

04-11-2003

411/03



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

102416778

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: CDIP Holdings, LLC Internal Address: Street Address: 700 Central Avenue City: Louisville State: KY Zip: 40208 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Kentucky Limited Liability Co. 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 Exhibit Schedule A. 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: 5 7. Total fee (37 CFR 3.41): \$ 140.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number:

04/11/2003 BYRNE 00000002 1713541

DO NOT USE THIS SPACE

9. Signature. 40.00 DP 100.00 DP Cynthia L. Stewart Name of Person Signing

Signature

Date April 9, 2003

Total number of pages including cover sheet, attachments, and document: 5

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

KENTUCKY OAKS
CHURCHILL DOWNS
THE KENTUCKY DERBY
CHURCHILL DOWNS
KENTUCKY DERBY

REGISTRATION # 1,713,541
REGISTRATION # 1,557,889
REGISTRATION # 1,534,197
REGISTRATION # 1,011,127
REGISTRATION # 0,997,385

10190815.1
4/9/2003

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

WHEREAS, EACH OF CDIP HOLDINGS, LLC and CDIP, LLC, each with its chief executive office at 700 Central Avenue, Louisville, Kentucky 40208, 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 March 15, 2001 (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 Reel 002281, Frame 0155; and

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

Exhibit A
to Notice of Termination of Security Interests in Trademarks

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