

**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
MEGABINGO, INC.		11/16/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	COMERICA BANK
Street Address:	75 E. TRIMBLE ROAD
Internal Address:	MC 4770
City:	SAN JOSE
State/Country:	CALIFORNIA
Postal Code:	95131
Entity Type:	Michigan Banking Corporation:

PROPERTY NUMBERS Total: 84

Property Type	Number	Word Mark
Registration Number:	2159644	DAZZLING DOUBLES
Registration Number:	2166450	DREAMS
Registration Number:	2010210	DOUBLE JACKPOT DOUBLE
Registration Number:	1712193	MEGARACING
Registration Number:	1637168	MEGACASH
Registration Number:	1631118	MEGABINGO
Registration Number:	2835463	WORKING OVERTIME
Registration Number:	2674934	EASY SEVENS
Registration Number:	2776534	FOR PEANUTS
Registration Number:	3004674	ROCKET REELS
Registration Number:	2698625	OUTTA CONTROL!
Registration Number:	2701329	REELS GONE WILD
Registration Number:	2707878	ON THE HOUSE

CH \$2115.00 2159644

Registration Number:	2636952	FAT BASS CASH
Registration Number:	2550947	EASY RICHES
Registration Number:	2605241	THROW THE DOUGH
Registration Number:	2424095	CYCLONE JACKPOTS
Registration Number:	2363072	WHERE'S HENRY
Registration Number:	2296980	FREE-N-EASY
Registration Number:	2286573	KICKER KRAZY POKER
Registration Number:	2286523	SNEAK PEEK
Registration Number:	2237755	A NEW WAY TO PLAY
Registration Number:	2251915	3-WAY DOUBLES
Registration Number:	2237508	TAKE IT TO THE BANK
Registration Number:	2172018	TREASURE WHEEL
Registration Number:	2302453	TRIPLE DOUBLES
Registration Number:	2211721	SMOKIN' SEVENS
Registration Number:	2211720	SMOKIN' 777
Registration Number:	2173913	TREASURE TUNNEL
Registration Number:	2181441	BONUS BANK
Registration Number:	2168284	TRIPLES
Registration Number:	2249996	TWINS
Registration Number:	2136210	DIXIE DOUBLE
Registration Number:	2025415	JACKPOT TIME
Registration Number:	1998876	CHERRIES R WILD
Registration Number:	2023691	JAMBALAYA JACKPOT
Registration Number:	2010215	DOUBLE JACKPOT
Registration Number:	2008123	WHAT IF?
Registration Number:	1995378	WILD THANGS
Registration Number:	1988444	DOUBLE NUDGE
Registration Number:	2106189	SPIN AGAIN
Registration Number:	2062052	MONEY MATTERS
Registration Number:	2053967	GOLD ISLAND
Registration Number:	2048652	DREAM CATCHER
Registration Number:	1988394	BONUS RUN
Registration Number:	1961614	FLUSH ATTACK
Registration Number:	2030734	HOUSE A ROCK'N
Registration Number:	2074162	CRAZY CASH

Registration Number:	1988818	DOUBLE YOUR MONEY
Registration Number:	2006498	THE JACKPOT FACTORY
Registration Number:	1988816	ROYAL DOUBLES
Registration Number:	1973900	BLACK DIAMOND
Registration Number:	1880228	NUDGE
Registration Number:	1935824	GRAB-A-GRAND
Registration Number:	1926303	PLAY IT AGAIN
Registration Number:	1935738	JACKPOT EXPRESS
Registration Number:	1846523	DOUBLE CHERRIES
Registration Number:	1902410	PATRIOT
Serial Number:	78752254	TALLY UP! DOUBLE BONUS POKER
Serial Number:	78715865	LUCKY DEUCES
Serial Number:	78703655	TRIPLE DOUBLES BONUS POKER
Serial Number:	78703652	CRAZY DEUCES BONUS
Serial Number:	78693668	7 COME 11
Serial Number:	78693661	JACKPOT GEMS
Serial Number:	78692542	TROPIC WINS
Serial Number:	78692541	JAZZ'D
Serial Number:	78692537	RED ALERT
Serial Number:	78692533	SUPER DOUBLE BONUS BANK
Serial Number:	78692008	JACKPOT GALAXY
Serial Number:	78692006	SPIN AGAIN MULTI JACKPOT
Serial Number:	78692005	EASY GRAND
Serial Number:	78691706	CALAMITY
Serial Number:	78691701	DOUBLE DOUBLE YOUR MONEY BONUS
Serial Number:	78691697	DOUBLE JOKERS
Serial Number:	78691690	DOUBLE CHERRIES DELUXE
Serial Number:	78690851	SUPER PATRIOT
Serial Number:	78690849	WILD PATRIOT
Serial Number:	78690847	DOUBLE PATRIOT
Serial Number:	78690839	PATRIOT PLUS
Serial Number:	78690832	CRAZY DEUCES
Serial Number:	78686950	DOUBLE JACKPOT DOUBLE
Serial Number:	78349986	POOCH CAMP
Serial Number:	78171749	TAKE IT OR PLAY IT

Serial Number:

76364505

FILM NOIR

**CORRESPONDENCE DATA**

Fax Number: (858)550-6420

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

Phone: 858-550-6403

Email: erin.obrien@cooley.com

Correspondent Name: Erin O'Brien

Address Line 1: c/o Cooley Godward Kronish LLP

Address Line 2: 4401 Eastgate Mall

Address Line 4: San Diego, CALIFORNIA 92121

ATTORNEY DOCKET NUMBER:

036703-1232 MEGABINGO

NAME OF SUBMITTER:

Erin O'Brien

Signature:

/Erin O'Brien/

Date:

10/18/2006

**Total Attachments: 8**

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## AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Amended and Restated Intellectual Property Security Agreement is entered into as of November 16, 2005 by and between COMERICA BANK ("Bank") and MEGABINGO, INC., a Delaware corporation ("Grantor").

### RECITALS

A. Bank has agreed to make certain advances of money and to extend certain financial accommodation to Grantor (the "Loans") in the amounts and manner set forth in that certain Amended and Restated Loan and Security Agreement by and between Bank, MGAM Systems, Inc. and Grantor dated as of November 16, 2005 (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement).

B. Bank is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under the Loan Agreement.

C. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

D. Grantor and Bank have previously entered into that certain Intellectual Property Security Agreement dated as of June 25, 2003 (the "Original Agreement"). Except as otherwise set forth herein, this Agreement is intended to and does completely amend and restate, without novation, the Original Agreement. All security interests granted under the Original Agreement are hereby confirmed and ratified and shall continue to secure all Obligations under the Loan Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement and all other agreements now existing or hereafter arising between Grantor and Bank, Grantor hereby represents, warrants, covenants and agrees as follows:

### AGREEMENT

To secure its obligations under the Loan Agreement, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property Collateral (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to Bank, under the Loan Agreement. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

Grantor represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

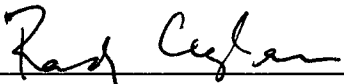
IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

Address of Grantor:

MEGABINGO, INC., a Delaware corporation

206 Wild Basin Road  
Building B, 4<sup>th</sup> Floor  
Austin, Texas 78746

By: 

Attn: Mr. Craig Nouis

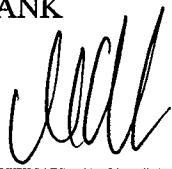
Title: Interim CFO

BANK:

Address of Bank:

COMERICA BANK

75 East Trimble Road, M/C 4770  
San Jose, CA 95131

By: 

Title: Vice President

EXHIBIT A

Copyrights

None.

EXHIBIT B

Patents

None.



EXHIBIT C

Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration Application Date</u>
TALLY UP! DOUBLE BONUS POKER	78-752,254	Nov. 11, 2005
LUCKY DEUCES	78-715,865	Sept. 19, 2005
TRIPLE DOUBLES BONUS POKER	78-703,655	Aug. 30, 2005
CRAZY DEUCES BONUS	78-703,652	Aug. 30, 2005
7 COME 11	78-693-668	Aug. 16, 2005
JACKPOT GEMS	78-693-661	Aug. 16, 2005
TROPIC WINS	78-692-542	Aug. 15, 2005
JAZZ'D	78-692-541	Aug. 15, 2005
RED ALERT	78-692-537	Aug. 15, 2005
SUPER DOUBLE BONUS BANK	78-692,533	Aug. 15, 2005
JACKPOT GALAXY	78-692,008	Aug. 12, 2005
SPIN AGAIN MULTI JACKPOT	78-692,006	Aug. 12, 2005
EASY GRAND	78-692,005	Aug. 12, 2005
CALAMITY	78-691,706	Aug. 12, 2005
DOUBLE DOUBLE YOUR MONEY BONUS	78-691,701	Aug. 12, 2005
DOUBLE JOKERS	78-691,697	Aug. 12, 2005
DOUBLE CHERRIES DELUXE	78-691,690	Aug. 12, 2005
SUPER PATRIOT	78-690,851	Aug. 11, 2005
WILD PATRIOT	78-690,849	Aug. 11, 2005

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration Application Date</u>
DOUBLE PATRIOT	78-690,847	Aug. 11, 2005
PATRIOT PLUS	78-690,839	Aug. 11, 2005
CRAZY DEUCES	78-690,832	Aug. 11, 2005
DOUBLE JACKPOT DOUBLE	78-686,950	Aug. 5, 2005
POOCH CAMP	78-349,986	Jan. 9, 2004
TAKE IT OR PLAY IT	78-171,749	Oct. 7, 2002
FILM NOIR	76-364,505	Jan. 28, 2002
DAZZLING DOUBLES	2,159,644	May 19, 1998
DREAMS	2,166,450	Jun. 16, 1998
DOUBLE JACKPOT DOUBLE	2,010,210	Oct. 22, 1996
MEGARACING	1,712,193	Sept. 1, 1992
MEGACASH	1,637,168	Mar. 5, 1991
MEGABINGO	1,631,118	Jan. 8, 1991
WORKING OVERTIME	2,835,463	Apr. 20, 2004
EASY SEVENS	2,674,934	Jan. 14, 2003
FOR PEANUTS	2,776,534	Oct. 21, 2003
ROCKET REELS	3,004,674	Oct. 4, 2005
OUTTA CONTROL!	2,698,625	Mar. 18, 2003
REELS GONE WILD	2,701,329	Mar. 25, 2003
ON THE HOUSE	2,707,878	Apr. 15, 2003
FAT BASS CASH	2,636,952	Oct. 15, 2002
EASY RICHES	2,550,947	Mar. 19, 2002
THROW THE DOUGH	2,605,241	Aug. 6, 2002

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration Application Date</u>
CYCLONE JACKPOTS	2,424,095	Jan. 23, 2001
WHERE'S HENRY	2,363,072	Jun. 27, 2000
FREE-N-EASY	2,296,980	Nov. 30, 1999
KICKER KRAZY POKER	2,286,573	Oct. 12, 1999
SNEAK PEEK	2,286,523	Oct. 12, 1999
A NEW WAY TO PLAY	2,237,755	Apr. 6, 1999
3-WAY DOUBLES	2,251,915	Jun. 8, 1999
TAKE IT TO THE BANK	2,237,508	Apr. 6, 1999
TREASURE WHEEL	2,172,018	Jul. 7, 1998
TRIPLE DOUBLES	2,302,453	Dec. 21, 1999
SMOKIN' SEVENS	2,211,721	Dec. 15, 1998
SMOKIN' 777	2,211,720	Dec. 15, 1998
TREASURE TUNNEL	2,173,913	Jul. 14, 1998
BONUS BANK	2,181,441	Aug. 11, 1998
TRIPLES	2,168,284	Jun. 23, 1998
TWINS	2,249,996	Jun. 1, 1999
DIXIE DOUBLE	2,136,210	Feb. 10, 1998
JACKPOT TIME	2,025,415	Dec. 24, 1996
CHERRIES R WILD	1,998,876	Sept. 3, 1996
JAMBALAYA JACKPOT	2,023,691	Dec. 17, 1996
DOUBLE JACKPOT	2,010,215	Oct. 22, 1996
WHAT IF?	2,008,123	Oct. 15, 1996
WILD THANGS	1,995,378	Aug. 20, 1996

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration Application Date</u>
DOUBLE NUDGE	1,988,444	Jul. 23, 1996
SPIN AGAIN	2,106,189	Oct. 21, 1997
MONEY MATTERS	2,062,052	May 13, 1997
GOLD ISLAND	2,053,967	Apr. 22, 1997
DREAM CATCHER	2,048,652	Apr. 1, 1997
BONUS RUN	1,988,394	Jul. 23, 1996
FLUSH ATTACK	1,961,614	Mar. 12, 1996
HOUSE A ROCK'N	2,030,734	Jan. 14, 1997
CRAZY CASH	2,074,162	Jun. 24, 1997
DOUBLE YOUR MONEY	1,988,818	Jul. 23, 1996
THE JACKPOT FACTORY	2,006,498	Oct. 8, 1996
ROYAL DOUBLES	1,988,816	Jul. 23, 1996
BLACK DIAMOND	1,973,900	May 14, 1996
NUDGE	1,880,228	Feb. 21, 1995
GRAB-A-GRAND	1,935,824	Nov. 14, 1995
PLAY IT AGAIN	1,926,303	Oct. 10, 1995
JACKPOT EXPRESS	1,935,738	Nov. 14, 1995
DOUBLE CHERRIES	1,846,523	Jul. 26, 1994
PATRIOT	1,902,410	Jul. 4, 1995