

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ATLANTIC CITY COIN & SLOT SERVICE COMPANY, INC.		09/04/2008	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	WACHOVIA BANK, NATIONAL ASSOCIATION, as successor to FIRST UNION NATIONAL BANK
Street Address:	Commercial/Business Banking Department
Internal Address:	600 Cuthbert Boulevard, NJ5458
City:	Haddon Township
State/Country:	NEW JERSEY
Postal Code:	08108
Entity Type:	national banking association:

PROPERTY NUMBERS Total: 64

Property Type	Number	Word Mark
Registration Number:	2762492	2 WAY POKER
Registration Number:	2852487	AC COIN & SLOT
Registration Number:	3351441	ALL ABOUT THE WIN!
Registration Number:	2977475	BANK ROLL
Registration Number:	2989919	BINGO NIGHTS
Registration Number:	3231345	BONUS PARTY
Registration Number:	3098657	CAMPIN' BUDDIES BONUS
Registration Number:	2298858	EMPIRE
Registration Number:	2913685	ERGOBASE
Registration Number:	2851535	GOLD RUSH
Registration Number:	3325191	HERE COMES THE ICE CREAM MAN
Registration Number:	3436702	HOME IMPROVEMENT BONUS EDITION

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Registration Number:	2223284	ISLE OF PEARLS
Registration Number:	3349606	IT'S RAINING CASH
Registration Number:	3331357	JACKPOT FANTASY
Registration Number:	2759770	JACKPOT HOTLINE
Registration Number:	2860913	JACKPOT TIKI
Registration Number:	3436727	MEGA BONUS SLOTS
Registration Number:	3332235	MEGA POPTASTIC SUPER BONUS
Registration Number:	2687361	MIX AND MATCH
Registration Number:	2872264	MONKEY MADNESS
Registration Number:	3431822	MUSHROOM MOJO
Registration Number:	3233949	PIRATES OF BONUS ISLAND
Registration Number:	2568220	POWER SLOTTO
Registration Number:	2267490	QUARTER FRENZY
Registration Number:	2016975	REEL DETECTIVES
Registration Number:	1908286	ROAD RALLY
Registration Number:	2404465	SLOTTO
Registration Number:	3366735	SPARKY'S RED HOT JACKPOTS
Registration Number:	2977576	SUPER BONUS HOT DOGS DELUXE
Registration Number:	3330278	SUPER SLOTTO CELEBRATION
Registration Number:	2898900	THE PEOPLE YOU CAN COUNT ON
Registration Number:	2458096	WHEEL OF MADNESS
Serial Number:	77215748	BONUS RESERVE BANKROLL
Serial Number:	77219518	CAROUSEL CASH
Serial Number:	77004771	CASH IN BIG
Serial Number:	77215965	CHECK'S IN THE MAIL
Serial Number:	77215804	CHEF'S DAILY SPECIAL BONUS
Serial Number:	77219529	DIAMOND TIME BONUS GAME
Serial Number:	77004759	FIRST CLASS ADVENTURE JACKPOT
Serial Number:	77004765	ISLAND FEVER
Serial Number:	77215840	IT'S POPCORN TIME
Serial Number:	77251875	LET'S MAKE SOME MONSTER CASH
Serial Number:	77004753	MAX BONUS JACKPOT HERO
Serial Number:	77004688	MEGA BALL
Serial Number:	78670006	MELLIONAIRE
Serial Number:	76057433	MERLIN

Serial Number:	77004728	ROLLIN' IN THE CASH
Serial Number:	77219536	SLOTTO VOLCANO
Serial Number:	77277186	SPARKY'S SMOKIN' HOT JACKPOTS
Serial Number:	77026138	SUPER BANKROLL BONUS
Serial Number:	77049298	THE BIG GAME SHOW BONUS
Serial Number:	77004715	THE GREAT DIAMOND CAPER
Serial Number:	77215952	THE GREAT GOLDFISH GIVEAWAY
Serial Number:	77239890	THE MASKED SEVEN CASINO HERO
Serial Number:	77215876	WHEN IN ROME
Serial Number:	77004708	WILD BALL BINGO
Serial Number:	78690145	WILD CASH
Serial Number:	76568756	
Serial Number:	76568755	
Serial Number:	76568760	
Serial Number:	77500149	MONKEYS IN THE MIDDLE
Serial Number:	77529904	WILD NATIVE SPIRIT
Serial Number:	77500117	TREASURE OF THE SUN

CORRESPONDENCE DATA

Fax Number: (215)864-9273
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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ATTORNEY DOCKET NUMBER:	094334
NAME OF SUBMITTER:	John S. Rollings
Signature:	/John S. Rollings/
Date:	09/05/2008

Total Attachments: 9

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FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT

This FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT (this "Amendment") is made this 4th day of September, 2008, by ATLANTIC CITY COIN & SLOT SERVICE COMPANY, INC., a New Jersey Corporation ("Borrower"), and delivered to WACHOVIA BANK, NATIONAL ASSOCIATION, as successor to FIRST UNION NATIONAL BANK ("Lender").

BACKGROUND

A. Borrower, AC Coin-Nevada and Lender entered into that certain Loan and Security Agreement dated May 22, 2001 (as the same may have been supplemented, restated, superseded, amended or replaced from time to time, the "Existing Loan Agreement") pursuant to which Lender acquired a lien on, security interest in, and license to use, upon an Event of Default (as defined in the Existing Loan Agreement) the Trademarks and the registration thereof, together with all the goodwill of Borrower associated therewith and represented thereby, as security for all of Borrower's Obligations (as defined in the Existing Loan Agreement). To confirm Lender's security interest in such Trademarks in such form as may be recorded in the United States Patent and Trademark Office, Borrower made that certain Trademark Security Agreement dated May 22, 2001 for the benefit of the Lender (the "Security Agreement").

B. Pursuant to that certain Loan and Security Agreement dated the date hereof (the "New Loan Agreement"), Borrower, AC Coin-Nevada, AC Coin Canada, Inc. and Lender are amending and restating the Existing Loan Agreement in its entirety. As a condition precedent to Lender's obligation to make Loans under the New Loan Agreement, Lender has required Borrower to execute and deliver this Amendment. Capitalized terms used without further definition herein shall have the respective meanings set forth in the New Loan Agreement.

NOW, THEREFORE, with the foregoing Background incorporated by reference and intending to be legally bound hereby, the parties agree as follows:

1. Amendments to Trademark Security Agreement.

(a) Schedule A of the Security Agreement is hereby deleted in its entirety and replaced with Schedule A attached hereto as Exhibit I.

2. Representations and Warranties. Borrower represents and warrants to Lender that representations and warranties set forth in Section 3 of the Security Agreement are true and correct in all respects as of the date hereof, and there is no Event of Default or event that, with the giving of any applicable notice or the passage of time, or both, would be a Event of Default under the Security Agreement.

3. No Waiver; Ratification. The execution, delivery and performance of this Amendment shall not (a) operate as a waiver of any right, power or remedy of Lender under the Security Agreement, and the agreements and documents executed in connection therewith or (b) constitute a waiver of any provision thereof. Except as expressly modified hereby, all terms, conditions and provisions of the Security Agreement shall remain in full force and effect and are hereby ratified and confirmed by Borrower. Nothing contained herein constitutes an agreement or obligation by Lender to grant any further amendments to the Security Agreement or the

agreements and documents executed in connection therewith. All references to the Loan Agreement contained in the Security Agreement, as amended hereby, shall mean the New Loan Agreement and Borrower hereby acknowledges and agrees that the Trademarks and all goodwill associated with and represented by the Trademarks and the registration thereof and the right (but not the obligation) to sue for past, present and future infringements and the proceeds thereof, including without limitation, license royalties and proceeds of infringement suits secure and shall continue to secure all Obligations.

4. Binding Effect. This Amendment inure to the benefit of and be binding upon the respective successors and permitted assigns of the parties.

5. Governing Law. This Amendment shall be governed by and construed in conformity with the laws of the State of New Jersey, without regard to its otherwise applicable principals of conflicts of laws.

6. Headings. The headings of the sections of this Amendment are inserted for convenience only and shall not be deemed to constitute a part of this Amendment.

7. Counterparts. This Amendment may be executed in any number of counterparts with the same affect as if all of the signatures on such counterparts appeared on one document and each counterpart shall be deemed an original.

[SIGNATURES TO FOLLOW ON SEPARATE PAGE]


IN WITNESS WHEREOF, the undersigned parties have executed this Amendment the day and year first above written.

BORROWER:

ATLANTIC CITY COIN & SLOT SERVICE COMPANY, INC.

By: _____

Max E. Seelig, President




Approved and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION

By: _____

Dante J. Bucci, Senior Vice President

IN WITNESS WHEREOF, the undersigned parties have executed this Amendment the day and year first above written.

BORROWER:

ATLANTIC CITY COIN & SLOT SERVICE COMPANY, INC.

By: _____
Max E. Seelig, President

Approved and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION


By:  _____
Dante J. Bucci, Senior Vice President

EXHIBIT 1

A.C. Coin Issued/Pending Trademarks

Name	Date Application Filed	Status	Serial Number
Active Trademarks – Registered			
2 Way Poker®	10/01/01	#2762492	76/319872
AC Coin and Slot®	4/09/02	#2852487	76/393477
All About the Win	3/23/07	#3351441	77/138575
Bank Roll®	6/20/03	#2977475	76/524136
Bingo Nights®	7/31/01	#2989919	76/292957
Bonus Party®	7/13/05	#3231345	78/669974
Campin' Buddies Bonus®	8/06/04	#3098657	76/605940
Empire®	2/5/98	#2298858	75/429299
¹ ErgoBase®	4/30/03	#2913685	76/503919
Gold Rush®	5/31/02	#2851535	76/414599
Here Comes the Ice Cream Man®	8/16/04	#3325191	76/607118
Home Improvement Bonus Edition	9/21/06	#3436702	77/004742
Isle of Pearls®	8/18/97	#2223284	75/342493
It's Raining Cash®	7/13/05	#3349606	78/670012
Jackpot Fantasy®	8/10/05	#3331357	78/690147
Jackpot Hotline®	7/31/01	#2759770	76/292959
Jackpot Tiki®	6/5/02	#2860913	76/415875
Mega Bonus Slots	10/2/06	#3436727	77/011793
Mega Poptastic Super Bonus	3/13/06	#3332235	78/836073
Mix and Match®	7/31/01	#2687361	76/292956
Monkey Madness®	5/31/02	#2872264	76/414025
Mushroom Mojo	9/21/06	#3431822	77/004780
Pirates of Bonus Island	9/09/04	#3233949	76/610678
Power Slotto®	3/31/00	#2568220	76/014177
Quarter Frenzy®	3/22/96	#2267490	75077236
Reel Detectives®	4/7/95	#2016975	74/657533
Road Rally®	7/14/94	#1908286	74/549731
Slotto®	11/22/96	#2404465	75/202613
Sparky's Red Hot Jackpots®	7/13/05	#3366735	78/670004
Super Bonus Hot Dogs Deluxe®	8/08/03	#2977576	76/535465
Super Slotto Celebration®	10/20/06	#3330278	77/1026133
The People You Can Count On®	6/04/03	#2898900	76/519376
² Wheel of Madness®	3/11/99	#2458096	75/658782

¹ Own 50% interest only

² Ibid.

A.C. Coin Issued/Pending Trademarks

Name	Date Application Filed	Status	Serial Number
Active Trademarks — Pending			
Bonus Reserve Bankroll	6/26/07		77/215748
Carousel Cash	6/29/07		77/219518
Cash In Big	9/21/06		77/004771
Check's In The Mail	6/26/07		77/215965
Chef's Daily Special Bonus	6/26/07		77/215804
Diamond Time Bonus Game	6/29/07		77/219529
Dollar Time			
First Class Adventure Jackpot	9/21/06		77/004759
Island Fever	9/21/06		76/607118
It's Popcorn Time	6/26/07		77/215840
Let's Make Some Monster Cash	8/09/07		77/251875
Max Bonus Jackpot Hero	9/21/06		77/004753
Mega Ball	9/21/06		77/004688
Mellionaire	7/13/05		78/670006
Merlin	5/26/00		76/057433
Money Ball Bingo			
Monkey Ball Bingo			
Monkeys In the Middle			
Payday Progressive			
Rollin' In The Cash	9/21/06		77/004728
Slotto Volcano	6/29/07		77/219536
Sparky's Smokin' Hot Jackpots	9/12/07		77/277186
Super Bankroll Bonus	10/20/06		77/026138
The Big Game Show Bonus	11/21/06		77/049298
The Great Diamond Caper	9/21/06		77/004715
The Great Goldfish Giveaway	6/26/07		77/215952
The Masked Seven Casino Hero	7/26/07		77/239890
Treasure of the Sun			
When In Rome	6/26/07		77/215876
Wild Ball Bingo	9/21/06		77/004708
Wild Cash	8/10/06		78/690145
Wild Native Spirit			

A.C. Coin Issued/Pending Trademarks

<i>Name</i>	<i>Date Application Filed</i>	<i>Status</i>	<i>Serial Number</i>
<i>Abandoned Trademarks and/or To Be Abandoned</i>			
4 Corners Bingo Bonus Edition	6/26/07		77/215918
Alien Adventure	7/01/03		76/527152
All 5-Reel Games are not created equal	4/06/06		78/855622
All Star Super Bonus	8/06/04		76/605941
Bells N' Whistles	4/21/97		75/278044
Boardwalk Frenzy	3/02/98		75/442778
Chuck Wagon	2/05/98	2289540	75/429483
Diamond District	5/31/02		76/414026
Diamond Girls	7/31/01		76/292953
Diamonds and Pearls	10/08/97	2330157	75/370011
Dog N' Pony	4/21/97		75/278046
Dollar Frenzy	10/24/97		75/379128
Envirovision			75/150165
Excess	1/28/00		75/904833
Fortune Teller	10/18/99		75/824661
Giant Jackpot Slotto	9/17/01		76/312403
Great Balls of Fire	2/01/01		76/203143
Heads or Tails®	11/3/97	#2594532	75/384048
It's A Whole New Ball Game	6/01/00		76/061001
Jack and The Beanstalk®	7/31/01	#2678932	76/292958
Jackpot Connection	02/01/01		76/203145
Jack Rabbit Jackpot			75/368090
Jack Rapid Jackpot			75/429304
King Kong Returns	9/09/04		76/610677
Lightning in a Bottle	7/31/01		76/292954
Lucky Card Poker	10/01/01		76/319873
Monster Match	7/31/01		76/292955
Nickel Frenzy	10/24/97		75/379169
Nickelville	9/24/01		76/315994
Party Line	2/21/01		76/203145
Pearls of Paradise	8/6/01		76/295754
Project X			75/001692

A.C. Coin Issued/Pending Trademarks

Name	Date Application Filed	Status	Serial Number
Reels to Riches	3/20/00		76/004602
Road Rally	7/14/94	#1908286	
Six Pack			74/698601
Slot Environments			74/576992
Slotto Mart®	3/31/00	#2570407	76/014178
Sweetheart Slots	10/18/99		75/824662
Three Alarm Jackpot	7/31/01		76/292960
Time Trial			75/278045
Tortoise and the Hare			75/423526
Wheels to Riches	3/20/00		76/004601
Trade Dress Pending Applications			
Bingo Nights	12/29/03	Miscellaneous Design	76/568756
Popcorn Slotto	12/29/03	Miscellaneous Design	76/568755
Power Slotto	12/29/03	Miscellaneous Design	76/568760

L/Tom/Wachovia/TMReport.Aug2008