

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):

AUTOTOTE SYSTEMS, INC.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

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

Execution Date(s) April 1, 2004

- Assignment
- Security Agreement
- Other Certificate of Conversion
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: SCIENTIFIC GAMES RACING, LLC

Internal Address: _____

Address: _____

Street Address: 1500 Bluegrass Lakes Parkway

City: Alpharetta

State: Georgia

Country: United States Zip: 30004

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other LLC Citizenship Delaware

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)

2,319,773

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: Barry R. Lipsitz

Internal Address: Lipsitz & McAllister, LLC

Street Address: 755 Main Street

City: Monroe

State: CT Zip: 06468

Phone Number: (203)459-0200

Fax Number: (203)459-0201

Email Address: barry@patlawfirm.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- 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 50-0625

Authorized User Name Barry R. Lipsitz

9. Signature:



Signature

October 6, 2005

Date

Douglas M. McAllister

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

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY
PURSUANT TO
SECTION 266 OF THE DELAWARE GENERAL CORPORATION LAW**

1. The name of the corporation immediately prior to filing this Certificate is Autotote Systems, Inc.
2. The date the Certificate of Incorporation was filed on is September 17, 1980.
3. The original name of the corporation as set forth in the Certificate of Incorporation is Leeco, Inc.
4. The name of the limited liability company as set forth in the certificate of formation is Scientific Games Racing, LLC.
5. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
6. The conversion shall be effective at 12:01 a.m., April 1, 2004.

Dated: March 31, 2004.

By: /s/ Martin E. Schloss
Name: Martin E. Schloss
Title: Vice President and Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:37 PM 03/31/2004
FILED 12:30 PM 03/31/2004
SRV 040236402 - 0899406 FILE

CERTIFICATE OF FORMATION

OF

SCIENTIFIC GAMES RACING, LLC

a Delaware Limited Liability Company

The undersigned, an authorized natural person, for the purpose of forming a limited liability company under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company is Scientific Games Racing, LLC (the "Company").

SECOND: The address of the Company's registered office in the State of Delaware is c/o United Corporate Services, Inc., 15 E. North St., City of Dover, County of Kent, State of Delaware 19901. The name of the Company's registered agent at such address is United Corporate Services, Inc.

THIRD: The nature of the business to be conducted by, and the purposes of, the Company is to engage in any lawful act or activity for which a limited liability company may be organized under the Delaware Limited Liability Company Act.

FOURTH: No member of the Company may bind the Company except in accordance with the limited liability company agreement of the Company as in effect from time to time.

FIFTH: The Company shall indemnify and hold harmless each member, each manager and each officer of the Company, to the fullest extent permitted by law.

SIXTH: The formation shall be effective at 12:01 a.m., April 1, 2004.

IN WITNESS WHEREOF, the undersigned shall have caused this Certificate of Formation to be executed this 31st day of March, 2004.

/s/ Gary Fitzgerald
Gary Fitzgerald
Authorized Person

W.L. 2245027

TRADEMARK