

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Scientific Games International, Inc.		06/09/2008	CORPORATION: DELAWARE
Scientific Games Corporation		06/09/2008	CORPORATION: DELAWARE
Autotote Enterprises, Inc.		06/09/2008	CORPORATION: CONNECTICUT
Scientific Games Holdings Corp.		06/09/2008	CORPORATION: DELAWARE
MDI Entertainment, LLC		06/09/2008	LIMITED LIABILITY COMPANY: DELAWARE
Scientific Games Racing, LLC		06/09/2008	LIMITED LIABILITY COMPANY: DELAWARE
Trackplay LLC		06/09/2008	LIMITED LIABILITY COMPANY: DELAWARE
SG Racing, Inc.		06/09/2008	CORPORATION: DELAWARE
Scientific Games Products, Inc.		06/09/2008	CORPORATION: DELAWARE
Scientific Games SA Inc.		06/09/2008	CORPORATION: DELAWARE
Autotote Gaming, Inc.		06/09/2008	CORPORATION: NEVADA

**RECEIVING PARTY DATA**

<b>Name:</b>	JPMorgan Chase Bank, N.A., as Administrative Agent
<b>Street Address:</b>	270 Park Avenue
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10017
<b>Entity Type:</b>	National Association:

**PROPERTY NUMBERS Total: 87**

Property Type	Number	Word Mark
Serial Number:	73643433	7 COME 11
Serial Number:	73056030	7-11-21
Serial Number:	76198181	AEGIS
Serial Number:	73183556	AUTOTOTE

OP \$2190.00 73643433

Serial Number:	75174098	AUTOTOTE
Serial Number:	73329574	AUTOTRAK
Serial Number:	78686583	BETJET
Serial Number:	77319963	BOODLE
Serial Number:	76034021	BRADLEY TELETHEATER
Serial Number:	75907524	BRADLEY TELETHEATER
Serial Number:	76645028	CASH SQUARES
Serial Number:	76667014	CASH TWIST
Serial Number:	78410416	CLASSIC CARS & CASH
Serial Number:	78686572	CLEARBET
Serial Number:	75200685	CROSSWORD CASH
Serial Number:	76647087	CYBER PORTAL
Serial Number:	77267432	DELIVERING SERIOUS FUN!
Serial Number:	76214925	DOT.COM CASH
Serial Number:	75416619	DOUBLE EAGLE
Serial Number:	75120220	DOUBLE TREASURE
Serial Number:	76514655	DREAM TEAM
Serial Number:	75616176	EXTREMA
Serial Number:	76348127	FAILSAFE
Serial Number:	78464004	FANTASY FOOTBALL CASH
Serial Number:	75111523	FORTUNE COOKIE
Serial Number:	76349135	FOUREAL
Serial Number:	75416618	FRUIT & 7'S
Serial Number:	75159420	FRUIT FORTUNE
Serial Number:	78529104	GAME GENERATION GROUP
Serial Number:	78633467	GAME MATE
Serial Number:	76359955	GO TO
Serial Number:	75120546	GOLD LUCK
Serial Number:	74736564	HOLD 'EM POKER
Serial Number:	75159418	HOT STUFF
Serial Number:	76661048	HOUSE OF DREAMS
Serial Number:	76650228	ICASH
Serial Number:	73273629	LOOSE CHANGE
Serial Number:	76264503	LOTTERY BONUS ZONE
Serial Number:	77348917	LOTTERY INPLAY

Serial Number:	75848526	LUCKY 6
Serial Number:	75073537	LUCKY 9'S
Serial Number:	76437118	LUCKY DICE
Serial Number:	76218224	MAUI MONEY
Serial Number:	75508739	NASRIN
Serial Number:	75508738	NASRIN RACING NETWORK
Serial Number:	75681223	OBERTHUR GAMING TECHNOLOGIES
Serial Number:	75907500	OFF TRACK BETTING
Serial Number:	76034077	ON THE WIRE
Serial Number:	75907523	ON THE WIRE PHONE BETTING
Serial Number:	78290533	PLAYCENTRAL
Serial Number:	74307877	PROBE
Serial Number:	75729016	QUICK DRAW
Serial Number:	76034024	RACEVIEW
Serial Number:	75906831	RACEVIEW CENTER
Serial Number:	75778404	RACING ACTION
Serial Number:	76510693	RADDS
Serial Number:	76510695	REAL PEOPLE LOTTERY DRAWS
Serial Number:	75845832	ROCK PAPER SCISSORS
Serial Number:	78773541	ROLL-A-BET
Serial Number:	78773562	ROULBET
Serial Number:	75073228	ROYAL FLUSH FEVER
Serial Number:	74003202	SAM
Serial Number:	76256913	SCIENTIFIC GAMES
Serial Number:	75037421	SCISCAN TECHNOLOGY
Serial Number:	76264504	SECOND CHANCE BONUS ZONE
Serial Number:	76256912	SG SCIENTIFIC GAMES
Serial Number:	78529090	SG3
Serial Number:	73815802	SGI
Serial Number:	74008489	SGI
Serial Number:	74036873	SGI
Serial Number:	78162285	SGI-MAP
Serial Number:	77284557	SMART SERVICES
Serial Number:	74658130	SPORTS HAVEN
Serial Number:	75906839	SPORTS HAVEN

Serial Number:	75628397	SURPRISE PARTY
Serial Number:	76511555	TELECOM GAME FACTORY
Serial Number:	78452862	TEXAS HOLD'EM
Serial Number:	75599723	THE GLOBAL DRAW
Serial Number:	75599722	THE GLOBAL DRAW
Serial Number:	74003065	TINY TIM
Serial Number:	78910987	TROPHY CLUB
Serial Number:	76187289	TRUCKS & BUCKS
Serial Number:	76243345	ULTIMATE CASH CIRCUIT
Serial Number:	76667351	ULTIMATE HOME MAKEOVER
Serial Number:	76187405	WINNING CONCEPTS
Serial Number:	76257083	WORD SEARCH
Registration Number:	2459149	MAX

**CORRESPONDENCE DATA**

Fax Number: (866)826-5420  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 3016380511  
Email: ipresearchplus@comcast.net  
Correspondent Name: IP Research Plus, Inc.  
Address Line 1: 21 Tadcaster Circle  
Address Line 2: Attn: Penelope J.A. Agodoa  
Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	33401
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	07/23/2008

Total Attachments: 19  
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TRADEMARK SECURITY AGREEMENT, dated as of June 9, 2008, by and among SCIENTIFIC GAMES INTERNATIONAL, INC., a Delaware corporation (the "Borrower"), SCIENTIFIC GAMES CORPORATION, a Delaware corporation ("Holdings"), the subsidiaries of Holdings party hereto and JPMORGAN CHASE BANK, N.A., as Administrative Agent (the "Administrative Agent").

Reference is made to the Guarantee and Collateral Agreement dated as of June 9, 2008 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), among the Borrower, Holdings, the subsidiaries of Holdings party thereto and the Administrative Agent. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement dated as of June 9, 2008 (as amended, supplemented or otherwise modified from time to time (the "Credit Agreement")), by and among the Borrower, Holdings, the several Lenders from time to time party thereto and the Administrative Agent. The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. The Subsidiary Parties are affiliates of the Borrower, will derive substantial benefits from the extension of credit to the Borrower pursuant to the Credit Agreement and are willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement. The rules of construction specified in Section 1.1(b) of the Security Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Obligations, each Grantor, pursuant to the Security Agreement, did and hereby does grant to the Administrative Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in, all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "Trademark Collateral"):

- (i) all trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, logos and other source or business identifiers of a Grantor, and all goodwill associated therewith, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith, whether in the United States Patent and Trademark Office or in any similar office or agency of the United States, any State thereof or any other country or any political subdivision thereof, or otherwise, and all common-law rights related thereto, including, without

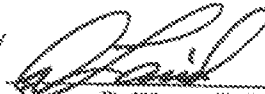
limitation, any of the foregoing referred to on Schedule I, and (ii) the right to obtain all renewals thereof.

SECTION 3. Security Agreement. The security interests granted to the Administrative Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Administrative Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

SCIENTIFIC GAMES INTERNATIONAL,  
INC.,

by

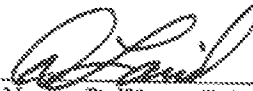


Name: DeWayne E. Laird

Title: Vice President

SCIENTIFIC GAMES CORPORATION,

by



Name: DeWayne E. Laird

Title: Vice President and Chief  
Financial Officer

{1026.313}

{Signature Pages to Trademark Security Agreement}


TRADEMARK

REEL: 003820 FRAME: 0782



AUTOTOTE ENTERPRISES, INC.,

by



Name: DeWayne E. Laird

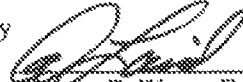
Title: Vice President

[3076313]

[Signature Pages to Trademark Security Agreement]

SCIENTIFIC GAMES HOLDINGS CORP.,

by



Name: DeWayne E. Laird

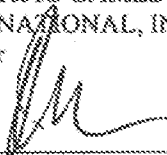
Title: Vice President

[886313]

[Signature Pages to Trademark Security Agreement]

MDI ENTERTAINMENT, LLC,

by SCIENTIFIC GAMES  
INTERNATIONAL, INC., as its sole  
member

A handwritten signature in black ink, appearing to be a stylized 'M' or similar character, written over a horizontal line.

Name:

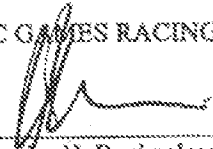
Title:

{3076311}

[Signature Pages to Trademark Security Agreement]

SCIENTIFIC GAMES RACING, LLC,

by



Name: Ira H. Raphaelson

Title: Vice President, General  
Council and Secretary

{Signature Pages to Trademark Security Agreement}

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TRACKPLAY LLC,

by SCIENTIFIC GAMES RACING,  
LLC, as its sole member



\_\_\_\_\_  
Name:

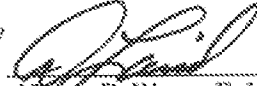
Title:

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SG RACING, INC.,

by



Name: DeWayne E. Laird

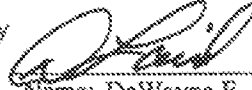
Title: Vice President and Treasurer

{3076313}

{Signature Pages to Trademark Security Agreement}

SCIENTIFIC GAMES PRODUCTS, INC.,

by



Name: DeWayne E. Laird

Title: Chief Financial Officer

{3076313}

{Signature Pages to Trademark Security Agreement}

SCIENTIFIC GAMES SA INC.,

by



Name: DeWayne E. Laird

Title: Chief Financial Officer

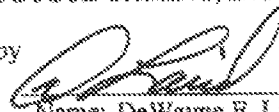
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[Signature Pages to Trademark Security Agreement]



AUTOTOTE GAMING, INC.

by



Name: DeWayne E. Laird

Title: Vice President and Chief  
Financial Officer

{3076313}

{Signature Pages to Trademark Security Agreement}

JPMORGAN CHASE BANK, N.A., as  
Administrative Agent,

by



Name:

Title:

**DONALD S. SHOKRIAN**  
**Managing Director**

Schedule I

MARK / TITLE	FORMATTED SERIAL NUMBER	DATE FILED	REGISTRATION NUMBER	REGISTRATION DATE	ASSIGNEE	STATUS
7 COME 11	73/643,433	6-Feb-87	1455531	1-Sep-87	Scientific Games, Inc.	Registered
7/11/2021	73/056,030	24-Jun-75	1070366	26-Jul-77	Scientific Games, Inc.	Registered
AEGIS	76/198,181	24-Jun-01	2655728	3-Dec-02	Scientific Games Corp.	Registered
AUTOTOTE	73/183,556	25-Aug-78	1276741	8-May-84	Scientific Games Corp.	Registered
AUTOTOTE Logo	75/174,098	30-Sep-96	2282400	5-Oct-99	Scientific Games Corp.	Registered
AUTOTRAK	73/329,574	25-Sep-81	1242618	21-Jun-83	Autotote Systems, Inc.	Registered
BETJET	78/686,583	5-Aug-05	3299250	25-Sep-07	Scientific Games Royalty Corporation	Registered
BOODLE	77/319,963	2-Nov-07			Scientific Games Products, Inc.	Pending
BRADLEY TELETHEATER	76/034,021	26-Apr-00	2467623	10-Jul-01	Autotote Enterprises, Inc.	Registered
BRADLEY TELETHEATER and Design	75/907,524	1-Feb-01	2440662	3-Apr-01	Autotote Enterprises, Inc.	Registered
CASH SQUARES	76/645,028	15-Aug-05			Oberthur Gaming Technologies Corp.	Allowed
CASH TWIST	76/667,014	2-Oct-06			Oberthur Gaming Technologies Corp.	Allowed
CLASSIC CARS & CASH	78/410,416	29-Apr-04			MDI Entertainment, Inc.	Pending
CLEARBET	78/686,572	5-Aug-05	3277110	7-Aug-07	Scientific Games Royalty Corporation	Registered
CROSSWORD CASH	75/200,685	29-Oct-96	2278289	14-Sep-99	Scientific Games International, Inc	Open
CYBER PORTAL	76/647,087	20-Sep-05			Oberthur Gaming Technologies Corp.	Allowed
DELIVERING SERIOUS FUN	77/267,432	29-Aug-07			Scientific Games International, Inc	Pending
DOT.COM CASH	76/214,925	2-Feb-01			Scientific Games International, Inc	Pending
DOUBLE EAGLE	75/416,619	12-Jan-98	2309798	18-Jan-00	Autotote Systems, Inc.	Registered
DOUBLE TREASURE	75/120,220	17-Jun-96	2146715	24-Mar-98	Autotote Systems, Inc.	Registered
DREAM TEAM	76/514,655	16-May-03	3127294	8-Aug-06	Oberthur Gaming Technologies Corp.	Registered
EXTREMA	75/616,176	6-Jan-99	2388613	19-Sep-00	Scientific Games Corp.	Registered
FAILSAFE	76/348,127	13-Dec-01	2612712	27-Aug-02	Oberthur Gaming Technologies Corp.	Registered
FANTASY FOOTBALL CASH	78/464,004	8-Sep-04			Scientific Games International, Inc	Allowed

MARK / TITLE	FORMATTED SERIAL NUMBER	DATE FILED	REGISTRATION NUMBER	REGISTRATION DATE	ASSIGNEE	STATUS
FORTUNE COOKIE	75/111,523	30-May-96	2059302	6-May-97	Scientific Games International, Inc	Registered
FOUREAL	76/349,135	17-Dec-01	2659019	8-Dec-02	Oberthur Gaming Technologies Corp.	Registered
FRUIT & 7'S	75/416,618	12-Jan-98	2319773	15-Feb-00	Scientific Games Royalty Corporation	Registered
FRUIT FORTUNE	75/159,420	3-Sep-96	2145435	17-Mar-98	Autotote Systems, Inc.	Registered
GAME GENERATION GROUP	78/529,104	8-Dec-04			Scientific Games International, Inc	Pending
GAME MATE	78/633,467	19-May-05			Scientific Games International, Inc	Allowed
GO TO	76/359,955	18-Jan-02	2725718	10-Jun-03	Oberthur Gaming Technologies Corp.	Registered
GOLD LUCK	75/120,546		2116948	25-Nov-97	Autotote Systems, Inc.	Registered
HOLD 'EM POKER	74/736,564	1-Sep-95	2204591	17-Nov-98	Scientific Games International, Inc	Registered
HOT STUFF	75/159,418	9-Sep-96	2148323	31-Mar-98	Autotote Systems, Inc.	Registered
HOUSE OF DREAMS	76/661,048	5-Jun-06			Oberthur Gaming Technologies Corp.	Allowed
ICASH	76/650,228	14-Nov-05	3261692	10-Jul-07	Oberthur Gaming Technologies Corp.	Registered
LOOSE CHANGE	73/273,629		1288007	31-Jul-84	Scientific Games International, Inc	Registered
LOTTERY BONUS ZONE	76/264,503	31-May-01	2667166	4-Dec-02	MDI Entertainment, Inc.	Registered
LOTTERY INPLAY	77/348,917	11-Dec-07			Scientific Games International, Inc	Pending
LUCKY 6	75/848,526	7-Jul-01	2474424	31-Jul-01	Autotote Corp	Registered
LUCKY 9'S	75/073,537	15-Mar-96	2482582	28-Aug-01	Scientific Games Racing, LLC	Registered
LUCKY DICE	76/437,118	2-Aug-02	2799859	30-Dec-03	Oberthur Gaming Technologies Corp.	Registered
MAUI MONEY	76/218,224	28-Feb-01	3013517	8-Nov-05	Scientific Games International, Inc	Registered
MAX	75/848,526	7-Jul-01	2459149	31-Jul-01	Autotote Corp	Registered
NASRIN	75/508,739	25-Jan-98	2425547	30-Jan-01	Scientific Games Corp.	Registered
NASRIN RACING NETWORK and Design	75/508,738	25-Jan-98	2425546	30-Jan-01	Scientific Games Corp.	Registered
OBERTHUR GAMING TECHNOLOGIES	75/681,223	12-Apr-99	2445616	24-Apr-01	Oberthur Gaming Technologies SA	Registered
OFF TRACK BETTING and Design	75/907,500	1-Feb-02	2543930	5-Mar-02	Autotote Enterprises, Inc.	Registered
ON THE WIRE	76/034,077	26-Apr-00	2437228	20-Mar-01	Autotote Enterprises, Inc.	Registered
ON THE WIRE PHONE	75/907,523	1-Feb-02	2440661	3-Apr-01	Autotote Enterprises, Inc.	Registered

MARK / TITLE	FORMATTED SERIAL NUMBER	DATE FILED	REGISTRATION NUMBER	REGISTRATION DATE	ASSIGNEE	STATUS
BETTING and Design						
PLAYCENTRAL	78/290,533	17-Sep-04	2915309	28-Dec-04	Scientific Games International, Inc	Registered
PROBE	74/307,877	25-Aug-92	1832001	19-Apr-94	Autotote Systems, Inc.	Registered
QUICKDRAW	75/729,016	18-Jun-92	2861841	13-Jul-04	Scientific Games Holdings Limited	Registered
RACEVIEW	76/034,024	26-Apr-00	2467624	10-Jul-01	Autotote Enterprises, Inc.	Registered
RACEVIEW CENTER and Design	75/906,831	1-Feb-00	2440659	3-Apr-01	Autotote Enterprises, Inc.	Registered
RACING ACTION	75/778,404	19-Aug-99	2643402	29-Oct-02	Scientific Games International, Inc	Registered
RADDS	76/510,693	11-Apr-03	2855707	22-Jun-07	Scientific Games International, Inc	Registered
REAL PEOPLE LOTTERY DRAWS	76/510,695	14-Apr-03	2888490	28-Sep-04	Scientific Games International, Inc	Registered
ROCK PAPER SCISSORS	75/845,832	10-Nov-99	2553503	26-Mar-02	Oberthur Gaming Technologies Corp.	Registered
ROLL-A-BET	78/773,541	14-Dec-05			Scientific Games Holdings Limited	Allowed
ROULBET	78/773,562	14-Dec-05			Scientific Games Holdings Limited	Allowed
ROYAL FLUSH FEVER	75/073,228	15-Mar-96	2139557	24-Feb-98	Autotote Systems, Inc.	Registered
SAM	74/003,202	17-Nov-89	1613644	18-Sep-90	Autotote Systems, Inc.	Registered
SCIENTIFIC GAMES	76/256,913	14-May-01	2860657	6-Jul-04	Scientific Games Corp.	Registered
SCISCAN TECHNOLOGY	75/037,421	26-Dec-96	2022062	10-Dec-96	Scientific Games International, Inc	Registered
SECOND CHANCE BONUS ZONE	76/264,504	31-May-01	2667167	24-Dec-02	MDI Entertainment, Inc.	Registered
SG SCIENTIFIC GAMES & Design	76/256,912	14-May-01	2913487	21-Dec-04	Scientific Games Corp.	Registered
SG3	78/529,090	8-Dec-04	3248255	29-May-07	Scientific Games International, Inc	Registered
SGI Logo	73/815,802	31-Aug-89	1590141	3-Apr-90	Scientific Games, Inc.	Registered
SGI Logo	74/008,489	7-Dec-89	1613652	18-Sep-90	Scientific Games, Inc.	Registered
SGI Logo	74/036,873	12-Mar-90	1627350	11-Dec-90	Scientific Games, Inc.	Registered
SGI MAP	78/162,285	10-Sep-02			Scientific Games International, Inc	Pending
SMART SERVICES	77/284,557	20-Sep-07			Scientific Games International, Inc	Pending
SPORTS HAVEN	74/658,130	10-Apr-95	2026030	24-Dec-96	Autotote Enterprises, Inc.	Registered
SPORTS	75/906,839	1-Feb-02	2442452	10-Apr-01	Autotote Enterprises, Inc.	Registered

MARK / TITLE	FORMATTED SERIAL NUMBER	DATE FILED	REGISTRATION NUMBER	REGISTRATION DATE	ASSIGNEE	STATUS
HAVEN and Design						
SURPRISE PARTY	75/628,397	26-Jan-99	2439172	27-Mar-01	Scientific Games Corp.	Registered
TELECOM GAME FACTORY	76/511,555	14-Apr-03	2904259	23-Nov-04	Scientific Games International, Inc	Registered
TEXAS HOLD 'EM POKER	78/452,862	19-Jul-04	3161052	17-Oct-06	Scientific Games International, Inc	Registered
THE GLOBAL DRAW	75/599,723	4-Dec-98	2538830	19-Dec-92	Scientific Games Holdings Limited	Registered
THE GLOBAL DRAW Logo	75/599,722	4-Dec-98	2587050	2-Jul-02	Scientific Games Holdings Limited	Registered
TINY TIM	74/003,065	17-Nov-89	1672960	21-Jan-92	Scientific Games Corp.	Registered
TROPHY CLUB	78/910,987	19-Jun-06	3241924	15-May-07	Scientific Games Corp.	Registered
TRUCKS & BUCKS	76/187,289	27-Dec-00	3042117	10-Jan-06	Scientific Games International, Inc	Registered
ULTIMATE CASH CIRCUIT	76/243,345	20-Apr-01	2730048	24-Jun-03	Oberthur Gaming Technologies Corp.	Registered
ULTIMATE HOME MAKEOVER	76/667,351	12-Oct-06			Oberthur Gaming Technologies Corp.	Allowed
WINNING CONCEPTS	76/187,405	29-Dec-00	2685389	11-Feb-03	Oberthur Gaming Technologies, Inc.	Registered
WORD SEARCH	76/257,083	16-May-01	2603175	30-Jul-02	Oberthur Gaming Technologies Corp.	Registered

[[3076313]]