

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3865585

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	07/01/2015	
CONVEYING PARTY DATA		
	Name	Execution Date
	WMS GAMING INC.	06/24/2015
RECEIVING PARTY DATA		
Name:	BALLY GAMING, INC.	
Street Address:	6650 SOUTH EL CAMINO ROAD	
City:	LAS VEGAS	
State/Country:	NEVADA	
Postal Code:	89118	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Application Number:	15150565
CORRESPONDENCE DATA		
Fax Number:	(312)977-4405	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	312-977-4400	
Email:	smonreal@nixonpeabody.com	
Correspondent Name:	NIXON PEABODY LLP	
Address Line 1:	70 WEST MADISON, SUITE 3500	
Address Line 4:	CHICAGO, ILLINOIS 60602	
ATTORNEY DOCKET NUMBER:	247079-580USC4	
NAME OF SUBMITTER:	JUSTIN D. SWINDELLS	
SIGNATURE:	/Justin D. Swindells - Reg. No. 48,733/	
DATE SIGNED:	05/10/2016	
Total Attachments: 14		
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WMS GAMING INC.", A DELAWARE CORPORATION,

WITH AND INTO "BALLY GAMING, INC." UNDER THE NAME OF "BALLY GAMING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEVADA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 2015, AT 1:55 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JULY, A.D. 2015.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5775794 8100M

150986030



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2511924

DATE: 06-29-15

PATENT
REEL: 038530 FRAME: 0127

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

WMS GAMING INC.

WITH AND INTO

BALLY GAMING, INC.

Dated as of June 29, 2015

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Bally Gaming, Inc., a Nevada corporation ("Parent"), hereby certifies the following information relating to the merger of WMS Gaming Inc., a Delaware corporation (the "Subsidiary"), with and into Parent (the "Merger").

FIRST. Parent owns all of the outstanding shares of the capital stock of the Subsidiary.

SECOND. The Board of Directors of Parent, by resolutions duly adopted by unanimous written consent on June 24, 2015 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into Parent pursuant to Section 253 of the DGCL.

THIRD. The corporation surviving with respect to the Merger shall be Parent (the "Surviving Company").

FOURTH. The articles of incorporation of Parent shall remain the articles of incorporation of the Surviving Company.

FIFTH. This Certificate of Ownership and Merger, and the Merger provided for herein, shall become effective on July 1, 2015 at 12:01:06 a.m. Pacific time.

SIXTH. The Surviving Company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as the enforcement of any obligation of the Surviving Company arising from the Merger, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail a copy of any such process to the Surviving Company at 6650 South El Camino Road, Las Vegas, Nevada 89118.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger as of the date first set forth above.

BALLY GAMING, INC.


By: 
Name: Scott D. Schweinfurth
Title: Treasurer and Secretary

EXHIBIT A

[[3540735]]

ACTION BY UNANIMOUS WRITTEN CONSENT IN LIEU
OF A MEETING OF
THE BOARD OF DIRECTORS
OF
BALLY GAMING, INC.

Dated as of June 24, 2015

The undersigned, being all of the members of the Board of Directors (the "Board") of Bally Gaming, Inc., a Nevada corporation (the "Company"), acting pursuant to Section 78.315(2) of the Nevada Revised Statutes (the "NRS"), hereby adopt, by this unanimous written consent, the following resolutions with the same force and effect as if the resolutions had been adopted at a duly convened meeting of the Board and direct that this unanimous written consent be filed with the minutes of the proceedings of the Board:

Approval of Merger of WMS Gaming Inc. into Bally Gaming, Inc.

WHEREAS, in connection with the acquisition of Bally Technologies, Inc. on November 21, 2014 by Scientific Games Corporation ("SGC"), SGC wishes to consolidate certain of its subsidiaries as part of an overall integration plan.

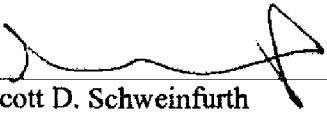
NOW, THEREFORE, BE IT RESOLVED, that the Board, having considered all matters relevant thereto, deems it to be in the best interest of the Company, and hereby approves, the proposed merger of WMS Gaming Inc., a Delaware corporation, with and into the Company (the "Merger"), with the Company as the surviving corporation, under and pursuant to Sections 92A.120, 92A.190 and 92A.180 of the NRS and Section 253 of the Delaware General Corporation Law and in accordance with the terms and provisions of the agreement and plan of merger substantially in the form of Exhibit "A" attached hereto (the "Merger Agreement"); and be it further

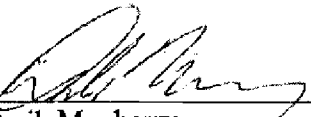
RESOLVED, that the Merger, the Merger Agreement and all agreements and documents to effect the Merger are hereby approved, adopted and declared advisable by the Board; and be it further

RESOLVED, that each of the officers of the Company is hereby authorized and directed to execute and deliver the Merger Agreement, to cause the performance by the Company of its obligations thereunder, and to do all acts and execute and deliver all other agreements, documents, certificates, filings and other instruments, within and without the State of Nevada, necessary to carry out the intent of the foregoing resolutions and consummate the Merger and the other transactions contemplated by the Merger Agreement, in each case in accordance with the provisions of the Merger Agreement; and be it further

RESOLVED, that this written consent may be executed in any number of counterparts, and in separate counterparts, and by facsimile or other electronic transmission, each of which shall be an original document and all of which together shall constitute a single consent.

IN WITNESS WHEREOF, the undersigned, being all of the directors, have executed this unanimous written consent as of the date written above.



Scott D. Schweinfurth

Derik Mooberry

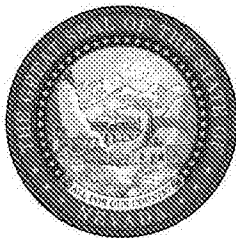
STATE OF NEVADA

BARBARA K. CEGAVSKE

Secretary of State

JEFFERY LANDERFELT

*Deputy Secretary
for Commercial Recordings*



OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division

202 N. Carson Street
Carson City, NV 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138

CSC SERVICES OF NEVADA
2215-B RENAISSANCE DR
LAS VEGAS, NV 89119

Job: C20150629-3477

June 29, 2015

Special Handling Instructions:

24 HOUR - MERGE IN/WMS GAMING INC TTB EMAIL 6/26/15

Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Merge In	20150296949-47	6/29/2015 12:24:38 PM	1	\$350.00	\$350.00
24 Hour Expedite	20150296949-47	6/29/2015 12:24:38 PM	1	\$125.00	\$125.00
Merge Out	20150296949-47	6/29/2015 12:24:38 PM	1	\$0.00	\$0.00
Total					\$475.00

Payments

Type	Description	Amount
Billed	750088	\$475.00
Total		\$475.00

Credit Balance: \$0.00

Job Contents:

File Stamped Copy(s):

1

CSC SERVICES OF NEVADA
2215-B RENAISSANCE DR
LAS VEGAS, NV 89119

PATENT
REEL: 038530 FRAME: 0133



140105



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20150296949-47
	Filing Date and Time 06/29/2015 12:24 PM
	Entity Number C7798-1991

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Articles of Merger (Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

WMS Gaming Inc.	
Name of merging entity	
Delaware	Corporation
Jurisdiction	Entity type *
Name of merging entity	
Jurisdiction	Entity type *
Name of merging entity	
Jurisdiction	Entity type *
Name of merging entity	
Jurisdiction	Entity type *
and,	
Bally Gaming, Inc.	
Name of surviving entity	
Nevada	Corporation
Jurisdiction	Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised: 1-5-15

PATENT
REEL: 038530 FRAME: 0134



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 2

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- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

- 3) Choose one:

☒ The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

☐ The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

- 4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

- (a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Bally Gaming, Inc.

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2
Revised: 1-5-15

PATENT
REEL: 038530 FRAME: 0135



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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 3

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(b) The plan was approved by the required consent of the owners of *:

WMS Gaming Inc.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 3
Revised: 1-5-15

PATENT
REEL: 038530 FRAME: 0136



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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
Revised: 1-5-15

PATENT
REEL: 038530 FRAME: 0137



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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

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- 5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

None.

- 6) Location of Plan of Merger (check a or b):

☐

(a) The entire plan of merger is attached;

or,

☒

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

- 7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date:

July 1, 2015

Time:

12:01:06 a.m. Pacific

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.



BARBARA K. CEGAVSKE
Secretary of State
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 6

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- 8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

WMS Gaming, Inc.

Name of merging entity

X

Signature

VP, CFO and Treasurer

Title

6/24/2015

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

and,

Bally Gaming, Inc.

Name of surviving entity

X

Signature

Treasurer & Secretary

Title

6/24/2015

Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6
Revised: 1-5-15

PATENT
REEL: 038530 FRAME: 0139

Articles of Merger
(PURSUANT TO NRS 92A.200)

Page 7

STATE OF NEVADA)

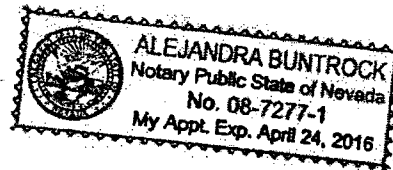
) SS.

COUNTY OF CLARK)

The foregoing instrument was subscribed and sworn to before me this 24 day of June, 2015, by
Scott D. Schweinfurth.

Alejandra Buntrock
Notary Public

Alejandra Buntrock
Printed Name



My Commission expires: 4/24/2016