

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM345223

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Magnolia Hill, 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: 3			
Property Type	Number	Word Mark	
Registration Number:	3750474	RIVERWALK CASINO	
Registration Number:	3604006	RIVERWALK CASINO . HOTEL	
Registration Number:	3644640	RIVERWALK CASINO · HOTEL	
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:	aberge@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:	Amy B. Berge		
SIGNATURE:	/Amy B. Berge/		
DATE SIGNED:	06/19/2015		
Total Attachments: 2			
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OP \$90.00 3750474

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 **MAGNOLIA HILL, LLC** ("Assignor"), a Delaware limited liability company with an address of 600 N. Hurstbourne Parkway, Suite 400, 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.

MAGNOLIA HILL, LLC

CHURCHILL DOWNS INCORPORATED

Name: E. M. Lysage

Name: E. M. Lysage

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
RIVERWALK CASINO Serial No. 77/565,419 Reg. No. 3,750,474 <u>Disclaimer:</u> "CASINO"	<u>Filed:</u> September 9, 2008 <u>Published:</u> March 10, 2009 <u>Registered:</u> February 16, 2010	<u>Class 41:</u> Casino entertainment services
RIVERWALK CASINO AND HOTEL Serial No. 77/417,596 Reg. No. 3,604,006 <u>Disclaimer:</u> "CASINO AND HOTEL"	<u>Filed:</u> March 10, 2008 <u>Published:</u> July 22, 2008 <u>Registered:</u> April 7, 2009	<u>Class 41:</u> Casino entertainment services <u>Class 43:</u> Hotel services
RIVERWALK CASINO · HOTEL & Design  Serial No. 77/445,270 Reg. No. 3,644,640 <u>Disclaimer:</u> "CASINO AND HOTEL"	<u>Filed:</u> April 10, 2008 <u>Published:</u> October 28, 2008 <u>Registered:</u> June 23, 2009	<u>Class 41:</u> Casino entertainment services <u>Class 43:</u> Hotel services