

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM339574

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BB Development LLC		04/28/2015	LIMITED LIABILITY COMPANY: MAINE
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: 4			
Property Type	Number	Word Mark	
Registration Number:	4482770	OXFORD CASINO	
Registration Number:	4520259	OXFORD CASINO	
Registration Number:	4482775	OXFORD REWARDS LOYALTY CLUB	
Registration Number:	4520285	OR OXFORD REWARDS LOYALTY CLUB	
CORRESPONDENCE DATA			
Fax Number:	5025881987		
<i>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.</i>			
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 **BB DEVELOPMENT LLC D/B/A/ OXFORD CASINO** ("Assignor"), a Maine limited liability company with an address of P.O. Box 777, Oxford, ME 04270, 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.

BB DEVELOPMENT LLC


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
OXFORD CASINO <u>Serial No.:</u> 85/872,775 <u>Reg. No.:</u> 4,482,770 <u>Disclaimer:</u> "CASINO"	<u>Filed:</u> March 11, 2013 <u>Registered:</u> February 11, 2014	<u>Class 41:</u> Casinos; Entertainment services, namely, casino gaming; Gaming services in the nature of casino gaming; Providing casino services featuring a casino players rewards program
OXFORD CASINO & Design  <u>Serial No.:</u> 85/872,208 <u>Reg. No.:</u> 4,520,259 <u>Disclaimer:</u> "OXFORD CASINO"	<u>Filed:</u> March 11, 2013 <u>Published:</u> February 11, 2014 <u>Registered:</u> April 29, 2014	<u>Class 41:</u> Casinos; Entertainment services, namely, casino gaming; Gaming services in the nature of casino gaming; Providing casino services featuring a casino players rewards program
OXFORD REWARDS LOYALTY CLUB <u>Serial No.:</u> 85/878,634 <u>Reg. No.:</u> 4,482,775 <u>Disclaimer:</u> "REWARDS LOYALTY CLUB"	<u>Filed:</u> March 18, 2013 <u>Registered:</u> February 11, 2014	<u>Class 41:</u> Providing casino services featuring a casino players rewards program; Providing casino services featuring stored value membership cards for redeeming cash, discounts, and other benefits

<p>OXFORD REWARDS LOYALTY CLUB & Design</p>  <p><u>Serial No.:</u> 85/878,629</p> <p><u>Reg. No.:</u> 4520285</p> <p><u>Disclaimer:</u> "OXFORD REWARDS LOYALTY CLUB"</p>	<p><u>Filed:</u> March 18, 2013</p> <p><u>Published:</u> February 11, 2014</p> <p><u>Registered:</u> April 29, 2014</p>	<p><u>Class 41:</u> Providing casino services featuring a casino players rewards program; Providing casino services featuring stored value membership cards for redeeming cash, discounts, and other benefits</p>
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