

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

WMS Gaming Inc.
800 South Northpoint Boulevard
Waukegan, IL 60085

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: Delaware
 Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) October 30, 2006

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes
 No

Name: Waterleaf Limited

Internal _____

Address: _____

Street Address: Top Floor, 14 Athol Street

City: Douglas

State: _____

Country: Isle of Man Zip: IM1 1JA

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Isle of Man
 Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)

3,140,134 THUNDER STRUCK

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: McDonnell Boehnen Hulbert & Berghoff

Internal Address: Bradley J. Hulbert

Street Address: 300 South Wacker Drive

City: Chicago

State: IL Zip: 60606-6709

Phone Number: 312-913-2122

Fax Number: 312-913-0002

Email Address: hulbert@mbhb.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 232409

Authorized User Name Wendy Braun

9. Signature:

Wendy Braun
Signature

November 27, 2006

Date

Wendy Braun

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

3

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

UNITED STATES TRADEMARK ASSIGNMENT

WHEREAS, WMS GAMING INC., a Delaware corporation, having offices at 800 South Northpoint Boulevard, Waukegan, IL 60085 ("Assignor"), is the record owner of the entire right, title and interest in and to **United States Trademark Registration Number 3,140,134** for the trademark THUNDER STRUCK ("Trademark Registration").

WHEREAS, Assignor has agreed to assign and transfer to Waterleaf Limited, an Isle of Man corporation having offices at Top Floor, 14 Athol Street, Douglas, Isle of Man, IM1 1JA ("Assignee"), its entire right, title and interest in and to the trademark THUNDER STRUCK ("Trademark") throughout the world, together with all of the goodwill associated with, and symbolized by the Trademark and including the Trademark Registration.

NOW, THEREFORE, in view of the premises herein and in consideration of \$1.00 and other good, valuable and legally sufficient consideration, the receipt of which is hereby acknowledged by Assignor, Assignor hereby fully, unconditionally, irrevocably and forever sells, conveys, transfers, assigns and delivers to Assignee, its successors and assigns, the entire right, title and interest in and to the Trademark in the United States, together with all of the goodwill associated with, and symbolized by, the Trademark, including all common law rights associated with the mark by virtue of its use in commerce; including and all rights to sue and recover for past infringement of the mark;

and also including the Trademark Registration and all renewals thereof, to have and to hold forever for the sole and exclusive use and benefit of Assignee and its assigns.

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be executed by a duly authorized officer on the 30th day of October, 2006.

WMS GAMING INC.

By: *Kathleen J. McJohn*
Name: Kathleen J. McJohn
Title: Vice President, General Counsel
and Secretary

STATE OF ILLINOIS)
) ss.
COUNTY OF LAKE)

Subscribed and sworn to before me this 30th day of October, 2006.

Kathleen A. Mesmer
Notary Public, Lake County, Illinois
My commission expires 6/11/08



WMS

Worldwide Corporate Headquarters
 800 South Northpoint Blvd.
 Waukegan, IL 60085
 (tel) 847.785.3000
 (fax) 847.785.3786

Fax

To: Assignment Recordation Services	From: Wendy Braun
Fax: 571-273-0140	Pages: 4 (including fax cover page)
Phone:	Date: November 27, 2006
Re: Assignment of Registration No. 3,140,134 THUNDER STRUCK	CC:

Urgent **For Review** **Please Comment** **Please Reply** **Please Recycle**

● **Comments:**

Dear Sirs:

Please record the attached assignment. Thank you.

Best regards,

Wendy Braun

Wendy Braun
 Trademark Paralegal
 WMS Gaming Inc.
 800 South Northpoint Boulevard
 Waukegan, IL 60085
 Phone: 847-785-3746
 Fax: 847-785-3786
 Email: wbraun@wmsgaming.com

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RECORDED: 11/27/2006

TRADEMARK
 REEL: 003434 FRAME: 0213