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

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

## 1. Name of conveying party(ies):

Midway Games West Inc.

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

## 3. Nature of conveyance:

- ☐ Assignment ☐ Merger
- ☒ Security Agreement ☐ Change of Name
- ☐ Other \_\_\_\_\_

03/03/2004

Execution Date: \_\_\_\_\_

## 2. Name and address of receiving party(ies)

Name: Wells Fargo Foothill, Inc.

Internal Address: Suite 3000 West

Street Address: 2450 Colorado Avenue

City: Santa Monica State: CA Zip: 90404

Additional name(s) & address(es) attached? ☐ Yes ☒ No

## 4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Patent Application No.(s) 10/156,317

B. Patent No.(s) RE 35314

Additional numbers attached? ☒ Yes ☐ No

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

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

Inter: Attn: Penelope J.A. Agodoa

Federal Research Company, LLC

1030 15th Street, NW, Suite 920

Washington, DC 20005

202.783.2700

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

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

## 6. Total number of applications and patents involved: 15

7. Total fee (37 CFR 3.41).....\$ 1800.00

- ☐ Enclosed
- ☐ Authorized to be charged to deposit account

## 8. Deposit account number:

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## 9. Signature.

Nathaniel Panek

Name of Person Signing

Signature

03/05/2004

Date

Total number of pages including cover sheet, attachments, and documents: 11

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

03/09/2004 GT0N11 00000002 10156317

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PATENT

REEL: 015027 FRAME: 0867

**SCHEDULE A****PATENT REGISTRATIONS**

<b>Patent</b>	<b>Registration No.</b>	<b>Registration Date</b>
Multi-player, multi-character cooperative play video game with independent player entry and departure	RE 35314	8/20/96
Method and system for producing engine sounds of a simulated vehicle	6592375	7/15/03
Arcade game with keypad input	6572477	6/3/03
System and method of vehicle competition with enhanced ghosting features	6488505	12/3/02
System for remotely activating a sound in a game unit	6416412	7/9/02
Arcade game with keypad input	6287201	9/11/01
Compression actuated game or simulation apparatus	5681043	10/28/97
Scenario development system for vehicle simulators	5660547	8/26/97
Animation system having variable video display rate	5621431	4/15/97
Driver training system and method with performance data feedback	5618179	4/8/97
Vehicle simulator with low frequency sound feedback	5618178	4/8/97
System and method of shadowing an object in motion	5616031	4/1/97
Vehicle simulator with realistic operating feedback	5607308	3/4/97
System and method for driver training with multiple driver competition	5577913	11/26/96
System and method for coloring polygon using dithering	5573402	11/12/96
Stop motion animation system	5519826	5/21/96
Scenario development system for vehicle simulators	5474453	12/12/95
Cordless pointing apparatus	5469193	11/21/95
Baseball simulation system	5435554	7/25/95
Method for coloring a polygon on a video display	5415549	5/16/95

Vehicle simulator with realistic operating feedback	5368484	11/29/94
Driver training system and method with performance data feedback	5366376	11/22/94
Bicycle and motorcycle riding simulation system	5364271	11/15/94
Scaling processor for raster images	5363119	11/8/94
System and method for driver training with multiple driver competition	5354202	10/11/94
Vehicle simulator including cross-network feedback	5299810	4/5/94
System for sensing the position of a joystick	5286024	2/15/94
Modular display simulator and method	5275565	1/4/94
System and method for recursive driver training	5269687	12/14/93
Shaker control device	5203563	4/20/93
Gearshift for a vehicle simulator having a solenoid for imposing a resistance force	5197003	3/23/93
Modular ticket storage tray	5154313	10/13/92
Strain gauge pressure-sensitive video game control	5116051	5/26/92
Control device such as a steering wheel for video vehicle simulator with realistic feedback forces	5044956	9/3/91
Driving simulator with moving painted dashboard	5005148	4/2/91
Rear entry booth and seat for a sit-down video game	4960117	10/2/90
Gearshift for a vehicle simulator using computer controlled realistic real world forces	4949119	8/14/90
Multiple stamp motion objects in a video game system	4930074	5/29/90
Object processing for video system using slips and linked list	4905168	2/27/90
Collision detection system for video system	4905147	2/27/90
Lookahead pipeline for processing object records in a video system	4894774	1/16/90
Multi-player, multi-character cooperative play video game with independent player entry and departure	4738451	4/19/98
Steering wheel configuration	D 355879	2/28/95

Video game position and orientation detection system	6540607	4/1/03
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## PATENT APPLICATIONS

<b>Patent</b>	<b>Serial No.</b>	<b>Application Date</b>
System and method of vehicle competition with enhanced ghosting features	10/156,317	5/23/02

## PATENT MORTGAGE

THIS PATENT MORTGAGE (this "Mortgage"), made as of the 3rd day of March, 2004, is by and between **MIDWAY GAMES WEST INC.**, a California corporation ("Mortgagor") and **WELLS FARGO FOOTHILL, INC.**, a California corporation ("Agent"), as administrative agent for the Lenders (as defined below).

### WITNESSETH

WHEREAS, pursuant to that certain Loan and Security Agreement of even date herewith among Mortgagor, Midway Home Entertainment Inc., a Delaware corporation ("Midway"), Midway Amusement Games, LLC, a Delaware limited liability company ("MAG", Midway and MAG are referred to hereinafter each individually as a "Borrower" and individually and together, jointly and severally, as the "Borrowers"), certain credit parties from time to time party thereto, the lenders from time to time party thereto ("Lenders") and Agent, as a lender, the arranger and as administrative agent for the Lenders (as the same may hereafter be amended, supplemented or otherwise modified from time to time, the "Loan Agreement"), Agent and the Lenders have agreed to make certain loans to Borrowers, and to extend certain other financial accommodations to or for the benefit of Borrowers;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Mortgagor and Agent, on behalf of itself and the Lenders, agree as follows:

1. Incorporation of Loan Agreement; Loan Agreement Definitions. The Loan Agreement and the provisions thereof are hereby incorporated herein in their entirety by this reference thereto. Capitalized terms used but not defined herein shall have the respective meanings given thereto in the Loan Agreement.

2. Grant and Reaffirmation of Grant of Security Interest. To secure the complete and timely payment and satisfaction of the Obligations, Mortgagor hereby grants to Agent, on behalf of itself and the Lenders, and hereby reaffirms its prior grant pursuant to the Loan Agreement of, a continuing security interest in Mortgagor's entire right, title and interest in and to all of its now owned or existing and hereafter acquired or arising patents and patent applications, including, without limitation, the inventions and improvements described and claimed therein, all patentable inventions and those patents and patent applications listed on Schedule A attached hereto and made a part hereof, and the reissues, divisions, continuations, renewals, extensions and continuations-in-part of any of the foregoing, and all income, royalties, damages and payments now or hereafter due and/or payable under or with respect to any of the foregoing, including, without limitation, damages and payments for past, present and future infringements of any of the foregoing and the right to sue for past, present and future infringements of any of the foregoing (all of the foregoing are sometimes hereinafter individually and/or collectively referred to as the "Patents").

3. New Patents. Mortgagor represents and warrants that the Patents listed on Schedule A constitute all of the federally registered Patents now owned by Mortgagor.

4. Term. The term of the security interests granted herein shall extend until the Obligations have been paid in full and the Loan Agreement has been terminated in accordance with its terms.

5. Effect on Other Agreements; Cumulative Remedies. At any time an Event of Default exists or has occurred and is continuing, Agent shall have all rights and remedies provided in this Mortgage, the other Loan Documents, the Uniform Commercial Code and other applicable law, all of which rights and remedies may be exercised without notice to or consent by Mortgagor, except as such notice or consent is expressly provided for hereunder or in the Loan Agreement or as required by applicable law. Mortgagor acknowledges and agrees that this Mortgage is not intended to limit or restrict in any way the rights and remedies of Agent and the Lenders under the Loan Agreement but rather is intended to supplement and facilitate the exercise of such rights and remedies. All of the rights and remedies of Agent with respect to the Patents, whether established hereby, by the Loan Agreement, by any other agreements, or by law, shall be cumulative and may be exercised singularly or concurrently.

6. Binding Effect; Benefits. This Mortgage shall be binding upon Mortgagor and its successors and assigns, and shall inure to the benefit of Agent and Lenders and their successors and assigns.

7. APPLICABLE LAW; SEVERABILITY. THIS MORTGAGE SHALL BE CONSTRUED IN ALL RESPECTS IN ACCORDANCE WITH, AND GOVERNED BY, ALL OF THE PROVISIONS OF THE ILLINOIS UNIFORM COMMERCIAL CODE AND BY THE OTHER INTERNAL LAWS (AS OPPOSED TO CONFLICT OF LAWS PROVISIONS) OF THE STATE OF ILLINOIS. WHENEVER POSSIBLE, EACH PROVISION OF THIS MORTGAGE SHALL BE INTERPRETED IN SUCH A MANNER AS TO BE EFFECTIVE AND VALID UNDER APPLICABLE LAW, BUT IF ANY PROVISION OF THIS MORTGAGE SHALL BE PROHIBITED BY OR INVALID UNDER APPLICABLE LAW, SUCH PROVISION SHALL BE INEFFECTIVE ONLY TO THE EXTENT OF SUCH PROHIBITION OR INVALIDITY, WITHOUT INVALIDATING THE REMAINDER OF SUCH PROVISIONS OR THE REMAINING PROVISIONS OF THIS MORTGAGE.

**[Signature page follows]**

IN WITNESS WHEREOF, the parties hereto have duly executed this Mortgage as of the date first above written.

**MIDWAY GAMES WEST INC.**

By: Th Powell  
Name: THOMAS POWELL  
Title: SUP Finance, CFO, Treasurer

Accepted and Agreed to  
as of the date first written above:

**WELLS FARGO FOOTHILL, INC., as Agent**

By: [Signature]  
Title: Vice President



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