

*RELEASE AND REASSIGNMENT
OF TRADEMARK, TRADEMARK APPLICATIONS AND
TRADEMARK LICENSE AGREEMENTS AS SECURITY*

WHEREAS, Sega GameWorks L.L.C., a Delaware limited liability company (the "Company"), owns the trademarks, trademark applications and trademark license agreements described in the attached Schedule A (the "Trademarks") for which there are recordings in the United States Patent and Trademark Office under the numbers set forth in the attached Schedule A; and


WHEREAS, pursuant to that certain Borrower Trademark Security Agreement dated as of April 29, 1997 (as amended, the "Agreement") the Company granted to Citicorp USA, Inc., as agent (the "Agent"), a security interest in, among other things, the Trademarks to secure the payment and performance by the Company of certain of its obligations; and

WHEREAS, the Agreement was recorded in the Assignment Branch, United States Patent and Trademark Office, on May 20, 1997, located on Reel 1603, Frame 0758, with the exception of Trademark #74/706883, and a Notice of Amendment to the Agreement was not subsequently recorded in the Assignment Branch, United States Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Agent does hereby terminate its security interest in, and reassign and reconvey to the Company, the Trademarks and (a) the reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, (b) all income, royalties, damages and payments now and hereafter due and/or payable under and with respect thereto, including, without limitation, payments under all licenses entered into in connection therewith and damages and payments for past or future infringements thereof, (c) the right to sue for past, present and future infringements thereof, (d) all of the Company's rights corresponding thereto throughout the world, and (e) rights under or interest in any trademark license agreements with any party, whether the Company is a licensee or licensor under any such license agreement and the right to prepare for sale and sell any and all inventory owned by the Company and covered by such licenses, all to the extent permitted by and subject to the terms contained in any such written license agreements.

Dated: July 2, 1998

CITICORP USA, INC., as Agent

By: 
Name: TIMOTHY L. FREEMAN
Title: Attorney-in-Fact

Schedule A
to
Release and Reassignment
dated as of July 2, 1998

Trademarks

Attached.

Trademarks Applications

Attached.

Trademarks License Agreements

Attached.

Mark

Registrations

GAMEWORKS

U.S. No. 1,388,952

TURBO GAMEWORKS

U.S. No. 1,402,008

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TRADEMARK SECURITY AGREEMENT

STATUS FOR: SEGA GAMEWORKS L.L.C.

U. S. A. STATUS: FIL RENEWAL DUE:	6643-01001 (Acquired by assignment from Oneida)	VERTICAL REALITY	25			REG.DT/NO.: APP.DT/NO.: 27JL1995	74/706883
U. S. A. STATUS: FIL RENEWAL DUE:	6643-01002	VERTICAL REALITY	9	28	41	REG.DT/NO.: APP.DT/NO.: 05AU1996	75/144392
U. S. A. STATUS: FIL RENEWAL DUE:	6643-01004	VERTICAL REALITY	25			REG.DT/NO.: APP.DT/NO.: 160E1996	75/214058
ARGENTINA STATUS: FIL RENEWAL DUE:	6643-01005	VERTICAL REALITY	9			REG.DT/NO.: APP.DT/NO.: 05FE1997	2067903
ARGENTINA STATUS: FIL RENEWAL DUE:	6643-01006	VERTICAL REALITY	25			REG.DT/NO.: APP.DT/NO.: 05FE1997	2067904
ARGENTINA STATUS: FIL RENEWAL DUE:	6643-01007	VERTICAL REALITY	41			REG.DT/NO.: APP.DT/NO.: 05FE1997	2067905
AUSTRALIA STATUS: DKT RENEWAL DUE:	6643-01111	VERTICAL REALITY	9	15	25	REG.DT/NO.: APP.DT/NO.: 28 41	
BRAZIL STATUS: FIL RENEWAL DUE:	6643-01008	VERTICAL REALITY	9			REG.DT/NO.: APP.DT/NO.: 05FE1997	819810371
BRAZIL STATUS: FIL RENEWAL DUE:	6643-01009	VERTICAL REALITY	25			REG.DT/NO.: APP.DT/NO.: 05FE1997	819810380
BRAZIL STATUS: FIL RENEWAL DUE:	6643-01010	VERTICAL REALITY	41			REG.DT/NO.: APP.DT/NO.: 05FE1997	819810355
BRAZIL STATUS: FIL RENEWAL DUE:	6643-01106	VERTICAL REALITY	28			REG.DT/NO.: APP.DT/NO.: 05FE1997	819810363

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CANADA STATUS: DKT RENEWAL DUE:	6643-01112	VERTICAL REALITY	9	16 25 28 41	REG.DT/NO.: APP.DT/NO.:
CHILE STATUS: DKT RENEWAL DUE:	6643-01011	VERTICAL REALITY	9		REG.DT/NO.: APP.DT/NO.:
CHILE STATUS: DKT RENEWAL DUE:	6643-01012	VERTICAL REALITY	25		REG.DT/NO.: APP.DT/NO.:
CHILE STATUS: DKT RENEWAL DUE:	6643-01013	VERTICAL REALITY	41		REG.DT/NO.: APP.DT/NO.:
CHINA P.R. STATUS: DKT RENEWAL DUE:	6643-01014	VERTICAL REALITY	9		REG.DT/NO.: APP.DT/NO.:
CHINA P.R. STATUS: DKT RENEWAL DUE:	6643-01015	VERTICAL REALITY	25		REG.DT/NO.: APP.DT/NO.:
CHINA P.R. STATUS: DKT RENEWAL DUE:	6643-01016	VERTICAL REALITY	41		REG.DT/NO.: APP.DT/NO.:
CHINA P.R. STATUS: DKT RENEWAL DUE:	6643-01017	VERTICAL REALITY	28		REG.DT/NO.: APP.DT/NO.:
COLOMBIA STATUS: DKT RENEWAL DUE:	6643-01017	VERTICAL REALITY	9		REG.DT/NO.: APP.DT/NO.:
COLOMBIA STATUS: DKT RENEWAL DUE:	6643-01018	VERTICAL REALITY	25		REG.DT/NO.: APP.DT/NO.:
COLOMBIA STATUS: DKT RENEWAL DUE:	6643-01019	VERTICAL REALITY	41		REG.DT/NO.: APP.DT/NO.:
COMMON TRADE STATUS: DKT RENEWAL DUE:	6643-01020	VERTICAL REALITY	9	16 25 28 41	REG.DT/NO.: APP.DT/NO.: 03FE1997

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HONG KONG STATUS: FIL RENEWAL DUE:	6643-01107	VERTICAL REALITY	9	REG.DT/NO.: APP.DT/NO.: 05FE1997	97/01634
HONG KONG STATUS: FIL RENEWAL DUE:	6643-01108	VERTICAL REALITY	25	REG.DT/NO.: APP.DT/NO.: 05FE1997	97/01635
HONG KONG STATUS: FIL RENEWAL DUE:	6643-01109	VERTICAL REALITY	28	REG.DT/NO.: APP.DT/NO.: 05FE1997	97/01636
HONG KONG STATUS: FIL RENEWAL DUE:	6643-01110	VERTICAL REALITY	41	REG.DT/NO.: APP.DT/NO.: 05FE1997	97/01637
ISRAEL STATUS: DKT RENEWAL DUE:	6643-01021	VERTICAL REALITY	9	REG.DT/NO.: APP.DT/NO.:	
ISRAEL STATUS: DKT RENEWAL DUE:	6643-01022	VERTICAL REALITY	25	REG.DT/NO.: APP.DT/NO.:	
ISRAEL STATUS: DKT RENEWAL DUE:	6643-01023	VERTICAL REALITY	41	REG.DT/NO.: APP.DT/NO.:	
S. KOREA STATUS: DKT RENEWAL DUE:	6643-01024	VERTICAL REALITY	39	REG.DT/NO.: APP.DT/NO.:	
S. KOREA STATUS: DKT RENEWAL DUE:	6643-01025	VERTICAL REALITY	45	REG.DT/NO.: APP.DT/NO.:	
S. KOREA STATUS: DKT RENEWAL DUE:	6643-01026	VERTICAL REALITY	112	REG.DT/NO.: APP.DT/NO.:	
MEXICO STATUS: DKT RENEWAL DUE:	6643-01027	VERTICAL REALITY	9	REG.DT/NO.: APP.DT/NO.:	
MEXICO STATUS: DKT RENEWAL DUE:	6643-01028	VERTICAL REALITY	25	REG.DT/NO.: APP.DT/NO.:	

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MEXICO STATUS: DKT RENEWAL DUE:	6643-01029	VERTICAL REALITY	41			REG.DT/NO.: APP.DT/NO.:	
NEW ZEALAN STATUS: FIL RENEWAL DUE:	6643-01030	VERTICAL REALITY	9			REG.DT/NO.: APP.DT/NO.: 04FE1997	272362
NEW ZEALAN STATUS: FIL RENEWAL DUE:	6643-01031	VERTICAL REALITY	25			REG.DT/NO.: APP.DT/NO.: 04FE1997	272361
NEW ZEALAN STATUS: FIL RENEWAL DUE:	6643-01032	VERTICAL REALITY	41			REG.DT/NO.: APP.DT/NO.: 04FE1997	272363
NORWAY STATUS: FIL RENEWAL DUE:	6643-01033	VERTICAL REALITY	9	25	41	REG.DT/NO.: APP.DT/NO.: 05FE1997	97.1000
PHILIPPINE STATUS: DKT RENEWAL DUE:	6643-01034	VERTICAL REALITY	9			REG.DT/NO.: APP.DT/NO.:	
PHILIPPINE STATUS: DKT RENEWAL DUE:	6643-01035	VERTICAL REALITY	25			REG.DT/NO.: APP.DT/NO.:	
PHILIPPINE STATUS: DKT RENEWAL DUE:	6643-01036	VERTICAL REALITY	41			REG.DT/NO.: APP.DT/NO.:	
RUSSIAN FE STATUS: DKT RENEWAL DUE:	6643-01037	VERTICAL REALITY	9	16	25	REG.DT/NO.: APP.DT/NO.:	
				25	41		
S. AFRICA STATUS: DKT RENEWAL DUE:	6643-01044	VERTICAL REALITY	9			REG.DT/NO.: APP.DT/NO.:	
S. AFRICA STATUS: DKT RENEWAL DUE:	6643-01045	VERTICAL REALITY	25			REG.DT/NO.: APP.DT/NO.:	
S. AFRICA STATUS: DKT RENEWAL DUE:	6643-01046	VERTICAL REALITY	41			REG.DT/NO.: APP.DT/NO.:	

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SAUDI ARAB STATUS: DKT RENEWAL DUE:	6643-01038	VERTICAL REALITY	9	REG.DT/NO.: APP.DT/NO.:	
SAUDI ARAB STATUS: DKT RENEWAL DUE:	6643-01039	VERTICAL REALITY	25	REG.DT/NO.: APP.DT/NO.:	
SAUDI ARAB STATUS: DKT RENEWAL DUE:	6643-01040	VERTICAL REALITY	41	REG.DT/NO.: APP.DT/NO.:	
SINGAPORE STATUS: FIL RENEWAL DUE:	6643-01041	VERTICAL REALITY	9	REG.DT/NO.: APP.DT/NO.: 04FE1997	1252/97
SINGAPORE STATUS: FIL RENEWAL DUE:	6643-01042	VERTICAL REALITY	25	REG.DT/NO.: APP.DT/NO.: 04FE1997	1253/97
SINGAPORE STATUS: FIL RENEWAL DUE:	6643-01043	VERTICAL REALITY	41	REG.DT/NO.: APP.DT/NO.: 04FE1997	1254/97
SWITZERLAND STATUS: DKT RENEWAL DUE:	6643-01047	VERTICAL REALITY	9 16 25 23 41	REG.DT/NO.: APP.DT/NO.:	
TAIWAN STATUS: FIL RENEWAL DUE:	6643-01051	VERTICAL REALITY	9	REG.DT/NO.: APP.DT/NO.: 05FE1997	86006670
TAIWAN STATUS: FIL RENEWAL DUE:	6643-01052	VERTICAL REALITY	25	REG.DT/NO.: APP.DT/NO.: 05FE1997	86006669
TAIWAN STATUS: FIL RENEWAL DUE:	6643-01053	VERTICAL REALITY	41	REG.DT/NO.: APP.DT/NO.: 05FE1997	86006676
THAILAND STATUS: FIL RENEWAL DUE:	6643-01048	VERTICAL REALITY	9	REG.DT/NO.: APP.DT/NO.: 05FE1997	327425
THAILAND STATUS: FIL RENEWAL DUE:	6643-01049	VERTICAL REALITY	25	REG.DT/NO.: APP.DT/NO.: 05FE1997	327426

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THAILAND STATUS: FIL RENEWAL DUE:	6643-01050	VERTICAL REALITY	41	REG.DT/NO.: APP.DT/NO.: 05FE1997	327428
THAILAND STATUS: FIL RENEWAL DUE:	6643-01113	VERTICAL REALITY	25	REG.DT/NO.: APP.DT/NO.: 05FE1997	327427
VENEZUELA STATUS: DKT RENEWAL DUE:	6643-01054	VERTICAL REALITY	9	REG.DT/NO.: APP.DT/NO.:	
VENEZUELA STATUS: DKT RENEWAL DUE:	6643-01055	VERTICAL REALITY	25	REG.DT/NO.: APP.DT/NO.:	
VENEZUELA STATUS: DKT RENEWAL DUE:	6643-01056	VERTICAL REALITY	41	REG.DT/NO.: APP.DT/NO.:	

SCHEDULE B
TO
TRADEMARK SECURITY AGREEMENT

Dated as of April , 1997

License Agreements

Borrower as Licensee:

License Agreement Between Sega Enterprises, Ltd. and Sega GameWorks L.L.C.

Borrower as Licensor:

License Agreement By and Among Sega GameWorks L.L.C., Multiplan International B.V.I and Multiplan Planejamento Participacoes E Administracao Ltda.

Sponsorship Agreement Between The Coca-Cola Company and Sega GameWorks L.L.C.