TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM339592

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Churchill Downs Louisiana Horseracing Company, L.L.C.		04/28/2015	LIMITED LIABILITY COMPANY: LOUISIANA

RECEIVING PARTY DATA

Name:	Churchill Downs Incorporated
Street Address:	600 N. Hurstbourne Parkway
Internal Address:	Suite 400
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40222
Entity Type:	CORPORATION: KENTUCKY

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2774532	FAIR GROUNDS
Registration Number:	2776307	FAIR GROUNDS
Registration Number:	2756768	FAIR GROUNDS RACE COURSE
Registration Number:	2759489	FAIR GROUNDS RACE COURSE
Registration Number:	2774434	FAIR GROUNDS RACE COURSE
Registration Number:	2756769	FAIR GROUNDS RACE COURSE

OP $165.00 2774532

CORRESPONDENCE DATA

Fax Number: 5025881987

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 502-625-2887
Email: jdages@middletonlaw.com
Correspondent Name: Amy B. Berge
Address Line 1: 401 South Fourth Street
Address Line 2: Suite 2600
Address Line 4: Louisville, KENTUCKY 40202

NAME OF SUBMITTER:	Joseph R. Dages
SIGNATURE:	/Joseph R. Dages/

DATE SIGNED:	04/28/2015

Total Attachments: 3

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TRADEMARK ASSIGNMENT AGREEMENT

THIS **TRADEMARK ASSIGNMENT AGREEMENT** ("**Assignment**") is made, entered into, and effective as of this 28th day of April, 2015 (the "**Effective Date**"), by and between **CHURCHILL DOWNS LOUISIANA HORSERACING COMPANY, L.L.C.** ("**Assignor**"), a Louisiana limited liability company with an address of 1751 Gentilly Blvd., New Orleans, LA 70119, and **CHURCHILL DOWNS INCORPORATED** ("**Assignee**"), a Kentucky corporation with an address of 600 N. Hurstbourne Parkway, Suite 400, Louisville, KY 40222.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises and covenants contained in this Agreement, and for other good and valuable consideration, Assignor and Assignee hereby agree as follows:

1. **ASSIGNMENT.** Assignor hereby transfers and assigns to Assignee, and Assignee hereby accepts from Assignor: (a) the trademarks and service marks set forth in **Exhibit A** (collectively, the "**Marks**"), which such **Exhibit A** is attached hereto and incorporated herein by reference; (b) all registrations for the Marks; (c) all rights, title, and interest in and to the Marks, including, without limitation, trademark and service mark rights; and (d) all goodwill associated with and symbolized by the Marks.

2. **CONSIDERATION.** The assignment set forth in Section 1 above is made by Assignor in consideration and in exchange for an amount already mutually-agreed upon by the Parties, which has already been paid or will be paid by Assignee to Assignor.

3. **GOVERNING LAW.** This Agreement, and any subsequent amendments or modifications to this Agreement, shall be governed by and construed in accordance with the laws of the Commonwealth of Kentucky, without regard to its or any other jurisdiction's conflict of laws rules or principles.

IN WITNESS WHEREOF, Assignor and Assignee, each with the intent to be legally bound, have entered into and executed this Agreement as of the Effective Date.

CHURCHILL DOWNS LOUISIANA HORSERACING COMPANY, L.L.C.	**CHURCHILL DOWNS INCORPORATED**
Name: E. M. Lysonge	Name: E. M. Lysonge
Title: VP, Legal	Title: VP, Legal
Signature:	Signature:

Exhibit A

The "Marks"

Trademark Serial No. Reg. No. Disclaimer	Status/Key Dates	Goods/Services
FAIR GROUNDS Serial No.: 76/266,676 Reg. No.: 2,774,532	Filed: June 4, 2001 Published: July 29, 2003 Registered: October 21, 2003	Class 41: Entertainment services, namely, arranging and conducting horse races; entertainment services in the nature of gaming services, namely, operating gaming facilities for on-track betting and off-track betting on horse races; entertainment services, namely, gaming services based on operating a parlor for gaming devices, namely video poker machines; and educational services, namely, conducting student field trips and hosting and conducting seminars for horse racing enthusiasts in the field of horses
FAIR GROUNDS Serial No.: 76/266,130 Reg. No.: 2,776,307	Filed: June 1, 2001 Published: December 17, 2002 Registered: October 21, 2003	Class 36: Wagering services provided via a global or other wide area network for horse races held at facilities primarily dedicated to horse racing and delivered to patrons located in noncommercial facilities, to patrons located at off-track betting parlors and to patrons located at facilities primarily dedicated to horse racing
FAIR GROUNDS RACE COURSE Serial No.: 76/162,544 Reg. No.: 2,756,768	Filed: November 9, 2000 Published: April 9, 2002 Registered: August 26, 2003	Class 21: Housewares, namely, coffee mugs, beverage glassware, commemorative plates, drinking glasses, mugs, and insulating sleeve holders for beverage cans

FAIR GROUNDS RACE COURSE Serial No.: 76/162,543 Reg. No.: 2,759,489	Filed: November 9, 2000 Published: May 7, 2002 Registered: September 2, 2003	Class 25: Clothing, namely, t-shirts, golf shirts, caps,
FAIR GROUNDS RACE COURSE Serial No.: 76/162,539 Reg. No.: 2,774,434 Disclaimer: "RACE COURSE"	Filed: November 9, 2000 Published: July 29, 2003 Registered: October 21, 2003	Class 41: Entertainment services, namely, arranging and conducting horse races; Entertainment services in the nature of gaming services, namely, operating gaming facilities for on-track betting and off-track betting on horse races; Entertainment services, namely, gaming services based on operating a parlor for gaming devices, namely video poker machines; and Educational services, namely, conducting student field trips and hosting and conducting seminars for horse racing enthusiasts in the field of horses
FAIR GROUNDS RACE COURSE Serial No.: 76162545 Reg. No.: 2756769	Filed: November 9, 2000 Published: July 23, 2002 Registered: August 26, 2003	Class 16: Paper goods, namely, posters, and calendars; writing instruments, namely, ball point pens and lead pencils