

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Scientific Games Royalty Corporation		12/31/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Scientific Games International, Inc.
Street Address:	1500 Bluegrass Lakes Parkway
City:	Alpharetta
State/Country:	GEORGIA
Postal Code:	30004
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	78686572	CLEARBET
Serial Number:	78686583	BETJET
Serial Number:	78685434	SCREEN PLAY
Serial Number:	78633467	GAME MATE
Serial Number:	78731872	SUDOKU GOLD
Serial Number:	78731883	SCRATCH SUDOKU
Serial Number:	75416618	FRUIT & 7'S

CORRESPONDENCE DATA

Fax Number: (770)395-5921
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 770-395-5920
 Email: service@addipvalue.com
 Correspondent Name: Weatherly Kerven & Seigel LLC

OP \$190.00 78686572

Address Line 1: 115 Perimeter Center Place
Address Line 2: Suite 1082
Address Line 4: Atlanta, GEORGIA 30346

ATTORNEY DOCKET NUMBER:	S011.T018
NAME OF SUBMITTER:	Mark L. Seigel
Signature:	/Mark L. Seigel/
Date:	11/06/2007

Total Attachments: 9

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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:

"SCIENTIFIC GAMES ROYALTY CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "SCIENTIFIC GAMES INTERNATIONAL, INC." UNDER THE NAME OF "SCIENTIFIC GAMES INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006, AT 3:38 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 11:59 O'CLOCK P.M.

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

2258732 8100M

061201694



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5323789

DATE: 01-03-07

TRADEMARK
REEL: 003655 FRAME: 0765

**CERTIFICATE OF OWNERSHIP
AND MERGER OF
SCIENTIFIC GAMES ROYALTY CORPORATION
WITH AND INTO
SCIENTIFIC GAMES INTERNATIONAL, INC.**

The undersigned corporation organized and existing under and by virtue of the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

Name	State of Incorporation
Scientific Games International, Inc.	Delaware
Scientific Games Royalty Corporation	Delaware

SECOND: That Scientific Games International, Inc., a Delaware corporation (the "Parent Corporation"), is the owner of all of the issued and outstanding shares of common stock, par value \$0.001 per share (the "Common Stock"), of Scientific Games Royalty Corporation, a Delaware corporation (the "Subsidiary"), having no class of outstanding stock other than the Common Stock.

THIRD: That a merger of the Subsidiary with and into the Parent Corporation, with the Parent Corporation as the surviving corporation of the merger, has been approved by the Parent Corporation in accordance with the requirements of Section 253 of the Delaware General Corporation Law (the "DGCL"), and that a copy of the resolutions adopted by the Board of Directors of the Parent Corporation as of December 31, 2006, approving the merger is attached hereto as Exhibit A.

FOURTH: That the name of the surviving corporation of the merger, which shall be a Delaware corporation, is Scientific Games International, Inc.

FIFTH: That the Certificate of Incorporation of the Parent Corporation shall be the Certificate of Incorporation of the surviving corporation.

SIXTH: That this Certificate of Ownership and Merger is filed in accordance with Sections 253 and 103 of the DGCL and that the merger shall become effective at 11:59 p.m. on December 31, 2006.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be signed by an authorized officer of the Parent Corporation on the 31st day of December, 2006.

SCIENTIFIC GAMES HOLDINGS CORP.

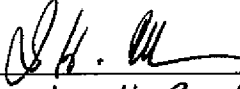
By: 
Name: Ira H. Raphaelson
Title: VP, General Counsel + Secretary

EXHIBIT A

**RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
SCIENTIFIC GAMES HOLDINGS CORP.**

[See attached]

**RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
SCIENTIFIC GAMES INTERNATIONAL, INC.**

The undersigned, being all of the members of the Board of Directors (the "Board") of SCIENTIFIC GAMES INTERNATIONAL, INC., a Delaware corporation (the "Corporation"), by written consent pursuant to Section 141 of the Delaware General Corporation Law (the "DGCL"), hereby adopt to be effective as of December 31, 2006, the following actions and resolutions:

WHEREAS, the Corporation is the legal and beneficial owner of all of the issued and outstanding shares of capital stock (the "Common Stock") of Scientific Games Royalty Corporation, a Delaware corporation (the "Subsidiary");

WHEREAS, the Common Stock is the only issued and outstanding class of stock of the Subsidiary; and

WHEREAS, it is deemed in the best interests of the Corporation that the Board of Directors approve a merger of the Subsidiary with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law (the "Merger").

NOW, THEREFORE, BE IT RESOLVED, that the Merger is hereby approved on the terms and conditions outlined below and that the officers of the Corporation be, and each of them is, hereby authorized and directed to execute the and deliver a Certificate of Ownership and Merger (the "Certificate") to the Secretary of State of the State of Delaware;

FURTHER RESOLVED, that effective at 12:01 a.m. on December 31, 2006, following the filing of the Certificate with the Secretary of State of the State of Delaware, the Subsidiary shall merge with and into the Corporation, which will assume all of the obligations of the Subsidiary;

FURTHER RESOLVED, that Certificate of Incorporation and Bylaws of the Corporation in effect on the effective date of the Merger shall be the Certificate of Incorporation and Bylaws of the surviving corporation;

FURTHER RESOLVED, that each share of the Common Stock issued and outstanding immediately prior to the effective time of the Merger, by virtue of the Merger and without any action on the part of the stockholder thereof, shall be canceled and shall cease to exist;

FURTHER RESOLVED, that each share of stock of the Corporation issued and outstanding immediately prior to the effective date of the Merger shall be an identical share of stock of the surviving corporation after the effective date of the Merger;

FURTHER RESOLVED, that the officers of the Corporation are, and each of them is, hereby authorized to execute, deliver and/or file such documents, contracts, certificates and other instruments, under the seal of the Corporation if required, and to take such other action, as they, or any of them, may deem necessary, advisable, convenient or appropriate to carry out the foregoing resolutions and to fully perform the provisions of any and all documents, contracts, certificates and instruments executed and delivered on behalf of the Corporation pursuant to the foregoing resolutions; and

FURTHER RESOLVED, that any and all actions heretofore taken by any director or officer in furtherance of the foregoing resolutions are hereby affirmed, ratified and adopted as the acts of the Corporation.

[signatures on next page]

IN WITNESS WHEREOF, the undersigned, constituting all of the Directors of the Corporation, have executed this Consent to be effective as of the date first above written.

A. Loren Weil

Cliff O. Bickell

Cliff O. Bickell

William J. Huntley

IN WITNESS WHEREOF, the undersigned, constituting all of the Directors of the Corporation, have executed this Consent to be effective as of the date first above written.

A. Loren Weil

Cliff O. Bickell



William J. Huntley

IN WITNESS WHEREOF, the undersigned, constituting all of the Directors of the Corporation, have executed this Consent to be effective as of the date first above written.



A. Loren Weil

Cliff O. Bickell

William J. Huntley

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