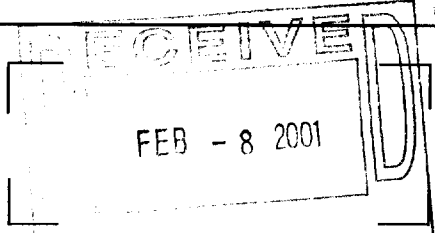


FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



02-28-2001



101622883

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Change of Name
- Other
 - Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Citizenship/State of Incorporation/Organization

02/28/2001 ARHRED1 00000023 024275 75426240

FOR OFFICE USE ONLY

01 FC:461 40.00 CH
02 FC:462 125.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002241 FRAME: 0897

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2) FEB - 8 2001

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number 502-589-5400

Name Cynthia L. Stewart

Address (line 1) Frost Brown Todd LLC

Address (line 2) 400 West Market Street, 32nd Floor

Address (line 3) Louisville, Kentucky 40202-3363

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

3

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/> 75426242	<input type="text"/>	<input type="text"/>	<input type="text"/> 2356333	<input type="text"/> 2325233	<input type="text"/>
<input type="text"/> 75705856	<input type="text"/>	<input type="text"/>	<input type="text"/> 2334296	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/> 2318116	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

6

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$ 165.00

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

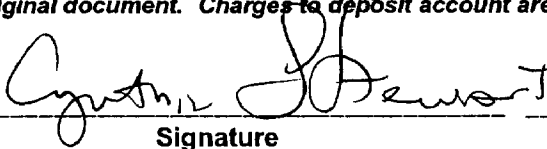
Deposit Account Number: # 024275

Authorization to charge additional fees: Yes No

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 document. Charges to deposit account are authorized, as indicated herein.

Cynthia L. Stewart
Name of Person Signing


Signature

February 8 2001
Date Signed

AMENDMENT NUMBER ONE TO TRADEMARK ASSIGNMENT

This is Amendment Number One to Trademark Assignment dated as of December 15, 2000, (this "Amendment") between **NATIONAL THOROUGHBRED RACING ASSOCIATION, INC.**, (the "Grantor") and **PNC BANK, NATIONAL ASSOCIATION** (the "Grantee").

Recitals

A. The Grantor and the Grantee entered into a certain Security Agreement and a certain Rider to Security Agreement – Trademarks, both dated as of April 30, 2000.

B. Pursuant to that Security Agreement and that Rider, the Grantor and the Grantee also entered into a certain Trademark Assignment on May 3, 2000 (the "Assignment") which was recorded with the U.S. Patent and Trademark Office on May 10, 2000, at reel 002079, frame 0351.

C. The Grantor and the Grantee now desire to amend the Assignment through this Amendment to reflect certain modifications and amendments to the Security Agreement and the Rider to Security Agreement - Trademarks as provided in a certain Modification Agreement dated December 15, 2000, between Grantor and Grantee, and joined in by certain Guarantors (as defined therein).

THEREFORE, the Grantor and Grantee amend the Assignment as follows:

1. Recital B of the Assignment is amended by deleting the phrase "of even date herewith" and inserting in lieu thereof "as amended by a certain Modification Agreement dated December 15, 2000 and from time to time,".

2. Recital D of the Assignment is amended by inserting the phrase "as amended by a certain Modification Agreement dated December 15, 2000 and from time to time," after "April 30, 2000" and before the word "by."

3. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Amendment or the terms hereof to produce or account for more than one of such counterparts.

4. Except as modified herein, all other terms of the Assignment shall remain in full force and effect.

IN WITNESS WHEREOF, the Grantor and the Grantee cause this Amendment Number One To The Trademark Assignment to be executed by their duly authorized officers on December 29th, 2000.

Grantor:

NATIONAL THOROUGHBRED RACING ASSOCIATION, INC.

By [Signature]

Title: C.O.O

Date: _____

Grantee:

PNC BANK, NATIONAL ASSOCIATION

By [Signature]

Title: Vice President

Date: 12/29/2000

COMMONWEALTH OF KENTUCKY)

COUNTY OF Fayette)

SS:

On this, the 18th day of December, 2000, before me, a Notary Public, the undersigned officer, personally appeared Gregory Auidi, who acknowledged himself/herself to be the Chief Operating Officer of National Thoroughbred Racing Association, Inc., a Delaware corporation, and that he/she, in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing on behalf of said National Thoroughbred Racing Association, Inc.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Signature]
Notary Public

My commission expires:

7-27-04

COMMONWEALTH OF KENTUCKY)
)
) SS:
COUNTY OF Jefferson)

On this, the 29th day of December, 2000, before me, a Notary Public, the undersigned officer, personally appeared Susan C. Snyder, who acknowledged himself/herself to be the Vice President of PNC Bank, National Association, and that he/she, in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing on behalf of said PNC Bank, National Association.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Cheryl Adams
Notary Public

My commission expires: October 17, 2001

This Instrument is prepared by:



Charles R. Keeton
Frost Brown Todd LLC
400 West Market Street, 32nd Floor
Louisville, Kentucky 40202-3363