

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM339581

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bluff Holding Company, LLC		04/28/2015	LIMITED LIABILITY COMPANY: DELAWARE
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: 5			
Property Type	Number	Word Mark	
Registration Number:	4493393	BLUFF	
Registration Number:	4503945	BLUFF	
Registration Number:	3115105	BLUFF	
Registration Number:	3115104	BLUFF	
Registration Number:	3826115	BLUFF.COM	
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		

OP \$140.00 4493393

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 **BLUFF HOLDING COMPANY, LLC** ("Assignor"), a Delaware limited liability company with an address of 600 N. Hurstbourne Parkway, 4th Floor, Louisville, KY 40222, 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.

BLUFF HOLDING COMPANY, LLC

CHURCHILL DOWNS INCORPORATED

Name: E. M. Lysonye

Name: E. M. Lysonye

Title: VP Legal

Title: VP Legal

Signature: [Signature]

Signature: [Signature]

Exhibit A

The "Marks"

Trademark Serial No. Reg. No. Disclaimer	Status/Key Dates	Goods/Services
BLUFF <u>Serial No.:</u> 85/694,373 <u>Reg. No.:</u> 4,493,393	<u>Filed:</u> August 3, 2012 <u>Published:</u> December 24, 2013 <u>Registered:</u> March 11, 2014	<u>Class 9:</u> Computer application software for mobile phones, tablet computers, and mobile computers, namely, software for playing poker and displaying news, current events, commentary, instruction, and information in the field of poker, poker tournaments, poker players, and gaming
BLUFF <u>Serial No.:</u> 85/694,377 <u>Reg. No.:</u> 4,503,945	<u>Filed:</u> August 3, 2012 <u>Published:</u> January 14, 2014 <u>Registered:</u> April 1, 2014	<u>Class 41:</u> Providing news, current events, commentary, instruction, and information via a global computer network and mobile devices in the field of poker, poker tournaments, poker players, and gaming; providing on-line poker games; conducting live poker games
BLUFF <u>Serial No.:</u> 78/449,913 <u>Reg. No.:</u> 3,115,105	<u>Filed:</u> July 13, 2004 <u>Published:</u> June 14, 2005 <u>Registered:</u> July 11, 2006	<u>Class 16:</u> Magazine featuring news, information, and entertainment related to gaming
BLUFF <u>Serial No.:</u> 78/449,905 <u>Reg. No.:</u> 3,115,104	<u>Filed:</u> July 13, 2004 <u>Published:</u> June 14, 2005 <u>Registered:</u> July 11, 2006	<u>Class 9:</u> Electronic publications recorded on computer media, namely, a magazine featuring information, news, and entertainment related to gaming

<p>BLUFF.COM</p> <p><u>Serial No.:</u> 77/719,696</p> <p><u>Reg. No.:</u> 3,826,115</p>	<p><u>Filed:</u> April 22, 2009</p> <p><u>Published:</u> August 25, 2009</p> <p><u>Registered:</u> July 27, 2010</p>	<p><u>Class 41:</u> Educational services, namely, conducting informal on-line programs in the fields of card games, namely, poker, and printable materials distributed therewith; Providing a computer game that may be accessed network-wide by network users; Providing a web site that features informal instruction on poker; Providing instructional information on poker; Providing on-line poker games</p>
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