

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
AGS LLC		12/20/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Citicorp North America, Inc., as collateral agent
Street Address:	399 Park Avenue, 16th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10043
Entity Type:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 81

Property Type	Number	Word Mark
Registration Number:	4320934	7 WONDERS
Registration Number:	4195335	99 BOTTLES OF BEER
Registration Number:	3677524	AGS
Registration Number:	3978765	ALIEN'S WILD
Registration Number:	4176765	AMERICAN CELEBRATION
Registration Number:	4001394	AMERICAN GAMING SYSTEMS
Registration Number:	4235043	AMERICAN REVOLUTION
Registration Number:	4047361	BANK VAULT
Registration Number:	4235042	BLACKBEARD'S TREASURE
Registration Number:	4309175	BUGS TO RICHES
Registration Number:	4190342	CARIBBEAN PEARLS
Registration Number:	4354451	COURT JESTER
Registration Number:	3337794	COVER ALL BINGO
Registration Number:	3337717	DIAMOND LOTTO

TRADEMARK

Registration Number:	3337721	DIAMOND LOTTO
Registration Number:	4070992	DOUBLIN' MONEY
Registration Number:	3468432	DRAGONS 8'S
Registration Number:	4169122	DRIVE-IN ROUTE 77
Registration Number:	4068648	EVENING IN PARIS
Registration Number:	4265812	FREEDOM 7'S
Registration Number:	4301888	GAMBLER'S CHOICE
Registration Number:	3933253	GOLDEN EMPIRES
Registration Number:	4068647	GOLDEN PANDA
Registration Number:	3948516	JESTER PARTY
Registration Number:	4251518	LOCK & BUMP
Registration Number:	3219273	LUCKY LOTTO
Registration Number:	3897818	MARTINI GIRLS
Registration Number:	4199539	MELODIE AND THE COOL CATZ
Registration Number:	4251634	MONEY POP
Registration Number:	3337718	MOUSE GAME
Registration Number:	3337720	MOUSE GAME
Registration Number:	4121751	PAY IT AGAIN POKER
Registration Number:	4251635	PERSIAN RICHES
Registration Number:	4172733	PIGS ON THE RUN
Registration Number:	3948514	ROAD OF FIRE
Registration Number:	4235044	ROMAN TREASURES
Registration Number:	3161386	ROYAL REELS
Registration Number:	3337719	ROYAL REELS
Registration Number:	3677509	SECRET JACKPOT
Registration Number:	4190719	SHAMROCK FORTUNE
Registration Number:	4238850	THE GREAT WEST
Registration Number:	4320935	TIDEPool WONDERS
Registration Number:	4068646	TROPICAL HIDEAWAY
Serial Number:	85333748	\$10,000 QUESTION
Serial Number:	85333759	\$100,000 QUESTION
Serial Number:	85709992	ARCTIC RUN
Serial Number:	85736402	BLACK SWAN
Serial Number:	85693038	BOUNDLESS SPINS
Serial Number:	86060250	CATCHIN' SASQUATCH

	85711012	DRAGON'S BREATH
Serial Number:	85694520	FAT TUESDAY POKER
Serial Number:	85581962	FIERY 7'S
Serial Number:	85779062	GAME MASTER
Serial Number:	85752882	GAMETREND
Serial Number:	85694526	GOLDEN TICKET
Serial Number:	85925784	GRIMM'S FAIRY TALES
Serial Number:	85711003	HEARTLAND TYCOON
Serial Number:	85692980	HYPER WILD SUPER SPIN
Serial Number:	85744665	IT PAYS TO KNOW
Serial Number:	85898889	KANGAROO KICKBACK
Serial Number:	85898893	KICKBACK KANGAROO
Serial Number:	85898883	LION HUNT
Serial Number:	85944308	LION'S PROWL
Serial Number:	85941384	LOTTA LOTTO
Serial Number:	85399644	MAKIN' BANK
Serial Number:	85298048	MILLION DOLLAR QUESTION
Serial Number:	86069139	MULTI SHOT
Serial Number:	85727612	MULTISHOT POKER
Serial Number:	85711000	NATURE'S BOUNTY
Serial Number:	85710515	NINJA PIGGIES
Serial Number:	85706484	OKIE JACKPOTS
Serial Number:	85706477	OKIE RICHES
Serial Number:	85251128	ROADRUNNER
Serial Number:	85935321	ROYAL REELS MAJESTIC JEWELS
Serial Number:	85710233	SOONER JACKPOTS
Serial Number:	85710317	SOONER RICHES
Serial Number:	85927440	SPLASH OF VEGAS
Serial Number:	85766840	SUPER CHANCE POKER
Serial Number:	85770902	SUPERCHANCE SC POKER
Serial Number:	85904802	TUXEDO POWER
Serial Number:	86066722	WAY COOL

CORRESPONDENCE DATA

Fax Number: 3026365454

TRADEMARK
REEL: 005181 FRAME: 0461

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 800-927-9801 x 62348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	937625-15
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	12/24/2013

Total Attachments: 8

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Trademark Security Agreement

TRADEMARK SECURITY AGREEMENT dated as of December 20, 2013 (this "Agreement"), made by AGS LLC, a Delaware limited liability Company (the "Pledgor"), in favor of Citicorp North America, Inc., as Collateral Agent (as defined below).

Reference is made to the Collateral Agreement dated as of December 20, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), among AP GAMING I, LLC (the "Borrower"), each subsidiary of the Borrower identified therein and CITICORP NORTH AMERICA, INC., as collateral agent (together with its successors and assigns in such capacity, the "Agent") for the Secured Parties (as defined therein). The parties hereto agree as follows:

SECTION 1. **Terms.** Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. **Grant of Security Interest.** As security for the payment and performance when due, as the case may be, in full of the Secured Obligations, the Pledgor pursuant to the Collateral Agreement did, and hereby does, grant to the Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a security interest in all of such Pledgor's right, title and interest in or to any and all of the following assets now owned or at any time hereafter acquired by such Pledgor or in which such Pledgor now has or at any time in the future may acquire any right, title or interest (collectively, but excluding any Excluded Property, the "IP Collateral"): all Trademarks of the United States, including those listed on Schedule I; provided, however, that the foregoing pledge, assignment and grant of security interest will not cover any "intent-to-use" applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, unless and until an Amendment to Allege Use or a Statement of Use under Sections 1(c) or 1(d) of the Lanham Act has been filed, to the extent, if any, that any assignment of an "intent-to-use" application prior to such filing would violate the Lanham Act.

SECTION 3. **Collateral Agreement.** The security interests granted to the Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Agent pursuant to the Collateral Agreement. Each Pledgor hereby acknowledges and affirms that the rights and remedies of the Agent with respect to the IP Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

SECTION 4. **Counterparts.** This Agreement may be executed in two or more counterparts, including by facsimile or other electronic means, each of which shall constitute an original and all of which shall together constitute one and the same document.

SECTION 5. **Governing Law.** THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE CONSTRUED IN

ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

AGS LLC

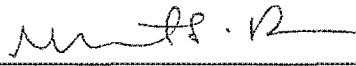
By: 

Name: Robert Miodunski

Title: Chief Executive Officer

[Signature Page to the TM Security Agreement]

CITICORP NORTH AMERICA, INC.,
as Collateral Agent

By: 
Name: Matthew Burke
Title: Vice President

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 005181 FRAME: 0466

UNITED STATES REGISTERED TRADEMARKS:

UNITED STATES REGISTERED TRADEMARKS:

Trademark	Date Registered	Owner	Reg. No.
7 WONDERS	04/16/2013	AGS LLC	4320934
99 BOTTLES OF BEER	08/21/2012	AGS LLC	4195335
AGS	09/01/2009	AGS LLC	3677524
ALIEN'S WILD	06/14/2011	AGS LLC	3978765
AMERICAN CELEBRATION	07/17/2012	AGS LLC	4176765
AMERICAN GAMING SYSTEMS	07/26/2011	AGS LLC	4001394
AMERICAN REVOLUTION	10/30/2012	AGS LLC	4235043
BANK VAULT	11/01/2011	AGS LLC	4047361
BLACK- BEARD'S TREASURE	10/30/2012	AGS LLC	4235042
BUGS TO RICHES	03/26/2013	AGS LLC	4309175
CARIBBEAN PEARLS	08/14/2012	AGS LLC	4190342
COURT JESTER	06/18/2013	AGS LLC	4354451
COVER ALL BINGO AND DESIGN	11/20/2007	AGS LLC	3337794
DIAMOND LOTTO	11/20/2007	AGS LLC	3337717
DIAMOND LOTTO AND DESIGN	11/20/2007	AGS LLC	3337721
DOUBLIN' MONEY	12/13/2011	AGS LLC	4070992
DRAGON'S 8	07/15/2008	AGS LLC	3468432

Trademark	Date Registered	Owner	Reg. No.
DRIVE-IN ROUTE 77	07/03/2012	AGS LLC	4169122
EVENING IN PARIS	12/06/2011	AGS LLC	4068648
FREEDOM 7'S	12/25/2012	AGS LLC	4265812
GAMBLER'S CHOICE	03/12/2013	AGS LLC	4301888
GOLDEN EMPIRES	03/22/2011	AGS LLC	3933253
GOLDEN PANDA	12/06/2011	AGS LLC	4068647
JESTER PARTY	04/19/2011	AGS LLC	3948516
LOCK & BUMP	11/27/2012	AGS LLC	4251518
LUCKY LOTTO	03/20/2007	AGS LLC	3219273
MARTINI GIRLS	12/28/2010	AGS LLC	3897818
MELODIE AND THE COOL CATZ	08/28/2012	AGS LLC	4199539
MONEY POP	11/27/2012	AGS LLC	4251634
MOUSE GAME AND DESIGN	11/20/2007	AGS LLC	3337718
MOUSE GAME	11/20/2007	AGS LLC	3337720
PAY IT AGAIN POKER	04/03/2012	AGS LLC	4121751
PERSIAN RICHES	11/27/2012	AGS LLC	4251635
PIGS ON THE RUN	07/10/2012	AGS LLC	4172733
ROAD OF FIRE	04/19/2011	AGS LLC	3948514
ROMAN TREASURES	10/30/2012	AGS LLC	4235044
ROYAL REELS	10/24/2006	AGS LLC	3161386
ROYAL REELS AND DESIGN	11/20/2007	AGS LLC	3337719
SECRET JACKPOT	09/01/2009	AGS LLC	3677509

Trademark	Date Registered	Owner	Reg. No.
SHAMROCK FORTUNE	08/14/2012	AGS LLC	4190719
THE GREAT WEST	11/06/2012	AGS LLC	4238850
TIDEPool WONDERS	04/16/2013	AGS LLC	4320935
TROPICAL HIDEAWAY	12/06/2011	AGS LLC	4068646
RED, WHITE & BLUE 7'S	06/18/2012	AGS LLC	114864 (Calif.)

UNITED STATES TRADEMARK APPLICATIONS:

Trademark	Application Date	Owner	Serial No.
\$10,000 QUESTION	05/31/2011	AGS LLC	85333748
\$100,000 QUESTION	05/31/2011	AGS LLC	85333759
ARCTIC RUN	08/22/2012	AGS LLC	85709992
BLACK SWAN	09/24/2012	AGS LLC	85736402
BOUNDLESS SPINS	08/01/2012	AGS LLC	85693038
CATCHINN' SASQUATCH	09/10/2013	AGS LLC	86060250
DRAGON'S BREATH	08/23/2012	AGS LLC	85711012
FAT TUESDAY POKER	08/03/2012	AGS LLC	85694520
FIERY 7'S	03/28/2012	AGS LLC	85581962
GAME MASTER	11/14/2012	AGS LLC	85779062
GAME TREND	10/12/2012	AGS LLC	85752882
GOLDEN TICKET	08/03/2012	AGS LLC	85694526
GRIMM'S FAIRY TALES	05/07/2013	AGS LLC	85925784
HEART LAND TYCOON	08/23/2012	AGS LLC	85711003
HYPER WILD SUPER SPIN	08/01/2012	AGS LLC	85692980

Trademark	Application Date	Owner	Serial No.
IT PAYS TO KNOW	10/03/2012	AGS LLC	85744665
KANGAROO KICKBACK	04/09/2013	AGS LLC	85898889
KICKBACK KANGAROO	04/09/2013	AGS LLC	85898893
LION HUNT	04/09/2013	AGS LLC	85898883
LION'S PROWL	05/28/2013	AGS LLC	85944308
LOTTA LOTTO	05/23/2013	AGS LLC	85941384
MAKIN' BANK	08/16/2011	AGS LLC	85399644
MILLION DOLLAR QUESTION	04/18/2011	AGS LLC	85298048
MULTI SHOT	09/19/2013	AGS LLC	86069139
MULTI-SHOT POKER	09/12/2012	AGS LLC	85727612
NATURE'S BOUNTY	08/23/2012	AGS LLC	85711000
NINJA PIGGIES	08/22/2012	AGS LLC	85710515
OKIE JACKPOTS	08/17/2012	AGS LLC	85706484
OKIE RICHES	08/17/2012	AGS LLC	85706477
ROADRUNNER	02/24/2011	AGS LLC	85251128
ROYAL REELS MAJESTIC JEWELS	05/17/2013	AGS LLC	85935321
SOONER JACKPOTS	08/22/2012	AGS LLC	85710233
SOONER RICHES	08/22/2012	AGS LLC	85710317
SPLASH OF VEGAS	05/09/2013	AGS LLC	85927440
SUPER CHANCE POKER	10/30/2012	AGS LLC	85766840
SUPERCHANCE SC POKER	11/03/2012	AGS LLC	85770902
TUXEDO POWER	04/15/2013	AGS LLC	85904802
WAY COOL	09/17/2013	AGS LLC	86066722