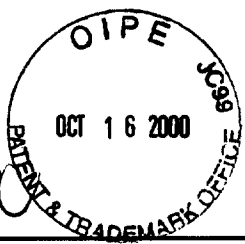


MRO
10-16-00



RECOF

11-20-2000



101521622

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

1. Name and address of releasing party:

DLJ Capital Funding, Inc.,
as Administrative Agent
277 Park Avenue
New York, NY 10172

2. Name and address of original Granting party:

Autotote Systems, Inc.
a Delaware Corporation
100 Bellevue Road
Newark, DE 19714

3. Nature of conveyance:

Release of Trademark Security Interest

Execution Date: August 31, 2000

4. Application numbers and patent numbers:

A. Trademark Application No.

75/073,537; 75/191,199; 75/149,726 & 75/225,118

B. Trademark Registration No.

1,276,741; 1,242,618; 1,613,644; 1,672,960; 1,832,001;
2,139,557; 2,231,048; 2,189,837; 1,148,323; 2,145,435;
2,146,715; 2,282,400 & 2,116,948

5. Name and address of party to whom correspondence concerning document should be mailed:

Catherine M. Ames, Esq.
O'Melveny & Myers LLP
153 East 53rd Street
New York, NY 10022

6. Total number of applications and registrations involved:

17

7. Total fee:

440.00 (Enclosed)

8. Deposit Account Number:

N/A

9. Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original documents.

Catherine M. Ames
Name of Person Signing

Signature

10/12/00
Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: 16

RELEASE OF INTELLECTUAL PROPERTY

THIS RELEASE, granted on this 31st day of August, 2000, is delivered by **DLJ CAPITAL FUNDING, INC.**, in its capacity as the collateral agent ("**Collateral Agent**") under the Security Agreement referred to below, to **AUTOTOTE SYSTEMS, INC.**, a Delaware corporation ("**Grantor**").

WITNESSETH

WHEREAS, Grantor, the other grantors from time to time party thereto and the Collateral Agent have entered into a Security Agreement (the "**Security Agreement**"), dated as of July 28, 1997, pursuant to which Grantor granted to Collateral Agent a security interest in, among other things, (i) the trademarks, together with the registrations and right to all renewals thereof, and the goodwill of the business of Grantor symbolized by the trademarks, trademark applications, trade names and service marks and (ii) patent and copyrights, and all reissues, renewals or extension thereof, copyright registrations and copyright applications (collectively, the "**Intellectual Property**") more particularly set forth on Schedule A hereto, to secure the Obligations (as defined in the Security Agreement) of the Grantor;

WHEREAS, the grant of the security interest was evidenced by, among other things, the Security Agreement between the Grantor and the Collateral Agent dated as of July 28, 1997 and filed with the United States Patent and Trademark Office at reel 1621, frame 0485; and

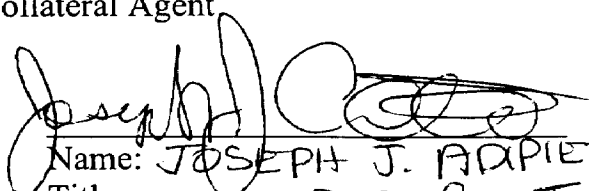
WHEREAS, the Collateral Agent wishes to release and restore all right, title and interest in, to and under the Intellectual Property to the Grantor and to dissolve any and all liens and encumbrances respecting the Intellectual Property shown on the attached Schedule A hereto;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Collateral Agent hereby releases, discharges, quit claims and relinquishes unto the Grantor any and all right, title and interest in, to and under the Intellectual Property, and more particularly the security interest in the (i) trademarks, trademark registrations, trademark applications, trade names and service marks, and (ii) copyrights, copyright registrations and copyright applications set forth on Schedule A hereto granted to the Collateral Agent by the Grantor by the Security Agreement.

IN WITNESS HEREOF, the undersigned, by and through its authorized officer, has caused this instrument to be executed under seal on the date first written above.

DLJ CAPITAL FUNDING, INC.,
as Collateral Agent

By:

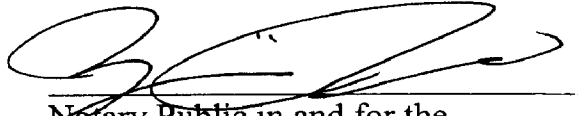

Name: JOSEPH J. ADRIETRO
Title: VICE PRESIDENT

STATE OF NEW YORK)
)
COUNTY OF New York)

On August 31, 2000 before me, personally appeared Joseph J. Adipietro personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand this 31st day of August, 2000.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal at my office in the County of New York on the day in this certificate first above written.



Notary Public in and for the
State of New York

YOSHIMI IWAMOTO
NOTARY PUBLIC, State of New York
No. 011W6018271
Qualified in New York County
Commission Expires January 11, 2001

My Commission Expires: January 11, 2001

SCHEDULE A

United States Trademarks

<u>Registered Owner</u>	<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Application Number</u>
Autotote Systems, Inc.	Autotote	1,276,741	5/8/84	NA
Autotote Systems, Inc.	Autotrak	1,242,618	6/21/83	NA
Autotote Systems, Inc.	SAM	1,613,644	9/18/90	NA
Autotote Systems, Inc.	Tiny Tim	1,672,960	1/21/92	NA
Autotote Systems, Inc.	Probe	1,832,001	4/19/94	NA
Autotote Systems, Inc.	Royal Flush Fever	2,139,557	2/24/98	79/073.728
Autotote Systems, Inc.	Crazy Aces	2,231,048	3/9/99	75/073.227
Autotote Systems, Inc.	Rock N' Reel (Service Mark)	2,189,837	9/15/98	75/191.998
Autotote Systems, Inc.	Hot Stuff	1,148,323	3/31/98	75/159.418
Autotote Systems, Inc.	Fruit Fortune	2,145,435	3/17/98	75/159.420
Autotote Systems, Inc.	Double Treasure	2,146,715	3/24/98	75/120.220
Autotote Systems, Inc.	Autotote logo (Trade mark and service mark)	2,282,400	10/5/99	75/174.098
Autotote Systems, Inc.	Gold Luck	2,116,948	12/25/97	75/120.546

United States Trademark Applications

<u>Applicant</u>	<u>Mark</u>	<u>Application No.</u>	<u>Filing Date</u>
Autotote Systems, Inc.	Lucky 9's	75/073.537	3/15/96
Autotote Systems, Inc.	Rock N' Reel	75/191.999	11/4/96
Autotote Systems, Inc.	Winner's Circle	75/149.726	5/13/96
Autotote Systems, Inc.	Winner's Colors	75/225.118	1/13/97

Copyrights

<u>Owner</u>	<u>Title</u>	<u>Registration No.</u>	<u>Registration Date</u>
Autotote Systems, Inc.	Initial Release	TXu-781-664	Feb. 10, 1997
Autotote Systems, Inc.	Miami Jai Alai Release	TXu-781-662	Feb. 10, 1997
Autotote Systems, Inc.	Nassau Release 1	TXu-781-665	Feb. 10, 1997
Autotote Systems, Inc.	Nassau Release 2	TXu-781-663	Feb. 10, 1997
Autotote Systems, Inc.	Toledo Release	TXu-781-666	Feb. 10, 1997
Autotote Systems, Inc.	Miami Release	TXu-781-667	Feb. 10, 1997
Autotote Systems, Inc.	Chicago Release	TXu-773-772	Feb. 10, 1997
Autotote Systems, Inc.	Nassau Release 3	TXu-781-954	Feb. 10, 1997

Copyrights Assigned As Applications and Now Registered

<u>Applicant</u>	<u>Title</u>	<u>Application Filing Date</u>	<u>Registration Number</u>
Autotote Systems, Inc.	Canterbury Release	Feb. 10, 1997	TXu781894
Autotote Systems, Inc.	Un-Named Release 1	Feb. 10, 1997	TXu82669
Autotote Systems, Inc.	Initial Ontrack Release	Feb. 10, 1997	TXu782186
Autotote Systems, Inc.	Longacre Release	Feb. 10, 1997	TXu782187
Autotote Systems, Inc.	Plainfield Release	Feb. 10, 1997	TXu793137
Autotote Systems, Inc.	Orlando Release	Feb. 10, 1997	TXu793174
Autotote Systems, Inc.	Las Vegas Hub Release	Feb. 10, 1997	TXu781198
Autotote Systems, Inc.	Ontrak Release	Feb. 10, 1997	TXu793172
Autotote Systems, Inc.	Rockingham Release	Feb. 10, 1997	TXu793181
Autotote Systems, Inc.	Orlando Release (1992)	Feb. 10, 1997	TXu793180
Autotote Systems, Inc.	Las Vegas Hub (1992)	Feb. 10, 1997	TXu793179
Autotote Systems, Inc.	Initial VMS v5.5 Release	Feb. 10, 1997	TXu793178
Autotote Systems, Inc.	Southern California Release	Feb. 10, 1997	TXu793183
Autotote Systems, Inc.	Philly Release	Feb. 10, 1997	TXu793184
Autotote Systems, Inc.	Multi track logger Release	Feb. 10, 1997	TXu793185
Autotote Systems, Inc.	Nassau Release 4	Feb. 10, 1997	TXu793175
Autotote Systems, Inc.	Un-Named Release 2	Feb. 10, 1997	TXu793177
Autotote Systems, Inc.	Finland Release	Feb. 10, 1997	TXu793176
Autotote Systems, Inc.	Wva Vgms Release	Feb. 10, 1997	TXu793182