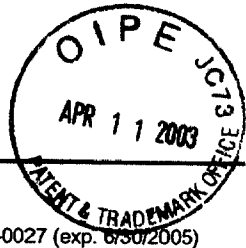


04-16-2003

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102421455  
RECORDATION  
**TRADEMARKS ONLY**

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

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

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: Churchill Downs California  
Internal \_\_\_\_\_ Company  
Address: \_\_\_\_\_

Street Address: 1050 South Prairie Avenue  
City: Inglewood State: CA Zip: 90301

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Kentucky  
 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 Exhibit Schedule A. CLS

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: .....

7. Total fee (37 CFR 3.41).....\$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
\_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.  
Cynthia L. Stewart                      Cynthia L. Stewart                      April 9, 2003  
Name of Person Signing                      Signature                      Date

04/15/2003 BYRNE 00000138 1850076  
01 FC:8521                      40.00

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

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

**TRADEMARK**  
**REEL: 002712 FRAME: 0973**

**Exhibit A**  
**to Notice of Termination of Security Interests in Trademarks**

HOLLYWOOD PARK

REGISTRATION # 1,850,076

10190817.1  
4/9/2003

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

WHEREAS, EACH OF CHURCHILL DOWNS CALIFORNIA COMPANY, CHURCHILL DOWNS FALL OPERATING COMPANY AND CHURCHILL DOWNS CALIFORNIA FOOD SERVICES COMPANY 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 10, 1999 (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 001971, Frame 0001 and amended by a recording in the United States Patent and Trademark Office beginning at Reel 001977, Frame 0946; and

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

NOW, THEREFORE, Agent, for itself and as Agent for the other Secured Parties, does hereby confirm the termination of and terminate the Secured Parties' security interest in the Marks listed on Exhibit A and the registrations therefor, and in the goodwill of the business symbolized by such Marks and registrations.

**PNC BANK, NATIONAL ASSOCIATION, AS  
AGENT**

By: \_\_\_\_\_

  
Richard M. Ellis, Senior Vice President

COMMONWEALTH OF KENTUCKY )  
  )  
COUNTY OF JEFFERSON )

The foregoing instrument was acknowledged before me this 9th day of April, 2003, by Richard M. Ellis, as Senior Vice President of PNC Bank, National Association, a national banking association, in its capacity as Agent, on behalf of the national banking association.

My commission expires: 6/26/2004

  
\_\_\_\_\_  
NOTARY PUBLIC

**Exhibit A**  
**to Notice of Termination of Security Interests in Trademarks**

HOLLYWOOD PARK

REGISTRATION # 1,850,076

10190817.1  
4/9/2003