

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Arlington Park Racecourse, LLC		03/28/2006	LIMITED LIABILITY COMPANY: ILLINOIS

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A. (successor by merger to Bank One, NA)
Street Address:	416 W. Jefferson Street
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40202
Entity Type:	national association: UNITED STATES

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	1643068	A
Registration Number:	2575234	A-CLUB
Registration Number:	1977761	AMERICAN DERBY
Registration Number:	1643066	ARLINGTON
Registration Number:	1955925	ARLINGTON CLASSIC
Registration Number:	1972394	ARLINGTON HANDICAP
Registration Number:	1696540	ARLINGTON INTERNATIONAL RACECOURSE
Registration Number:	1969474	ARLINGTON MATRON HANDICAP
Registration Number:	1643067	ARLINGTON MILLION
Registration Number:	1665281	ARLINGTON MILLION X
Registration Number:	2649941	ARLINGTON PARK
Registration Number:	1955931	ARLINGTON-WASHINGTON FUTURITY
Registration Number:	1933051	ARLINGTON-WASHINGTON LASSIE

CH \$690.00 1643068

Registration Number:	1922590	BEVERLY D
Registration Number:	1967951	HANSHIN HANDICAP
Registration Number:	2437269	INSIDE RAIL
Registration Number:	1473710	INTERNATIONAL FESTIVAL OF RACING
Registration Number:	1980602	INTERNATIONAL FESTIVAL OF RACING
Registration Number:	1957400	MODESTY HANDICAP
Registration Number:	2415761	MUD BUG OTB CHICAGO YA BET! 1ST 5
Registration Number:	1957401	PUCKER UP STAKES
Registration Number:	1952704	ROUND TABLE STAKES
Registration Number:	1928105	SEA O'ERIN HANDICAP
Registration Number:	1986605	SECRETARIAT
Registration Number:	1975924	SPRINGFIELD STAKES
Registration Number:	1952705	WASHINGTON PARK HANDICAP
Registration Number:	1977762	WINDY CITY STAKES

CORRESPONDENCE DATA

Fax Number: (214)981-3400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 214-981-3483
Email: dclark@sidley.com
Correspondent Name: Dusan Clark, Esq.
Address Line 1: Sidley Austin LLP
Address Line 2: 717 N. Harwood St., Suite 3400
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	36084-35440
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	04/19/2006

Total Attachments: 5
source=SI-Arlington Park#page1.tif
source=SI-Arlington Park#page2.tif
source=SI-Arlington Park#page3.tif
source=SI-Arlington Park#page4.tif
source=SI-Arlington Park#page5.tif

**SUPPLEMENTAL GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS SUPPLEMENTAL GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "Supplemental Grant") is made effective as of March 28, 2006 by and from ARLINGTON PARK RACECOURSE, LLC (the "Grantor"), an Illinois limited liability company, to and in favor of JPMORGAN CHASE BANK, N.A. (successor by merger to Bank One, NA) (the "Grantee"), for itself and as Collateral Agent (as defined in the Pledge and Security Agreement referenced below).

WHEREAS, Grantor and Grantee entered into an Amended and Restated Pledge and Security Agreement dated September 23, 2005 (as amended from time to time, the "Pledge and Security Agreement").

WHEREAS, the Grantor has adopted, used and is using the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are registered or pending registration with the United States Patent and Trademark Office.

WHEREAS, this Supplemental Grant has been granted in conjunction with the security interest granted to Grantee under the Pledge and Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Pledge and Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Supplemental Grant are deemed to conflict with the Pledge and Security Agreement, the provisions of the Pledge and Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Pledge and Security Agreement.

2) The Security Interest.

(a) This Supplemental Grant is made to secure the satisfactory performance and payment of all the Obligations Secured of Grantor, pursuant to the Pledge and Security Agreement. Upon the payment in full of all Obligations Secured (other than contingent indemnification obligations), Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under this Supplemental Grant.

(b) The Grantor hereby grants to Grantee a security interest in all of Grantor's right, title and interest in and to (1) the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor, (2) all proceeds and products of the Trademarks, (3) the goodwill associated with such Trademarks, and (4) all causes of

action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition regarding the same.

[signature page follows]

IN WITNESS WHEREOF, the Grantor has executed this Supplemental Grant of Security Interest effective as of the date first written above.

ARLINGTON PARK RACECOURSE, LLC

By: Michael E. Miller

Name: Michael E. Miller

Title: Vice President

STATE OF KENTUCKY)
JEFFERSON COUNTY)

Michael E. Miller, known to me to be the Vice President of ARLINGTON PARK RACECOURSE, LLC, personally came before me this 23rd day of March, 2006, and executed or acknowledged to me that he or she executed the foregoing Supplemental Grant of Security Interest in United States Trademarks on behalf of ARLINGTON PARK RACECOURSE, LLC and pursuant to authority duly received.

(SEAL)

David O. Stanton
Notary Public, State of Kentucky Notary Public, State of Large, KY
My Commission Expires My commission expires Sept 12, 2009

SUPPLEMENTAL GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS
Exhibit A - SCHEDULE OF TRADEMARKS

TRADEMARKS

Attached.

Exhibit A

TRADEMARK
REEL: 003292 FRAME: 0896

SCHEDULE A

ARLINGTON PARK RACECOURSE, LLC

Trademarks:

(Marks are registered in name of Arlington International Racecourse, Inc. Proof of merger into Arlington Park Racecourse, LLC has been submitted to PTO whenever action has been required. No assignment has been recorded naming LLC.)

Federal Registrations:

A and Design	Reg. No. 1,643,068
A-Club	Reg. No. 2,575,234
American Derby	Reg. No. 1,977,761
Arlington and Design	Reg. No. 1,643,066
Arlington Classic	Reg. No. 1,955,925
Arlington Handicap	Reg. No. 1,972,394
Arlington International Racecourse And Design	Reg. No. 1,696,540
Arlington Matron Handicap	Reg. No. 1,969,474
Arlington Million	Reg. No. 1,643,067
Arlington Million X and Design	Reg. No. 1,665,281
Arlington Park	Reg. No. 2,649,941
Arlington-Washington Futurity	Reg. No. 1,955,931
Arlington-Washington Lassie	Reg. No. 1,933,051
Beverly D.	Reg. No. 1,922,590
Hanshin Handicap	Reg. No. 1,967,951
Inside Rail	Reg. No. 2,437,269
International Festival of Racing	Reg. No. 1,473,710
	Reg. No. 1,980,602
Modesty Handicap	Reg. No. 1,957,400
Mud Bug OTB Chicago & Design	Reg. No. 2,415,761
Pucker Up Stakes	Reg. No. 1,957,401
Round Table Stakes	Reg. No. 1,952,704
Sea O'Erin Handicap	Reg. No. 1,928,105
Secretariat	Reg. No. 1,986,605
Springfield Stakes	Reg. No. 1,975,924
Washington Park Handicap	Reg. No. 1,952,705
Windy City Stakes	Reg. No. 1,977,762