

FIRST AMENDMENT TO
CITY OF INDIAN WELLS
SPONSORSHIP AGREEMENT

This First Amendment to City of Indian Wells Sponsorship Agreement (the "First Amendment") is dated as of January 21, 1999 and is by and among PM Sports Management Corporation, a California corporation ("PM Sports"), International Merchandising Corporation, an Ohio corporation ("IMC"), Desert Champions LLC, a California limited liability company ("Desert Champions"), and Garden of Champions LLC, a California limited liability company ("Garden of Champions") [PM Sports, IMC, Desert Champions and Garden of Champions are collectively referred to as the "Tennis Entities"] and the City of Indian Wells, a municipal corporation of the State of California ("City"). Tennis Entities and City entered into an agreement dated as of October 28, 1998 entitled "City of Indian Wells Sponsorship Agreement" (the "Sponsorship Agreement"). The parties have agreed to amend the Sponsorship Agreement as follows:

1. Section 11.1 (b) of the Sponsorship Agreement is amended to change the date therein to March 31, 1999.
2. Section 11.1 (l) of the Sponsorship Agreement is amended to change the date therein to March 31, 1999.
3. Section 4.3 of the Sponsorship Agreement is amended to add the following as subparagraph (h):

“(h) City will be entitled to the exclusive use of a 24 seat sponsor sky suite within the Stadium for all events held during the Term of this Agreement, except for events that are not open to the public.”
4. Except as modified by this First Amendment, the Sponsorship Agreement remains in full force and effect.

IN WITNESS WHEREOF, the parties have executed this First Amendment as of the date set forth above.

City of Indian Wells, a municipal corporation
of the State of California

By: _____

Title: _____

George J. Watts
CITY MANAGER
1/25/99

PM Sports Management Corporation,
a California corporation

By: Raymond J. Moore.
Title: PRESIDENT
01/25/99

International Merchandising Corporation,
an Ohio corporation

By: _____
Title: _____

Desert Champions LLC, a California limited
liability company

By PM Sports Tournament, LLC, a
California limited liability company,
Member

By Athlone, LLC, a California
limited liability company, Member

By Raymond J. Moore. 01/25/99.
Raymond J. Moore, Member

Garden of Champions LLC, a California
limited liability company, Member

By PM Sports Land, LLC, a California
limited liability company

By Amkay, LLC, a California
limited liability company, Member

By Raymond J. Moore. 01/25/99.
Raymond J. Moore, Member