

03-14-2000

OVER SHEET
ONLY

FEB - 7 2000

To the Honorable Commissi

101287883

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Steven H. Lyverse

☒ Individual(s)
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State-
☐ Other

Additional name(s) of conveying party(ies) attached?

Yes ☐ No ☒

3. Nature of conveyance:

☒ Assignment
☐ Merger
☐ Security Agreement
☐ Change of Name
☐ Other

Execution Date: 01/28/00

2. Name and Address of Receiving party(ies):

Name: **Churchill Downs Incorporated**
Street Address: **700 Central Avenue**City: **Louisville,**
State: **KY** Zip: **40208**

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State **Kentucky**
☐ Other

If assignee is not domiciled in the United States, a domestic representative designated is attached:

☐ Yes ☐ No(Designation must be a separate document from Assignment.)
Additional name(s) & address(es) attached?☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark application No.(s) \ B. Trademark Registration No.(s)
75/290,793 **2,118,904**
 Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **William H. Hollander**
Wyatt, Tarrant & Combs
Street Address: **2600 Citizens Plaza**City: **Louisville,**
State: **Kentucky** Zip: **40202**6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR § 3.41)

☒ Enclosed \$65.00☐ Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account.)

03/12/2000 BCDATES 00000044 75290793

01 FC:481
02 FC:48240.00 OP
25.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.***William H. Hollander**

Name of person signing

Signature

February 1, 2000

Date

Total number of pages comprising cover sheet: 1

TRADEMARK

REEL: 002033 FRAME: 0328

ASSIGNMENT

WHEREAS, Steven H. Lyverse (an individual resident of the Commonwealth of Kentucky) ("Lyverse"), has adopted, used and is using in the United States the marks:

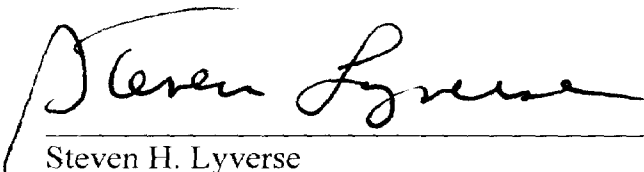
DERBY TIME Registration Number 2,118,904

DERBY TIME Serial Number 75/290,793

(hereinafter "the Marks"), which were registered or are sought to be registered in the United States Patent and Trademark Office;

WHEREAS, Churchill Downs Incorporated (a Kentucky corporation), with offices at 700 Central Avenue, Louisville, Kentucky 40208 ("Churchill"), is desirous of acquiring the business to which the Marks pertain, the Marks, and the registration and application to register the Marks;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Lyverse hereby assigns to Churchill all his right, title and interest in and to the business to which the Marks pertain, including the goodwill connected with and symbolized by the Marks, the Marks, throughout the world, and the registration and application to register the Marks identified above.



Steven H. Lyverse

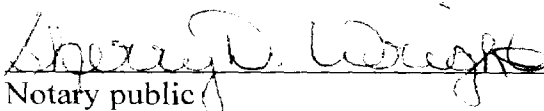
Date: January 28, 2000

COMMONWEALTH OF KENTUCKY)

COUNTY OF JEFFERSON)

The foregoing instrument was subscribed, sworn to and acknowledged before me this 28th day of January, 2000, by Steven H. Lyverse.

My commission expires: November 18, 2003



Notary public