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04-16-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
PNC Bank, National Association
4-11-03

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other National Banking Association

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: Arlington International Racecourse,
Internal Inc.
 Address: _____
 Street Address: P.O. Box 7
 City: Arlington Hts State: IL Zip: 60006

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Illinois
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest

Execution Date: April 9, 2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____
See Attached Schedule A.
Exhibit CW

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Cynthia L. Stewart
 Internal Address: 32nd floor

 Street Address: 400 West Market Street

 City: Louisville State: KY Zip: 40202-3363

6. Total number of applications and registrations involved: 54

7. Total fee (37 CFR 3.41).....\$1,365.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
04/15/2003 BYRNE 00000163 2437269
01 FC:8521 40.00 OP
02 FC:8522 1325.00 OP
Cynthia L. Stewart
 Name of Person Signing

Cynthia L. Stewart
 Signature

April 9, 2003
 Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Exhibit A
to Notice of Termination of Security Interests in Trademarks

INSIDE RAIL	REGISTRATION # 2,437,269
A-CLUB	REGISTRATION # 2,575,234
MUD BUG OTB CHICAGO YA BET! IST 5	REGISTRATION # 2,415,761
ARLINGTON-WASHINGTON FUTURITY	REGISTRATION # 1,955,931
INTERNATIONAL FESTIVAL OF RACING	REGISTRATION # 1,980,602
HANSHIN HANDICAP	REGISTRATION # 1,967,951
ARLINGTON HANDICAP	REGISTRATION # 1,972,394
SECRETARIAT	REGISTRATION # 1,986,605
SEA O'ERIN HANDICAP	REGISTRATION # 1,928,105
ARLINGTON-WASHINGTON LASSIE	REGISTRATION # 1,933,051
WINDY CITY STAKES	REGISTRATION # 1,977,762
AMERICAN DERBY	REGISTRATION # 1,977,761
SPRINGFIELD STAKES	REGISTRATION # 1,975,924
WASHINGTON PARK HANDICAP	REGISTRATION # 1,952,705
ARLINGTON CLASSIC	REGISTRATION # 1,955,925
PUCKER UP STAKES	REGISTRATION # 1,957,401
ROUND TABLE STAKES	REGISTRATION # 1,952,704
BEVERLY D	REGISTRATION # 1,922,590
MODESTY HANDICAP	REGISTRATION # 1,957,400
SADDLES & SILKS	REGISTRATION # 1,829,644
MUD BUG	REGISTRATION # 1,852,805
A and Design	REGISTRATION # 1,643,068
ARLINGTON MILLION	REGISTRATION # 1,643,067
ARLINGTON INTERNATIONAL RACECOURSE	REGISTRATION # 1,696,540
ARLINGTON MILLION X	REGISTRATION # 1,665,281
ARLINGTON and Design	REGISTRATION # 1,643,066
INTERNATIONAL FESTIVAL OF RACING	REGISTRATION # 1,473,710
ARLINGTON MATRON HANDICAP	REGISTRATION # 1,969,474
ILLINOIS BREEDERS' FUTURITY	REGISTRATION # 2,020,160
ILLINOIS BREEDERS' DEBUTANTE	REGISTRATION # 1,983,490
SHERIDAN STAKES	REGISTRATION # 2,028,155
CHICAGO DEBUTANTE STAKES	REGISTRATION # 2,021,637
CHICAGO JUVENILE STAKES	REGISTRATION # 2,021,635
STARS AND STRIPES HANDICAP	REGISTRATION # 1,955,926
QUAD CITIES BETTING PARLOR	REGISTRATION # 2,000,456
ADRENALINE	REGISTRATION# 1,969,747
ARLINGTON HEIGHTS OAKS	REGISTRATION# 1,933,054
ISAAC MURPHY STAKES	REGISTRATION# 1,933,055
ANITA PEABODY HANDICAP	REGISTRATION# 1,979,309
BRUCE ROBERTS HANDICAP	REGISTRATION# 1,937,117
CLEOPATRA HANDICAP	REGISTRATION# 1,954,528
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JOHN D. HERTZ STAKES	REGISTRATION# 1,928,107

LAURANCE ARMOUR HANDICAP
MISTY ISLE STAKES
NEWBURY HANDICAP
ROLLING MEADOWS STAKES
SWOON'S SON HANDICAP
W.H.BISHOP HANDICAP
THE ARLINGTON EXPERIENCE

REGISTRATION# 1,955,928
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REGISTRATION# 1,969,475
REGISTRATION# 1,938,479
REGISTRATION# 1,644,666

10190816.1
4/9/2003

**NOTICE OF TERMINATION OF
SECURITY INTERESTS IN TRADEMARKS**

WHEREAS, EACH OF ARLINGTON INTERNATIONAL RACECOURSE, INC., ARLINGTON MANAGEMENT SERVICES, INC., TURF CLUB OF ILLINOIS, INC., ARLINGTON GLOBAL SERVICES, INC., ARLINGTON OTB CORP., KFI CORPORATION, and QUAD CITY DOWNS, INC., has granted and conveyed unto **PNC BANK, NATIONAL ASSOCIATION**, a national banking association, in its capacity as Agent (in such capacity, the "Agent") under the Credit Agreement dated as of April 23, 1999, among Churchill Downs Incorporated, a Kentucky corporation (the "Borrower"), certain financial institutions identified therein (the "Lenders") and Agent, as the same has been amended and modified (as so amended and modified, the "Credit Agreement") (the Lenders being herein collectively referred to as the "Secured Parties"), a security interest in and to the trademarks set forth on Exhibit A (the "Marks"), all as more fully stated in that certain Patent, Trademark, and Copyright Security Agreement dated as of September 8, 2000 (the "Security Agreement");

WHEREAS, an assignment of the security interest in the Marks was recorded in the United States Patent and Trademark Office beginning at [i] Reel 002254, Frame 0962 and [ii] Reel 002449, Frame 0623; and

WHEREAS, the Secured Parties no longer claim any security interest in the Marks or their registrations.

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