

04-25-2002



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102067839

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

1-25-02

1. Name of conveying party(ies):

Mikohn Gaming Corporation 4-25-02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Nevada**
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: **Foothill Capital Corporation**
Internal
Address: _____

Street Address: **2450 Colorado Avenue, Suite 3000 W.**
City: **Samta Monica** State: **CA** Zip: **90404**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State **California**
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: **February 14, 2002**

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
See Attachment

B. Trademark Registration No.(s)
See Attachment

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed

Name: **Diane M. Chubb, Esq.**

Internal Address: _____

Street Address: **Jeffer, Mangels, Butler & Marmaro LLP,**

2121 Avenue of the Stars, Tenth Floor

City: **Los Angeles** State: **CA** Zip: **90067**

6. Total number of applications and registrations involved: 42

7. Total fee (37 CFR 3.41).....\$ **1,065.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0440

(Attach duplicate copy of this page if paying by deposit account)

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.

Diane M. Chubb, Esq.

Diane M. Chubb
Signature

April 24, 2002

Date

Name: **Diane M. Chubb, Esq.**

16

Total number of pages including cover sheet, attachments, and document:

40.00 DP
1025.04 DP

Documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

04/26/2002 DBYRNE 000067839 1466377

01 FC:481
02 FC:482

Continuation of Recordation Form Cover Sheet for Conveying Parties
(continuation of Item 1.)

Casino Excitement, Inc.

MGC, Inc.

Mikohn Nevada

Progressive Games, Inc.

Games of Nevada, Inc.

Mikohn International, Inc.

Continuation of Recordation Form Cover Sheet for Trademarks
(Continuation of Item 4)

4. Trademark Application/Registration number(s):

Trademark Registration Nos.

1,466,437
1,465,650
1,466,436
2,166,729
2,000,899
2,043,083
2,043,081
2,043,082
1,824,259
2,229,600
2,232,023
2,330,725
2,228,181
2,303,420
2,281,404
2,276,083
2,323,542
2,320,754
2,274,648
2,369,431
2,420,050
2,526,014
2,521,154
2,436,607
2,368,411
2,189,458

Trademark Application Serial Nos.

76/181,900
76/269,638
76/269,871
76/266,622
76/194,307

Trademark Registration Nos.

2,108,501
2,218,521
1,787,117
1,548,674
1,568,546
2,227,623
2,159,921
2,127,925
2,127,934
2,458,905
2,093,714

SECURITY INTEREST IN TRADEMARKS

The undersigned (collectively, "*Grantor*") for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grants to Foothill Capital Corporation, a California corporation (together with its successors and assigns, "*Secured Party*"), a continuing security interest in the following property:

(i) Each trademark, trademark registration and trademark application listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages (to the extent not effectively prohibited by an applicable and legally enforceable license agreement) by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages,

to secure performance of all Obligations of the Grantor as set out in: (a) that certain Loan and Security Agreement, dated as of February 14, 2002, by and among Grantor and Secured Party, and (b) that certain Intellectual Property Security Agreement dated as of February 14, 2002, by and among Grantor and Secured Party (collectively, the "*Agreements*").


Each Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interests in the trademarks, trademark registrations and trademark applications made and granted hereby are more fully set forth in the Agreements, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Agreements, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

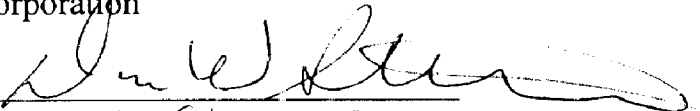
IN WITNESS WHEREOF, each Grantor has caused this Security Interest in Trademarks to be duly executed as of February 14, 2002.

Grantor:

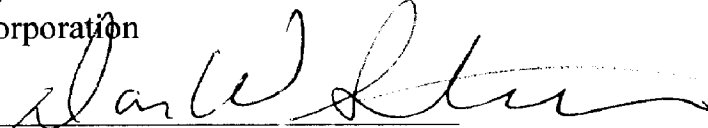
MIKOHN GAMING CORPORATION,
a Nevada corporation

By: 
Name: Dan W. Stevens
Title: EVP, CFO & Treasurer


CASINO EXCITEMENT, INC.,
a Nevada corporation

By: 
Name: Dan W. Stevens
Title: EVP, CFO & Treasurer

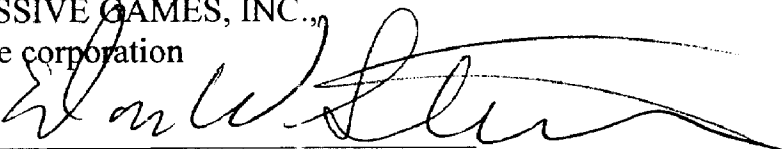
MGC, INC,
a Nevada corporation

By: 
Name: Dan W. Stevens
Title: EVP, CFO, & Treasurer


MIKOHN NEVADA,
a Nevada corporation

By: 
Name: Dan W. Stevens
Title: EVP, CFO & Treasurer

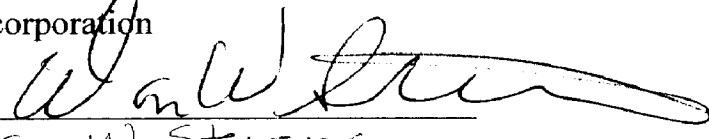
PROGRESSIVE GAMES, INC.,
a Delaware corporation

By: 
Name: Dan W. Stevens
Title: EVP, CFO & Treasurer

GAMES OF NEVADA, INC,
a Nevada corporation

By: 
Name: Dan W. Stevens
Title: EVP, CFO, TREASURER

MIKOHN INTERNATIONAL, INC,
a Nevada corporation

By: 
Name: Dan W. Stevens
Title: EVP, CFO, TREASURER

Secured Party:

FOOTHILL CAPITAL CORPORATION, a
California corporation

By: _____
Name: _____
Title: _____

GAMES OF NEVADA, INC,
a Nevada corporation

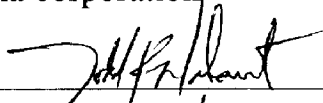
By: _____
Name:
Title:

MIKOHN INTERNATIONAL, INC,
a Nevada corporation

By: _____
Name:
Title:

Secured Party:

FOOTHILL CAPITAL CORPORATION, a
California corporation.

By:  _____
Name: TODD R. NAKAMOTO
Title: VICE PRESIDENT

Schedule A to
SECURITY INTEREST IN TRADEMARKS
Trademarks

SCHEDULE OF TRADEMARKS - REGISTERED

	MARK	REG. NO.	ISSUE DATE
1	MINI KENO	1,466,437	11/24/1987
2	HOLD AND DRAW	1,465,650	11/17/1987
3	HOLD AND DRAW BINGO	1,466,436	11/24/1987
4	MYSTERY JACKPOT	2,166,729	6/23/1998
5	GAMES OF NEVADA	2,000,899	9/17/1996
6	MVP and design	2,043,083	3/11/1997
7	MIKOH NVISION	2,043,081	3/11/1997
8	MIKOH N	2,043,082	3/11/1997
9	MIKOH N	1,824,259	3/1/1994
10	MONEY TIME	2,229,600	3/2/1999
11	CASINOLINK	2,232,023	3/16/1999
12	SAFEJACK	2,330,725	3/21/2000
13	SAFEBAC	2,228,181	3/2/1999
14	SUPERINK	2,303,420	12/28/1999
15	X SLOT	2,281,404	9/28/1999
16	DRAGON HUNT	2,276,083	9/7/1999
17	HOT POTATO	2,323,542	2/29/2000
18	ROLLN BONUS	2,320,754	2/22/2000
19	WILD ARUBA STUD	2,274,648	8/31/1999
20	WILD ARUBA STUD	2,369,431	7/18/2000
21	MIKOH N	611,062	11/29/2001
22	MIKOH N	328,913	6/15/2001
23	TABLELINK	2,420,050	1/9/2001
24	MIKOH N	2,526,014	1/1/2002
25	MIKOH N	2,521,154	12/18/2001
26	MIKOH N	2,436,607	3/20/2001
27	TRÉ CARD STUD and design	2,368,411	7/18/2000
28	A NEW DAY IN GAMING (CANADA)	473,073	03/19/97
29	ARUBA RUM 32 (EUROPEAN COMMUNITY)	396804	10/18/96
30	ARUBA RUM 32 (SLOVENIA)	9771637	05/04/98
31	ARUBA RUM 32 (SWITZERLAND)	443,210	10/16/96
32	ARUBA RUM 32 & DES.	2,189,458	09/15/98

SCHEDULE OF TRADEMARKS - REGISTERED

	MARK	REG. NO.	ISSUE DATE
33	CARIBBEAN DRAW (ARGENTINA)	1,655,697	01/15/98
34	CARIBBEAN DRAW (ECUADOR)	DNP-043-98*	01/16/98
35	CARIBBEAN DRAW (PARAGUAY)	197249	09/15/97
36	CARIBBEAN DRAW (SOUTH AFRICA)	97/01704	01/10/00
37	CARIBBEAN DRAW	2,108,501	10/28/97
38	CARIBBEAN DRAW (URUGUAY)	291,991	11/07/97
39	CARIBBEAN DRAW POKER & DES	2,218,521	01/19/99
40	CARIBBEAN STUD (ANTIGUA & BARBUDA)	3481	11/29/96
41	CARIBBEAN STUD (ARGENTINA)	1,528,208	06/30/94
42	CARIBBEAN STUD (AUSTRIA)	A577,409	10/18/95
43	CARIBBEAN STUD (BOLIVIA)	56940-C	08/15-94
44	CARIBBEAN STUD (BRAZIL)	817665714	12/05/95
45	CARIBBEAN STUD (CANADA)	471931	03/04/97
46	CARIBBEAN STUD (CHILE)	431,541	09/15/94
47	CARIBBEAN STUD (CHINA)	776660	01/28/95
48	CARIBBEAN STUD (COLUMBIA)	160217	06/15/94
49	CARIBBEAN STUD (COSTA RICA)	89,288	11/18/94
50	CARIBBEAN STUD (CUBA)	123,822	05/23/96
51	CARIBBEAN STUD (CZECH REPUBLIC)	179,861	09/26/94
52	CARIBBEAN STUD (DOMINICAN REPUBLIC)	54,002	07/15/92
53	CARIBBEAN STUD (ECUADOR)	DNPI0738-94	12/07/94
54	CARIBBEAN STUD (EUROPEAN COMMUNITY)	7211	07/20/98
55	CARIBBEAN STUD (MACAU)	11,816	03/25/93
56	CARIBBEAN STUD (MACAU)	12,466	07/07/94
57	CARIBBEAN STUD (MONACO)	92 14315	06/26/92
58	CARIBBEAN STUD (NEVADA)	NONE.	02/12/88
59	CARIBBEAN STUD (PANAMA)	71069	09/29/95
60	CARIBBEAN STUD (PARAGUAY)	197248	09/15/97
61	CARIBBEAN STUD (PERU)	01937	05/06/94

SCHEDULE OF TRADEMARKS - REGISTERED

	MARK	REG. NO.	ISSUE DATE
62	CARIBBEAN STUD (ROMANIA)	22,494	11/10/92
63	CARIBBEAN STUD (SLOVAKIA)	179,772	06/20/94
64	CARIBBEAN STUD (SLOVENIA)	9671427	11/03/97
65	CARIBBEAN STUD (SOUTH AFRICA)	96/02418	02/23/96
66	CARIBBEAN STUD (SOUTH AFRICA)	96/02419	02/23/96
67	CARIBBEAN STUD (SOUTH AFRICA)	96/02336	02/22/96
68	CARIBBEAN STUD (SRI LANKA)	65486	12/10/92
69	CARIBBEAN STUD (SWITZERLAND)	399,962	07/29/92
70	CARIBBEAN STUD	1,787,117	08/10/93
71	CARIBBEAN STUD (URUGUAY)	267,168	08/07/95
72	CARIBBEAN STUD (VENEZUELA)	S002073	09/01/95
73	CARIBBEAN STUD & CARD DES. (CANADA)	472,948	03/18/97
74	CARIBBEAN STUD & PALM TREE DES. (BENELUX)	519,360	01/03/93
75	CARIBBEAN STUD & PALM TREE DES. (CANADA)	469,336	01/22/97
76	CARIBBEAN STUD & PALM TREE DES.	1,568,546	11/28/89
77	CARIBBEAN STUD ENTERPRISES & CARD DES. (BENELUX)	519,359	03/01/93
78	CARIBBEAN STUD ENTERPRISES & CARD DES.	1,548,674	07/18/89
79	CARIBBEAN STUD POKER & DES.	2,227,623	03/02/99
80	CROSSED PISTOL DES.	2,159,921	05/26/98
81	PGI & DES.	2,127,925	01/13/98
82	PGI STYLIZED	2,127,934	01/13/98
83	PROGRESSIVE BLACK JACK & DES.	2,458,905	06/12/01
84	PROGRESSIVE BLACKJACK (ARGENTINA)	1,655,698	01/15/98
85	ROULOT TO	2,093,714	09/02/97

**SCHEDULE OF TRADEMARKS LICENSES
WITH MIKOHN GAMING CORPORATION "AS LICENSEE"**

	AGREEMENT	DATE
1	Avalon Gaming, Inc.	01/31/2002
2	Barry Stevens, Ltd.	05-15-2001
3	Ginder, Allison	05-15-2001
4	Hasbro, Inc. – Yahtzee	08-18-1998
5	Hasbro, Inc. – Battleship	08-18-1998
6	Hasbro, Inc. – Monopoly	08-18-1998
7	Hasbro, Inc. – Clue	06-26-2000
8	Hasbro, Inc. – Trivial Pursuit	06-26-2000
9	International Game Technology	12-01-1999
10	Martindale, Wink	10-12-2001
11	Signatures Network – Ripley's	01-01-2000
12	TV Guide	01-16-2002
13	XpertX, Inc.	11-29-1993

SCHEDULE OF TRADEMARKS – PENDING

	MARK	GOODS & SERVICES	SERIAL NO.	FILING DATE
1	MIKOHN	COLOMBIA Electronic gaming machines	01.004.785	1/23/01
2	MIKOHN	ECUADOR Electronic gaming machines	110709	1/19/01
3	MIKOHN	VENEZUELA Electronic gaming machines	2429-01	2/13/01
4	MIKOHN	PANAMA Electronic gaming machines	112902	2/15/01
5*	MS. PIPS and design (words and design)	Metal key chains, metal key holders Electronic gaming machines; computer games Non-metal key chains; non-metal key holders, key fobs, not of metal Beverage glassware; shot glasses; drinking glasses T-shirts, caps, hats Board games; gaming tables; casino table games; dolls Licensing of electronic gaming machines, casino table games, progressive and bonus games, and computer software and hardware for use in automating casino games, casino information management, player tracking, and bonus linking of electronic gaming machines and casino table games Leasing of electronic gaming machines, casino table games, and progressive and bonus games Design for others in the field of signs, displays, sound packages, casino gaming themes, electronic gaming machines, casino table games, and progressive and bonus casino games; graphic art design; graphic illustrations for others; leasing of computer software and hardware for use in automating casino games, casino information management, player tracking, and bonus linking of electronic gaming machines and casino table games		
6*	MS. PIPS (typed words)	Electronic gaming machines		
7*	MS. PIPS (design only)	Electronic gaming machines		
8*	MR. PIPS (typed words) Actual use	Dolls		

SCHEDULE OF TRADEMARKS – PENDING

	MARK	GOODS & SERVICES	SERIAL NO.	FILING DATE
9*	MR. PIPS (design only) Intent to Use	<p>Metal key chains, metal key holders</p> <p>Computer games</p> <p>Non-metal key chains; non-metal key holders, key fobs, not of metal</p> <p>Beverage glassware; shot glasses; drinking glasses</p> <p>T-shirts, caps, hats</p> <p>Board games; gaming tables; casino table games; dolls</p> <p>Licensing of electronic gaming machines, casino table games, progressive and bonus games, and computer software and hardware for use in automating casino games, casino information management, player tracking, and bonus linking of electronic gaming machines and casino table games</p> <p>Leasing of electronic gaming machines, casino table games, and progressive and bonus games</p> <p>Design for others in the field of signs, displays, sound packages, casino gaming themes, electronic gaming machines, casino table games, and progressive and bonus casino games; graphic art design; graphic illustrations for others; leasing of computer software and hardware for use in automating casino games, casino information management, player tracking, and bonus linking of electronic gaming machines and casino table games</p>		
10*	MS. PIPS and design (words and design)	<p>Metal key chains, metal key holders</p> <p>Electronic gaming machines; computer games</p> <p>Non-metal key chains; non-metal key holders, key fobs, not of metal</p> <p>Beverage glassware; shot glasses; drinking glasses</p> <p>T-shirts, caps, hats</p> <p>Board games; gaming tables; casino table games; dolls</p> <p>Licensing of electronic gaming machines, casino table games, progressive and bonus games, and computer software and hardware for use in automating casino games, casino information management, player tracking, and bonus linking of electronic gaming machines and casino table games</p> <p>Leasing of electronic gaming machines, casino table games, and progressive and bonus games</p> <p>Design for others in the field of signs, displays, sound packages, casino gaming themes, electronic gaming machines, casino table games, and progressive and bonus casino games; graphic art design; graphic illustrations for others; leasing of computer software and hardware for use in automating casino games, casino information management, player tracking, and bonus linking of electronic gaming machines and casino table games</p>		
11*	MS. PIPS (typed words)	Electronic gaming machines		
12*	MS. PIPS (design only)	Electronic gaming machines		
13	THINK BIG	Electronic gaming machines	76/181,900	12/14/2000
14	PROGRESSIVE JACKPOT PAI GOW POKER	<p>Casino card games, casino gaming tables</p> <p>Casino gaming services, namely, providing card games</p>	76/269,638	6/11/2001

SCHEDULE OF TRADEMARKS – PENDING

	MARK	GOODS & SERVICES	SERIAL NO.	FILING DATE
15	PROGRESSIVE BAD BEAT STUD POKER	Casino card games, casino gaming tables Casino gaming services, namely, providing card games	76/269,871	6/11/2001
16	ADVENTURES IN TRIVIA	Electronic gaming machines	76/266,622	6/4/2001
17	PROGRESSIVE BLACKJACK		76/194,307	01/16/01
18	PROGRESSIVE GAMES (SOUTH AFRICA)		97/16182	10/23/97

* = APPLICATION HELD UNTIL FURTHER NOTICE.