

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Excalibur Electronics, Inc.		07/15/2008	CORPORATION: FLORIDA

**RECEIVING PARTY DATA**

Name:	HSBC Business Credit (USA) Inc.
Street Address:	452 Fifth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	Financial Institution:

**PROPERTY NUMBERS Total: 37**

Property Type	Number	Word Mark
Registration Number:	2964258	ALEXANDRA
Registration Number:	2964257	ALEXANDRA THE GREAT
Registration Number:	2946418	BAR MASTER
Registration Number:	3392771	BREW MASTER
Registration Number:	3400045	EZ CRANK
Registration Number:	2944354	FOREVER FLASHLIGHT
Registration Number:	3386681	ISNOOZE
Registration Number:	2798792	JOKE MASTER
Registration Number:	2858082	KING MASTER
Registration Number:	3146191	MOVIE MASTER
Registration Number:	2967128	NIGHT NAVIGATOR
Registration Number:	2979094	PET MASTER
Registration Number:	3058323	POKER DARTS
Registration Number:	2970088	QUIZMASTER

CH \$940.00 2964258

Registration Number:	3048977	RECIPE MASTER
Registration Number:	3303365	RX MASTER
Registration Number:	2843446	STAR NAVIGATOR
Registration Number:	2976139	TOUCH CASINO
Registration Number:	2867135	TOUCH CHESS
Registration Number:	3386215	ULTIMATE CASINO
Registration Number:	3094487	VIRTUAL CASINO
Registration Number:	3309496	WIND BLASTER
Serial Number:	77509535	BRAIN STATION
Serial Number:	78423811	EXCALIBUR RACING
Serial Number:	78832638	ICANDY
Serial Number:	77509536	MICRO ZOOMERS
Serial Number:	77509534	MIND TRAINER
Serial Number:	77429182	PHANTOM FORCE
Serial Number:	77510869	PHOTO TRIVIA
Serial Number:	77510864	PIGSKIN PREDICTIONS
Serial Number:	77510868	POD TOWER
Serial Number:	77510866	PRO FORM FOOTBALL
Serial Number:	77175053	RESTAURANT MASTER
Serial Number:	77510861	SOUND THEATER
Serial Number:	77060116	SOUNDMASTER
Serial Number:	77427982	SPACE NAVIGATOR
Serial Number:	77182412	WASP

**CORRESPONDENCE DATA**

Fax Number: (202)408-3141  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 800-927-9801 x2348  
Email: jpaterso@cscinfo.com  
Correspondent Name: Corporation Service Company  
Address Line 1: 1090 Vermont Avenue NW, Suite 430  
Address Line 2: Attn: Jean Paterson  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	472700-019
NAME OF SUBMITTER:	Jean Paterson
Signature:	/Jean Paterson/

**TRADEMARK**

**REEL: 003819 FRAME: 0743**

Date:

07/22/2008

**Total Attachments: 10**

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# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):  
 Excalibur Electronics, Inc.  
 13755 S.W. 119 Avenue  
 Miami, Florida

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State: Florida  
 Other \_\_\_\_\_

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

3. Nature of conveyances:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: July 15, 2008

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

A. Trademark Application.(s)  
 See attached Schedule A

Additional numbers attached?  Yes  No

2. Name and address of receiving party(ies):  
 Name: HSBC Business Credit (USA) Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 452 Fifth Avenue  
 City: New York State: NY ZIP: 10018

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other Financial Institution

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

B. Trademark registration No.(s)  
 See attached Schedule A

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

Name: \_\_\_\_\_  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Street Address: \_\_\_\_\_  
 \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

6. Total number of applications and registrations involved: ..... 39

7. Total fee (37 CFR 3.41): ..... \$ \_\_\_\_\_  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
 \_\_\_\_\_

(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*

Jeanne Siegel, Esq                      Jeanne Siegel                      July 21, 2008  
 Name of Person Signing                      Signature                      Date

Total number of pages including coversheet, attachments and document: 10

Mail documents to be recorded with required coversheet information to:  
 Commissioner of Patents & Trademarks, Box Assignments  
 Washington, D.C. 20231

## TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, EXCALIBUR ELECTRONICS, INC., a corporation formed under the laws of Florida, located at 13755 S.W. 119 Avenue, Miami, Florida 33186 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to HSBC BUSINESS CREDIT (USA) INC. ("HSBC"), the various other financial institutions from time to time party thereto (collectively, "Lenders") and HSBC as agent for Lenders ("Agent") pursuant to (i) a certain Financing Agreement, dated July 15, 2008, among Agent, Lenders and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated July 15, 2008 (the "Trademark Collateral Agreement"), made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of the Secured Parties (as defined in the Trademark Collateral Agreement) a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of the Secured Parties and grant to Agent for its benefit and for the ratable benefit of the Secured Parties a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

[Signature page follows this page]

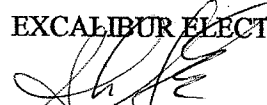
Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: July 11, 2008

Witness:



EXCALIBUR ELECTRONICS, INC.



Name: *Shane Samole*

Its: *President*

Witness:

HSBC BUSINESS CREDIT (USA) INC.,  
as Agent

Name:

Its:

STATE OF FLORIDA )

: ss.:

COUNTY OF MIAMI-DADE

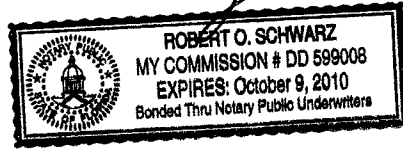
On this 11<sup>th</sup> day of JULY, 2008, before me personally came SHANE SARDONE to me known, who, being by me duly sworn, did depose and say that s/he is the PRESIDENT of EXCALIBUR ELECTRONICS, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

[Signature]  
Notary Public

STATE OF \_\_\_\_\_ )

: ss.:

COUNTY OF \_\_\_\_\_ )



On this \_\_\_ day of \_\_\_\_\_, 2008, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say that s/he is the \_\_\_\_\_ of HSBC BUSINESS CREDIT (USA) INC., the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

\_\_\_\_\_  
Notary Public

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: July 15, 2008

Witness: EXCALIBUR ELECTRONICS, INC.

\_\_\_\_\_

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

Its:

Witness:

HSBC BUSINESS CREDIT (USA) INC.,  
as Agent

*Sarah Alkay*

*Edward Chenke*

Name: *Edward Chenke*

Its: *VP*



STATE OF \_\_\_\_\_ )  
: ss.:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 2008, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say that s/he is the \_\_\_\_\_ of EXCALIBUR ELECTRONICS, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

\_\_\_\_\_  
Notary Public

STATE OF N.Y. )  
: ss.:  
COUNTY OF N.Y. )

On this 15 day of July, 2008, before me personally came Edward J. Chonko, to me known, who, being by me duly sworn, did depose and say that s/he is the Vice President of HSBC BUSINESS CREDIT (USA) INC., the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Jeanne M. Lodico  
Notary Public

JEANNE M. LODICO  
Notary Public, State of New York  
No. 01LO6023719  
Qualified in Suffolk County  
Commission Expires Apr. 26, 20 11

**SCHEDULE A**

Schedule A to a Trademark Assignment of Security dated July 15, 2008, by and between EXCALIBUR ELECTRONICS, INC. and HSBC BUSINESS CREDIT (USA) INC.

See attached.

**Excalibur Electronics, Inc.**

Trademark Report by Mark  
Status: REGISTERED

Printed: 6/30/2008 Page 1

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>ALEXANDRA</b>							
UNITED STATES	48816/31558 US	5/25/2004	78/424,503	6/28/2005	2,964,258	REGISTERED	9
<b>ALEXANDRA THE GREAT</b>							
UNITED STATES	48816/31559 US	5/25/2004	78/424,497	6/28/2005	2,964,257	REGISTERED	9
<b>BAR MASTER</b>							
UNITED STATES	48816/31560 US	4/22/2002	76/399,764	5/3/2005	2,964,418	REGISTERED	9
<b>BREW MASTER</b>							
UNITED STATES	48816/31561 US	6/2/2004	78/428,593	3/4/2008	3,392,771	REGISTERED	9
<b>EZ CRANK</b>							
UNITED STATES	48816/18022 US	7/10/2006	78/925,508	3/18/2008	3,400,045	REGISTERED	11
<b>FOREVER FLASHLIGHT</b>							
UNITED STATES	48816/31566 US	4/22/2002	76/399,763	4/26/2005	2,944,354	REGISTERED	11
<b>ISNOOZE</b>							
UNITED STATES	48816/31568 US	3/8/2006	78/832,501	2/19/2008	3,386,681	REGISTERED	9,14
<b>JOKE MASTER</b>							
UNITED STATES	48816/31570 US	4/22/2002	76/399,767	12/23/2003	2,798,792	REGISTERED	9
<b>KING MASTER</b>							
UNITED STATES	48816/31571 US	7/11/2003	78/273,185	6/29/2004	2,858,082	REGISTERED	28
<b>MOVIE MASTER</b>							
UNITED STATES	48816/31575 US	8/4/2003	78/282,759	9/19/2006	3,146,191	REGISTERED	9
<b>NIGHT NAVIGATOR</b>							
UNITED STATES	48816/31593 US	6/8/2004	78/431,759	7/12/2005	2,967,128	REGISTERED	9
<b>PET MASTER</b>							
UNITED STATES	48816/31594 US	8/4/2003	78/282,781	7/26/2005	2,979,094	REGISTERED	9
<b>POKER DARTS</b>							
UNITED STATES	48816/31572 US	10/19/2004	78/501,953	2/7/2006	3,058,323	REGISTERED	28
<b>QUIZMASTER</b>							
UNITED STATES	48816/31573 US	11/19/2003	78/330,127	7/19/2005	2,970,088	REGISTERED	28
<b>RECIPE MASTER</b>							
UNITED STATES	48816/31574 US	5/31/2004	78/427,568	1/24/2006	3,048,977	REGISTERED	9
<b>RX MASTER</b>							
UNITED STATES	48816/31578 US	8/4/2003	78/282,767	10/2/2007	3,303,365	REGISTERED	9
<b>STAR NAVIGATOR</b>							
UNITED STATES	48816/31582 US	3/9/2001	76/222,507	5/18/2004	2,843,446	REGISTERED	9

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES	
<b>TOUCH CASINO</b>								
UNITED STATES	48816/31585 US	6/2/2004	78/428,641	7/26/2005	2,976,139	REGISTERED	28	
<b>TOUCH CHESS</b>								
UNITED STATES	48816/31586 US	2/5/2001	76/204,674	7/27/2004	2,867,135	REGISTERED	28	
<b>ULTIMATE CASINO</b>								
UNITED STATES	48816/31587 US	6/4/2004	78/430,162	2/19/2008	3,386,215	REGISTERED	28	
<b>VIRTUAL CASINO</b>								
UNITED STATES	48816/31589 US	6/4/2004	78/430,167	5/16/2006	3,094,487	REGISTERED	28	
<b>WIND BLASTER</b>								
UNITED STATES	48816/31590 US	2/16/2006	78/816,147	10/9/2007	3,309,496	REGISTERED	11	
END OF REPORT							TOTAL ITEMS SELECTED =	22

**Excalibur Electronics, Inc.**

Trademark Report by Mark  
Status: PENDING

Printed: 6/30/2008

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COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>BRAIN STATION</b>							
UNITED STATES	48816/40321	6/27/2008	77/509,535			PENDING	009
<b>EXCALIBUR RACING</b>							
UNITED STATES	48816/31565 US	5/24/2004	78/423,811			ALLOWED	28
<b>ICANDY</b>							
UNITED STATES	48816/30629 US	3/8/2006	78/832,638			PENDING	09
<b>MICRO ZOOMERS</b>							
UNITED STATES	48816/40293	6/27/2008	77/509,536			PENDING	028
<b>MIND TRAINER</b>							
UNITED STATES	48816/40323	6/27/2008	77/509,534			PENDING	009
<b>PHANTOM FORCE</b>							
UNITED STATES	48816/33514-2	3/24/2008	77/429,182			PENDING	028
<b>PHOTO TRIVIA</b>							
UNITED STATES	48816/40329	6/30/2008	77/510,869			PENDING	028
<b>PIGSKIN PREDICTIONS</b>							
UNITED STATES	48816/40326	6/30/2008	77/510,864			PENDING	028
<b>POD TOWER</b>							
UNITED STATES	48816/40328	6/30/2008	77/510,868			PENDING	009
<b>PRO FORM FOOTBALL</b>							
UNITED STATES	48816/40327	6/30/2008	77/510,866			PENDING	009
<b>RESTAURANT MASTER</b>							
UNITED STATES	48816/31577 US-1	5/8/2007	77/175,053			PENDING	9
<b>SOUND THEATER</b>							
UNITED STATES	48816/40330	6/30/2008	77/510,861			PENDING	009
<b>SOUNDMASTER</b>							
CANADA	48816/31045 CA	5/11/2007	1347116			PENDING	9
EUROPEAN UNION (CT	48816/31045 CTM	5/11/2007	005896915			PENDING	9
UNITED STATES	48816/31045 US	12/8/2006	77/060,116			PENDING	9
<b>SPACE NAVIGATOR</b>							
UNITED STATES	48816/31580 US	3/21/2008	77/427,982			PENDING	09
<b>WASP</b>							
UNITED STATES	48816/33515	5/16/2007	77/182,412			PENDING	28

END OF REPORT

TOTAL ITEMS SELECTED = 17