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06-10-1999

U.S. DEPARTMENT OF COMMERCE



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Patent and Trademark Office
Docket No. 41890-24001

101060191

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
USA Processing, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-California Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: BMCF Gaming, L.L.C.
Street Address: 1290 Oakmead Parkway, Suite 230
City: Sunnyvale, State: CA ZIP: 94086
 Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: _____
 Other: Delaware Limited Liability Company
Additional name(s) & address(es) attached? Yes No

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OPR/INANCE

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
Execution Date: 6/2/99

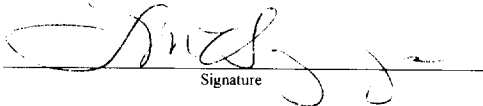
4. Application number(s) or registration number(s):
If this document is being filed together with a new application, the execution date of the application is:
A. Trademark Application No.(s) B. Registration No.(s)
2,133,474
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Lynn M. Humphreys
Morrison & Foerster LLP
425 Market Street
San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: 1
7. Total fee (37 C.F.R. § 3.41): \$40
 Enclosed
 Authorized to be charged to deposit account, referencing Attorney Docket 41890-24001
8. Deposit account number: 03-1952

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

DO NOT USE THIS SPACE

9. 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.
Name: Lynn M. Humphreys

Signature
Date: 6/4/99

Total number of pages comprising cover sheet, attachments and document: 3

06/10/1999 DNGUYEN 00000080 2133474
01 FC:481
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231
40.00 DP
sf-701333

ASSIGNMENT OF SERVICE MARK

WHEREAS, USA Processing, Inc., a corporation organized under the laws of the State of California ("USA Processing"), and having its principal place of business at 1290 Oakmead Parkway, Sunnyvale, California 94086, has used and is the owner of the service mark GLOBAL CASH ACCESS which is registered in the United States Patent and Trademark Office under U.S. Registration No. 2133474 and in the State of Nevada at Book 28, Page 906, and the service mark GLOBAL CASH ACCESS ATM which is registered in New Jersey under No. SM 13949 (hereinafter the "Service Marks");

WHEREAS, BMCF Gaming, L.L.C., a limited liability company organized under the laws of the State of Delaware ("BMCF"), and having its principal place of business at 1290 Oakmead Parkway, Suite 230, Sunnyvale, California 94086, is desirous of acquiring said Service Marks;


NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, USA Processing, Inc. does hereby assign and transfer to BMCF all right, title and interest in and to said Service Marks, together with the goodwill of the business symbolized by said Service Marks, all common law rights, and all registrations for said Service Marks.

In connection with such assignment, USA Processing, Inc. shall execute such further documents as BMCF may request in order to effect such assignment.

Signed at Sunnyvale, California, this 2nd day of June, 1999.

USA Processing, Inc.

Signature: _____


Robert Cucinotta, Secretary

ACKNOWLEDGMENT

On June 2, 1999, before me, Christine A. Regan personally appeared Robert Cucinotta, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity on behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Christine A. Regan
Signature



[Seal]