



08-01-2001



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Form PTO-1595
1-31-92

U.S. Department of Commerce
Patent and Trademark Office

To the Commissioner for Patents and Trademarks: Please record the attached original document(s) of _____ of _____

<p>1. Name of conveying party(ies): Interlott Technologies, Inc. 7697 Innovation Way Mason, Ohio 45040-9695</p> <p><i>72401</i></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> Gen'l Partnership <input type="checkbox"/> Ltd. Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____</p> <p>Addit'l name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Fifth Third Bank</u> Street Address: 38 Fountain Square Plaza City: , State: Zip: Cincinnati, Ohio 45263</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State Ohio <input type="checkbox"/> Other _____</p>
<p>3. Nature of conveyance: Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of name <input checked="" type="checkbox"/> Other: Amendment to Mortgage of Intellectual Property</p> <p>Execution date: 6/1/01</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment)</p> <p>Addit'l. name(s) & address(es) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration no(s):</p> <p>A. TM Appln No.(s) 75/621,218; 75/621,217; 76/022,876 B. TM Reg. No.(s) 1,952,658; 1,698,906</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No.</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Burton A. Amermick Connolly Bove Lodge & Hutz Suite 800 1990 M Street, N.W. Washington, D.C. 20036-3425</p>	<p>6. Total Number of applns and regs. involved [5]</p> <p>7. Total fee (37 C.F.R. 3.41)...\$140 Enclosed <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account No. 22-0185 <input checked="" type="checkbox"/> Charge deficiencies/credit overpayments to Deposit Account 22-0185</p> <p>8. Deposit Account No. 22-0185</p>

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

for Patrick J. Wells 46,355 Date: 7/24/01
 for Burton A. Amermick (24,852)

Total number of pages including cover sheet: [7]

Do not detach this portion

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

07/31/2001 AMWED1 00000077 220185 75621218
01 FC:481 40.00 CH
02 FC:482 100.00 CH

TRADEMARK
REEL: 002337 FRAME: 0673

AMENDMENT TO MORTGAGE OF INTELLECTUAL PROPERTY

THIS AMENDMENT TO MORTGAGE OF INTELLECTUAL PROPERTY (this "Amendment") is entered into as of the 1st day of June, 2001 by and between Interlott Technologies, Inc. a Delaware corporation having its principal office and place of business at 7697 Innovation Way, Mason, Ohio 45040-9695 ("Mortgagor"), and Fifth Third Bank, an Ohio Banking Corporation whose address is 38 Fountain Square Plaza, Cincinnati, Ohio 45263 ("Mortgagee"), under the following circumstances:

WITNESSETH:

WHEREAS, Mortgagor and Mortgagee executed that certain Mortgage of Intellectual Property dated January 25, 2001 (the "Mortgage"), which mortgage was recorded at Reel 011523/Frame 0648 of the United States Patent and Trademark Office; and

WHEREAS, The parties wish to amend said Mortgage to include the Patents, Trademarks and Copyrights (as same are defined in the Mortgage) set forth on Schedule 4.18 attached hereto;

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 Mortgagee agree as follows:

1. Amendment. The Mortgage, and Exhibit A, Exhibit B, Exhibit C, Exhibit D, and Exhibit E thereto are hereby amended to include the additional Patents, Trademarks, and Copyrights set forth on Schedule 4.18 attached hereto, used in the Unites States and elsewhere, and (a) the reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, (b) all income, royalties, damages and payments now and hereafter due and/or payable under and with respect thereto, including, without limitation, damages and payments for past or future infringements thereof, (c) the right to sue for past, present and future infringements thereof, (d) all rights corresponding thereto throughout the world, and (e) all license agreements in connection with any of the foregoing. All terms and conditions of the Mortgage shall apply to the additional Patents, Trademarks, and Copyrights set forth on Schedule 4.18 attached hereto.
2. No Other Change. All other terms and conditions of the Mortgage shall continue in full force and effect, without change.
3. Binding Effect; Benefits. This Mortgage shall be binding upon Mortgagor and its successors and assigns, and shall inure to the benefit of Mortgagee and its successors and assigns.
4. Governing Law. This Mortgage shall be governed by and construed in accordance with the laws of the State of Ohio.

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5. Headings. Paragraph headings used herein are for convenience only and shall not modify the provisions which they precede.

IN WITNESS WHEREOF, Mortgagor, by its duly authorized officer, has executed this Mortgage as of the date first above written.

INTERLOTT TECHNOLOGIES, INC.

By: *Dennis W. Blazer*
Name: Dennis W. Blazer
Title: CFO

STATE OF OHIO)
) SS:
COUNTY OF Warren)

The foregoing Mortgage of Intellectual Property was acknowledged before me this 9 day of JULY, 2001, by Dennis W. Blazer, the C. F. O. of Interlott Technologies, Inc, a Delaware corporation, on behalf of the corporation.

JOY V. HOWARD, Notary Public
In and for the State of Ohio
My Commission Expires Sept. 20, 2005

Joy V. Howard
Notary Public

Accepted at Cincinnati, Ohio
as of _____, 2001:

FIFTH THIRD BANK

By: _____
Name: _____
Title: _____

T:\Lawyers\Jjschmidt\User\Fifth Third\DHG\IPMTGFRM.WPD

Schedule 4.18

(REVISED MAY 11, 2001)

Issued Patents

Title	Ref. No.	Patent No.	Country	Issue Date	Comment
Lottery Ticket and System		5,772,510	U.S.	06/03/98	OK
Ticket Dispenser Machine and Method (Windows)	3345-2050	5,222,624	U.S.	06/29/93	OK
Ticket Dispenser Machine and Method (Windows)	3345-2051	2,010,273	Canada	7/21/98	OK
Ticket Dispensing Device and Method-Model 7000	3345-2010	5,160,076	U.S.	11/03/92	OK
Ticket Dispensing Device and Method-Model 7000	3345-2015	2,078,145	Canada	08/25/98	OK
Ticket Dispensing Device and Method-Model 7000	3345-2014.2	691 30 420,3-08	Germany	10/28/98	OK
Ticket Dispensing Device and Method-Model 7000	3345-2014.3	0 521 056	France	10/28/98	OK
Ticket Dispensing Device and Method-Model 7000	3345-2014.1	0 521 056	U.K.	10/28/98	OK
Ticket Dispensing Device and Method-Model 7000	3345-2011	UM-69513	Taiwan	12/12/92	OK
Ticket Dispensing Device and Method-Model 7000		172659	Austria	03/13/91	No Knowledge
Front Panel for Ticket Dispensing Machine	3345-2230	Des. 428,060	U.S.	07/11/00	OK
Ticket Dispensing Machine	3345-2081	Des. 369,622	U.S.	05/07/96	OK
Check Writer Design	3345-2211	Des. 441,227	U.S.	05/01/01	OK

Pending Patent Applications

Title	Ref. No.	Serial No.	Country	Filing Date	Comment
Ticket Dispensing Module and Method	3345-2170	09/238,682	U.S.	01/26/99	OK
Ticket Dispensing Module and Method	3345-2171	09/570,227	U.S.	05/12/2000	OK
Ticket Distribution System and Method (Supermarket System)	3345-2140	09/152,015	U.S.	09/11/98	OK
Game Point	3345-2180	09/385,336	U.S.	08/30/99	OK
Counter-Top	3345-2210	09/934,660	U.S.	09/13/99	OK
Helical Separator	3345-2130	09/636,450	U.S.	04/14/98	OK
Barcode Reading	3345-2150	09/128,406	U.S.	08/03/98	OK
Counter-Top	3345-2212	09/738,234	U.S.	12/15/00	OK
U.S. Division 71020-00055					
Check Writer Design	3345-2213	29/135,672	U.S.	01/16/01	OK
U.S. Division 71020-00056					
Check Writer Design	3345-2214	29/135,702	U.S.	01/16/01	OK
U.S. Division 71020-00057					
Ticket Dispensing Modules and Method	3345-2131	PCT/US99/07855	PCT/Multi-National	04/09/99	OK
Ticket Dispensing Modules and Method	3345-2132	2,328,854	Canada	04/09/99	OK
Ticket Dispensing Modules and Method	3345-2133	99 915 347.1	EPO	10/18/00	OK

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Title	Ref. No.	Serial No.	Country	Filing Date	Comment
Lottery Ticket and System Foreign Filing - U.S. Patent 5,772,510		PCT/US98/13078	PCT/Multi-National	06/23/98	OK
Lottery Ticket and System foreign Filing U.S. Patent 5,772,510		9881641	Australia	06/23/98	OK
Ticket Dispensing Modules and Method		9933883	Australia	04/09/99	No Knowledge Could be Canada above
R, A Jackpot Network	3345-7145 & 3345-2240	60/195,626 09/828,643	U.S.	04/06/2000 & 04/06/2001	OK
R, A Jackpot Network	3345-2241	Not Yet Known	PCT	04/06/01	OK

Registered Trademarks

Trademark	Ref. No.	Reg. No.	Country	Reg. Date	Comment
MPR	3345-8035	1,952,658	U.S.	01/30/96	OK
VTR	3345-8025	1,889,666	U.S.	04/18/95	Abandoned
PTR	3345-8020	1,842,821	U.S.	07/05/94	Abandoned
SUPER AGENT	3345-8010	1,784,454	U.S.	07/27/93	Abandoned
ITR	3345-8000	1,698,906	U.S.	07/07/92	OK
LEI	3345-8015	1,841,742	U.S.	06/28/94	Abandoned
LEI	3345-8016	303,634	Mexico	09/15/95	OK
LEI	3345-8017	740,164	Canada	11/17/95	OK

Pending Trademark Applications

Trademark	Serial No.	Country	Filing Date
PLAYPOINT	75/621,218	U.S.	01/12/99 (allowed 08/15/00)
COUNTERPOINT	75/621,217	U.S.	01/12/99 (allowed 06/27/00)
CheckWriter	76/022,876	U.S.	04/10/00 (pending)

Copyright Registrations

Title	U.S. Reg. No.	Reg. Date
LOTTERY	Txu 475,653	6/21/91 - No Knowledge