TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
EFFECTIVE DATE:	05/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Midway Amusement Games, LLC		05/31/2005	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Foothill, Inc., as Agent
Street Address:	2450 Colorado Avenue
Internal Address:	Suite 3000 West
City:	Santa Monica
State/Country:	CALIFORNIA
Postal Code:	90404
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	2350930	M MIDWAY RACING
Registration Number:	2946155	PSI-OPS
Registration Number:	2291614	SONYA BLADE
Serial Number:	78586345	ARCH RIVALS
Serial Number:	78538672	BLITZ: GRIDIRON
Serial Number:	78538656	BLITZ: THE LEAGUE
Serial Number:	78421631	DEADLY ALLIANCE
Serial Number:	78463599	
Serial Number:	78585506	KOZMIK KROOZ'R
Serial Number:	78463483	M
Serial Number:	78510168	MORTAL KOMBAT DEADLY ALLIANCE

OP $590.00 2350930

Serial Number:	78488372	MORTAL KOMBAT SHAOLIN MONKS
Serial Number:	78581737	ROOT BEER TAPPER
Serial Number:	78581772	SATAN'S HALLOW
Serial Number:	78581761	SPLAT!
Serial Number:	78429264	SPYHUNTER
Serial Number:	78605824	STRANGLEHOLD
Serial Number:	78545390	THE LEAGUE
Serial Number:	78586300	TIMBER
Serial Number:	78585477	TOTAL CARNAGE
Serial Number:	78585542	WACKO
Serial Number:	78585806	WIZARD OF WOR
Serial Number:	78585629	XENOPHOBE

CORRESPONDENCE DATA

Fax Number: (312)863-7812

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: nathaniel.panek@goldbergkohn.com

Correspondent Name: Nathaniel Panek

Address Line 1: 55 East Monroe

Address Line 2: Suite 3700

Address Line 4: Chicago, ILLINOIS 60603

NAME OF SUBMITTER:	Nathaniel Panek
Signature:	/nathaniel panek/
Date:	07/20/2005

Total Attachments: 6

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FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT

This First Amendment to Trademark Security Agreement, dated as of May 31, 2005 (this "Amendment"), is by and between **MIDWAY AMUSEMENT GAMES, LLC**, a Delaware limited liability company ("Grantor"), and **WELLS FARGO FOOTHILL, INC.**, a California corporation ("Agent"), as administrative agent for the Lenders.

W I T N E S S E T H:

WHEREAS, Grantor and Agent are parties to that certain Trademark Security Agreement, dated as of March 3, 2004 (as amended, restated, modified or supplemented from time to time, the "Trademark Security Agreement"), entered into in connection with that certain Loan and Security Agreement, dated March 3, 2004, among Agent, Lenders, Midway Home Entertainment Inc., a Delaware corporation, and Grantor (the "Loan Agreement"; capitalized terms not otherwise defined herein having the definitions provided therefor in the Loan Agreement); and

WHEREAS, Grantor and Agent have agreed to amend the Trademark Security Agreement in the manner specifically set forth herein;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. Amendment to the Trademark Security Agreement. The Trademark Security Agreement is amended as follows:

(a) Schedule A to the Trademark Security Agreement shall be amended by adding the items set forth under the headings "Trademark Registrations" and "Trademark Applications" on Exhibit A hereto to Schedule A to the Trademark Security Agreement under the headings "Trademark Registrations" and "Trademark Applications" as applicable.

2. Miscellaneous.

(a) Captions. Section captions used in this Amendment are for convenience only, and shall not affect the construction of this Amendment.

(b) Counterparts. This Amendment may be executed in any number of counterparts and by the different parties on separate counterparts, and each such counterpart shall be deemed to be an original, but all such counterparts shall together constitute but one and the same Amendment.

(c) Governing Law. THIS AMENDMENT SHALL BE CONSTRUED IN ALL RESPECTS IN ACCORDANCE WITH, AND GOVERNED BY, ALL OF THE PROVISIONS OF THE ILLINOIS UNIFORM COMMERCIAL CODE AND BY THE OTHER INTERNAL LAWS (AS OPPOSED TO CONFLICT OF LAWS PROVISIONS) OF THE STATE OF ILLINOIS. WHENEVER POSSIBLE, EACH PROVISION OF THIS

TRADEMARK
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AMENDMENT SHALL BE INTERPRETED IN SUCH A MANNER AS TO BE EFFECTIVE AND VALID UNDER APPLICABLE LAW, BUT IF ANY PROVISION OF THIS AMENDMENT SHALL BE PROHIBITED BY OR INVALID UNDER APPLICABLE LAW, SUCH PROVISION SHALL BE INEFFECTIVE ONLY TO THE EXTENT OF SUCH PROHIBITION OR INVALIDITY, WITHOUT INVALIDATING THE REMAINDER OF SUCH PROVISIONS OR THE REMAINING PROVISIONS OF THIS AMENDMENT.

* * * *

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IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment as of the date first written above.

GRANTOR:

MIDWAY AMUSEMENT GAMES, LLC

By DEBORAH K. FULTON
Its VICE PRESIDENT and SECRETARY

AGENT:

WELLS FARGO FOOTHILL, INC., as Agent

By _____
Its _____

TRADEMARK
REEL: 003124 FRAME: 0267

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment as of the date first written above.

GRANTOR:

MIDWAY AMUSEMENT GAMES, LLC

By _____
Its _____

AGENT:

WELLS FARGO FOOTHILL, INC., as Agent

By _____
Its VP

EXHIBIT A

TRADEMARK REGISTRATIONS

Mark	Registration No.	Registration Date
[MIDWAY RACING LOGO]	2350930	5/16/00
PSI-OPS	2946155	5/3/05
SONYA BLADE	2291614	11/9/99

TRADEMARK APPLICATIONS

Mark	Serial No.	Application Date
ARCH RIVALS	78/586345	3/14/05
BLITZ: GRIDIRON	78/538672	12/27/04
BLITZ: THE LEAGUE	78/538656	12/27/04
DEADLY ALLIANCE	78/421631	5/19/04
[DRAGON DESIGN]	78/463599	8/6/04
KOZMIK KROOZ'R	78/585506	3/11/05
[MIDWAY LOGO]	78/463483	8/6/04
MORTAL KOMBAT DEADLY ALLIANCE	78/510168	11/2/04
MORTAL KOMBAT SHAOLIN MONKS	78/488372	9/23/04
ROOT BEER TAPPER	78/581737	3/7/05
SATAN'S HOLLOW	78/581772	3/7/05
SPLAT!	78/581761	3/7/05
SPYHUNTER	78/429264	6/3/04
STRANGLEHOLD	78/605824	4/11/05
THE LEAGUE	78/545390	1/11/05
TIMBER	78/586300	3/14/05
TOTAL CARNAGE	78/585477	3/11/05
WACKO	78/585542	3/11/05
WIZARD OF WOR	78/585806	3/11/05
XENOPHOBE	78/585629	3/11/05