the laws of VIRGINIA with  
the name Colonial Holdings, Inc., and the separate existence of each non-surviving entity  
ceases.

STATE CORPORATION COMMISSION

By



James C. Dimitri  
Commissioner

MERGACPT  
CIS0343  
13-12-20-1242

ARTICLES OF MERGER  
OF  
COLONIAL DOWNS, LLC  
(a Virginia limited liability company)  
WITH AND INTO  
COLONIAL HOLDINGS, INC.  
(a Virginia corporation)

December 20, 2013

Pursuant to Sections 13.1-720 and 13.1-1072 of the Code of Virginia of 1950, as amended, the Articles of Merger of Colonial Downs, LLC, a Virginia limited liability company ("Colonial Downs"), with and into Colonial Holdings, Inc., a Virginia corporation ("Colonial Holdings"), provide as follows:

1. Plan of Merger. The Plan of Merger (the "Plan") by which Colonial Downs shall be merged with and into Colonial Holdings, with Colonial Holdings being the surviving entity in the merger, is attached hereto as Exhibit A and made a part hereof.

2. Action Taken by Merging Entities.

(a) Colonial Downs. The Plan was approved and adopted by the written consent of the sole Member dated December 20, 2013, in accordance with the applicable provisions of the Virginia Limited Liability Company Act.

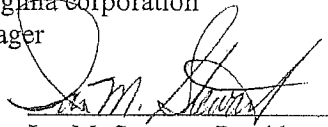
(b) Colonial Holdings. The Plan was approved and adopted by the joint written consent of the Board of Directors and sole Shareholder dated December 20, 2013, in accordance with the applicable provisions of the Virginia Stock Corporation Act.

3. Effective Time and Date. The effective time and date of the Certificate of Merger issued with respect to these Articles shall be upon filing with Virginia State Corporation Commission.

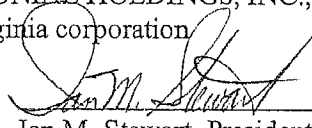
WITNESS the following signatures as December 20, 2013

COLONIAL DOWNS, LLC,  
a Virginia limited liability company

By: Colonial Holdings, Inc.,  
a Virginia corporation  
Its: Manager

By:   
Ian M. Stewart, President

COLONIAL HOLDINGS, INC.,  
a Virginia corporation

By:   
Ian M. Stewart, President

PLAN OF MERGER  
OF  
COLONIAL DOWNS, LLC  
(a Virginia limited liability company)  
WITH AND INTO  
COLONIAL HOLDINGS, INC.  
(a Virginia corporation)

THIS PLAN OF MERGER (the "Plan") dated as of December 20, 2013, pursuant to Sections 13.1-716 and 13.1-1070 of the Code of Virginia of 1950, as amended, between Colonial Downs, LLC, a Virginia limited liability company ("Colonial Downs"), and Colonial Holdings, Inc., a Virginia corporation ("Colonial Holdings" or the "Surviving Entity"), provides:

WHEREAS, Colonial Downs is a limited liability company organized and existing under and by virtue of the laws of the Commonwealth of Virginia; and

WHEREAS, Colonial Holdings is a corporation incorporated and existing under and by virtue of the laws of the Commonwealth of Virginia;

WHEREAS, the shareholders and the Board of Directors of Colonial Holdings, Inc. and the members and manager of Colonial Downs determined it is in the best interests of Colonial Holdings and Colonial Downs, respectively, for Colonial Downs to be merged with and into Colonial Holdings; and

WHEREAS, the undersigned Manager of Colonial Downs and the President of Colonial Holdings deem it desirable and in the best interests of Colonial Downs and Colonial Holdings, respectively, for Colonial Downs to be merged with and into Colonial Holdings;

NOW, THEREFORE, in consideration of the foregoing and the mutual promises and covenants set forth below, and subject to the conditions herein set forth, the Constituent Entities (as defined below) agree as follows:

ARTICLE I  
THE MERGER

1.1 Constituent Entities. The names of the "Constituent Entities" are Colonial Downs, LLC, a Virginia limited liability company, and Colonial Holdings, Inc., a Virginia corporation.

1.2 Surviving Entity. Colonial Downs shall be merged with and into Colonial Holdings (such act being referred to herein as the "Merger"). Colonial Holdings shall be the Surviving Entity, and the Surviving Entity shall be a stock corporation incorporated and governed by the laws of the Commonwealth of Virginia.

1.3 Effect of Merger. Upon the Merger Date, the effect of the Merger shall be as provided in the applicable provisions of the laws of the Commonwealth of Virginia. Without limiting the generality of the foregoing, and subject thereto, upon the Merger Date:

(a) The separate legal existence of Colonial Downs shall cease, and the Surviving Entity shall possess all the rights, privileges, powers and franchises of a public as well as a private nature, and shall be subject to all of the restrictions, disabilities and duties of Colonial Holdings; and

(b) All property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectually the property of the Surviving Entity as they were of Colonial Downs and the title to any real estate vested by deed or otherwise in Colonial Downs shall not revert or be in any way impaired; provided, that all rights of creditors and all liens upon any property of Colonial Downs shall be preserved unimpaired, and all debts, liabilities and duties of Colonial Downs shall upon the Merger Date attach to the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

1.4 Supplemental Action. If, at any time after the Merger Date, the Surviving Entity shall determine that any further conveyances, agreements, documents, instruments and assurances or any further actions are necessary or desirable to vest, perfect, confirm or record in the Surviving Entity the title to any property, rights, privileges, powers and franchises of Colonial Downs or otherwise to carry out the provisions of this Plan, Ian M. Stewart in his capacity as President of Colonial Holdings, Inc., a Virginia corporation and Manager of Colonial Downs, shall execute or cause to be executed and shall deliver, upon the request of the Surviving Entity, any and all proper conveyances, agreements, documents, instruments and assurances, and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in the Surviving Entity or otherwise to carry out the provisions of this Plan.

1.5 Articles of Incorporation and Bylaws. The Articles of Incorporation of Colonial Holdings as of the Merger Date shall continue in full force and effect as the Articles of Incorporation of the Surviving Entity. The Operating Agreement of Colonial Downs as of the Merger Date shall be replaced in its entirety following the Merger Date by the Bylaws of Colonial Holdings.

1.6 Officers and Directors. The officers and Directors of Colonial Holdings serving as of the Merger Date shall continue to serve as the officers and directors of the Surviving Entity, and such officers and directors shall hold such positions until the next annual shareholder and Board of Directors meetings of the Surviving Entity, or until their successors are elected and qualified. If on the Merger Date any vacancies shall exist with respect to the officer or director positions of the Surviving Entity, each vacancy shall be filled in the manner prescribed by the laws of the Commonwealth of Virginia and the Surviving Entity's Articles of Incorporation and Bylaws.

ARTICLE II  
TERMS OF MERGER

2.1 Colonial Downs Membership Interests. Because the sole member of Colonial Downs is Colonial Holdings, the membership interests in Colonial Downs that will be outstanding at the time of the Merger shall upon the Merger be canceled, and shall not be converted or exchanged into or with any capital stock of Colonial Holdings, or any stock or other securities of any other entity.

2.2 Colonial Holdings Capital Stock. Each share of the Common Stock of Colonial Holdings outstanding immediately prior to the Merger shall be unchanged by the Merger and shall remain outstanding after the Merger Date.

ARTICLE III  
GENERAL

3.1 Merger Date. The effective time and date of the Merger shall be upon filing Articles of Merger with the Virginia State Corporation Commission (the "Merger Date").

3.2 Action Effecting Merger.

(a) This Plan shall be submitted to the members of Colonial Downs and the Board of Directors and sole Shareholder of Colonial Holdings for approval in the manner provided by the applicable laws of the Commonwealth of Virginia, which may be by written consent in lieu of meetings.

(b) Upon the due approval and adoption of the Plan by the Constituent Entities, Ian M. Stewart in his capacity as the President of Colonial Holdings, for and on behalf of Colonial Holdings both as a party to the merger and as Manager of Colonial Downs, is authorized and directed to take all actions necessary or desirable in effecting the Merger, including, but not limited to, the filing of Articles of Merger with the Virginia State Corporation Commission.

3.3 Other Agreements. This Plan shall supersede any other prior agreements, whether written or oral, that may have been made or entered into by either of the Constituent Entities, or any of their managers, Board of Directors or officers, as the case may be, relating to the Merger of the Constituent Entities concerning the subject matter of this Plan. Nothing set forth herein is intended, or shall be construed, to confer upon or give any individual or any corporation, limited liability company or other entity, other than the Constituent Entities and the creditors of Colonial Downs, any rights or remedies under or by reason hereof.

3.4 Amendment of Plan. The Manager of Colonial Downs and the President of Colonial Holdings may amend this Plan at any time prior to the Merger becoming effective. Any amendment to this Plan subsequent to appropriate approval may not change:

(a) The amount or kind of shares or other securities, eligible interests, obligations, rights to acquire shares, other securities or eligible interests, cash or other property to be received under this Plan by the members or shareholders of the Constituent Entities;

(b) The Articles of Incorporation of the Surviving Entity, except for changes permitted by Title 13.1, Chapter 9, Article 11 of the Code of Virginia; or

(c) Any of the other terms or conditions of this Plan if the change would adversely affect the owners of the Constituent Entities in any material respect.

3.5 Counterparts. This Plan may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original document.

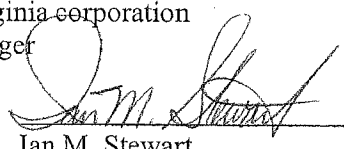
*[signature page follows]*



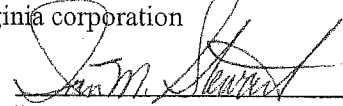
WITNESS the following signatures certify that this Agreement and Plan of Merger was duly approved and adopted by the members of Colonial Downs and the Board of Directors and Sole Shareholder of Colonial Holdings, and that such adoption satisfies the conditions set forth in Sections 13.1-716 and 13.1-1070 of the Code of Virginia of 1950, as amended.

COLONIAL DOWNS, LLC,  
a Virginia limited liability company

By: Colonial Holdings, Inc.,  
a Virginia corporation  
Its: Manager

By:   
Ian M. Stewart  
Its: President

COLONIAL HOLDINGS, INC.,  
a Virginia corporation

By:   
Ian M. Stewart  
Its: President

[Plan of Merger (Colonial Downs into Colonial Holdings)]