

YELLOW ROADWAY CORP
 Form 4
 July 18, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 VOGT CARL W

2. Issuer Name and Ticker or Trading Symbol
 YELLOW ROADWAY CORP
 [YELL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

801 PENNSYLVANIA AVE., N.W.

07/14/2005

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WASHINGTON, DC 20004

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common stock	07/14/2005		A	(1)	\$ 54.81	18,186	D
Common stock	07/14/2005		A	(2)	\$ 54.81	19,189	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
Common stock option	(3)					(3) (3)	Common stock option	6,356 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VOGT CARL W 801 PENNSYLVANIA AVE., N.W. WASHINGTON, DC 20004			X	

Signatures

/s/ Carl W. Vogt 07/18/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The issuer granted the reporting person share units that will vest in one-third increments on the first, second and third anniversaries of the date of grant.
- (2) The reporting person has deferred receipt of these shares until retirement from the board of directors of the issuer.
- (3) No reportable transaction occurred with respect to the issuer's derivative securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. r the September 30, 2010 payment. Bonuses earned on September 30, 2009 pursuant to the Company's 2009 Management Bonus Plan are included in the 2009 fiscal year.

- (3) Amounts disclosed in the "All Other Compensation" column for Mr. Ramsey include the following: Company contributions to the 401(k) Plan account of \$2,333 and \$12,593, during fiscal year 2010 and fiscal year 2009, respectively; Company contributions for group term life insurance for Mr. Ramsey of \$196 during fiscal year

2010; automobile reimbursement of \$3,461 and \$2,833 during fiscal year 2010 and fiscal year 2009, respectively; reimbursements to Mr. Ramsey's former employer of \$1,031 during fiscal year 2010; a tax reimbursement of \$10,154 during fiscal year 2010; and \$502 for reimbursement for airfare for Mr. Ramsey's spouse to attend a customer event during fiscal year 2010 as well as the following expenses during fiscal year 2009: relocation expense reimbursement of \$50,006; commuting expense of \$1,633; and rent reimbursement of \$12,083. Amounts for Mr. Sanfilippo for fiscal year 2009 include the following: Company contributions to the 401(k) Plan account of \$16,123 and an insurance reimbursement of \$8,050. Amounts for Mr. Clinton include the following: Company contributions to the 401(k) Plan account of \$1,731 and \$12,587 during fiscal year 2010 and fiscal year 2009, respectively; Company contributions for group term life insurance for Mr. Clinton of \$125 during fiscal year 2010; a tax reimbursement of \$16,353 for fiscal year 2010, a tuition reimbursement owed by Mr. Clinton to his former employer of \$34,266 and \$65,026 during fiscal years 2010 and 2009, respectively; and a relocation expense reimbursement of \$15,601 during fiscal year 2009. Amounts for Ms. Shanks for fiscal year 2009 include Company contributions to the 401(k) Plan account of \$11,005. Amounts for Mr. Ramsey, Mr. Clinton and Ms. Shanks include a \$30 gift card provided to all employees at Thanksgiving during fiscal years 2009 and 2010, as applicable.

- (4) Mr. Ramsey commenced his employment with the Company effective September 14, 2008. Effective September 14, 2010, Mr. Ramsey was appointed President and Chief Executive Officer, and previously served as the Interim President and Chief Executive Officer since March 2010 and Chief Operating Officer of the Company since September 2008. In connection with his appointment as Interim President and Chief Executive Officer, Mr. Ramsey's base salary was increased to \$375,000. In connection with his appointment as President and Chief Executive Officer, Mr. Ramsey received a \$67,500 bonus and 700,000 shares on September 19, 2010, which had a grant date fair value for each option award of \$1,416,520 (computed in accordance with ASC Topic 718 "Compensation-Stock Comparison" (formerly SFAS No. 123(R) "Share Based Payment")).
- (5) Mr. Sanfilippo commenced his employment with the Company effective June 15, 2008. In recognition of his service during fiscal year 2008, he was awarded a pro-rata bonus under the terms of his employment agreement. Effective March 14, 2010, Mr. Sanfilippo resigned as President and Chief Executive Officer and ceased to be an executive officer of the Company. Mr. Sanfilippo continued to serve on the Board of Directors of the Company until the 2011 Annual Meeting of Shareholders.
- (6) Mr. Chibib commenced his employment with the Company in February 10, 2009. In recognition of his service during fiscal year 2009, he was awarded a pro-rata bonus under the terms of his employment agreement as well as a sign-on bonus of \$15,000. Pursuant to his employment agreement, Mr. Chibib was also entitled to receive \$20,000 per quarter based on quarterly performance objectives during his first year of employment with the Company; Mr. Chibib received \$40,000 in fiscal year 2009 and \$20,000 in fiscal year 2010.
- (7) Mr. Clinton commenced his employment with the Company effective August 16, 2008.
- (8) Mr. Roemer commenced his employment with the Company effective January 12, 2009 and was not a named executive officer of the Company in fiscal year 2009. Pursuant to his employment agreement, Mr. Roemer is entitled to receive a quarterly incentive bonus upon achievement of sales and placement goals, not to exceed \$100,000 in any individual twelve month period. In fiscal year 2010, Mr. Roemer received \$70,000 as incentive bonus.
- (9) Ms. Shanks commenced her employment with the Company effective July 22, 2008. Effective October 1, 2010, Ms. Shanks resigned as Chief Marketing Officer and ceased to be an executive officer of the Company.

Grants of Plan-Based Awards in Our Fiscal Year Ended September 30, 2010

The following table provides information regarding grants of plan-based awards made to each of the Named Executive Officers during the fiscal year ended September 30, 2010.

GRANTS OF PLAN-BASED AWARDS

Name	Grant Date	Date Award Approved	All Other Stock Awards: Number of Shares or Units (#)	All Other Option Awards: Number of Underlying Options (#)	Exercise or Base Price of Options Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$ (1))
Mr. Ramsey(2)	9/19/2010	9/13/2010	—	700,000	3.85	1,416,520
Mr. Sanfilippo	—	—	—	—	—	—
Mr. Chibib(3) (4)	9/30/2010	9/13/2010	—	60,000	3.70	116,688
Mr. Clinton(3) (4)	9/30/2010	9/13/2010	—	60,000	3.70	116,688
Mr. Roemer(3) (4)	9/30/2010	9/13/2010	—	60,000	3.70	116,688
Ms. Shanks(5)	—	—	—	—	—	—

- (1) The amounts disclosed in the “Grant date fair value of stock and option awards” column were computed in accordance with ASC Topic 718 “Compensation-Stock Comparison” (formerly SFAS No. 123(R) “Share Based Payment”).
- (2) On September 13, 2010, the Board of Directors, upon recommendation of the Compensation Committee, approved an option to purchase 700,000 shares for Mr. Ramsey pursuant to his Amended and Restated Executive Employment Agreement. The options are immediately exercisable, but will vest 25% after one year, and will continue to vest in equal quarterly installments during each of the following three years. All awards were issued under the Company’s Consolidated Equity Incentive Plan.
- (3) On September 13, 2010, the Compensation Committee of the Board of Directors approved an award to each of Messrs. Chibib, Clinton and Roemer of incentive stock options, or ISOs, pursuant to the Company’s evergreen policy. The options are granted as of the last day of the Company’s fiscal year and are immediately exercisable, but will vest 25% after one year, and will continue to vest in equal quarterly installments during each of the following three years. All awards were issued under the Company’s Consolidated Equity Incentive Plan.
- (4) On March 14, 2010, the Compensation Committee recommended and the Company’s full Board of Directors approved a retention bonus plan for members of senior management after the Company’s President and Chief Executive Officer resigned, and on October 5, 2010, the Company entered into Incentive Bonus Agreements with each of Messrs. Chibib, Clinton and Roemer pursuant to which implements the retention bonus plan. Each executive must remain continuously in the employ of the Company and be employed by the Company on each applicable bonus payment date to receive his scheduled bonus. The September 30 payment is an assured payment in lieu of annual target bonus payments under an annual incentive plan.
- (5) Effective October 1, 2010, Ms. Shanks resigned as Vice President, Chief Marketing Officer and ceased to be an executive officer of the Company. Ms. Shanks did not receive any stock option awards in fiscal year 2010.

Outstanding Equity Awards at Our Fiscal Year Ended September 30, 2010

The following table provides information concerning the current holdings of stock options by the Named Executive Officers as of September 30, 2010. This table includes unexercised and unvested option awards. Individual equity grants are shown separately for each such Named Executive Officer.

Name	Grant Date	Option Awards		Option Exercise Price (\$)	Option Expiration Date
		Number of Securities Underlying Unexercised Options (#) Exercisable (1)	Number of Securities Underlying Unexercised Options (#) Unexercisable (1)		
Mr. Ramsey	9/14/2008	300,000	—	4.4500	9/13/2015
	9/30/2009	65,000	—	5.1200	9/30/2016
	9/19/2010	700,000	—	3.8500	9/19/2017
	Total	1,065,000	—		
Mr. Sanfilippo(3)	6/15/2008	568,750	—	4.6800	6/15/2018
	9/30/2009	—	—	5.1200	3/31/2010
	Total	568,750	—		
Mr. Chibib	2/02/2009	250,000	—	1.7100	2/02/2016
	9/30/2009	33,333	—	5.1200	9/30/2016
	9/30/2010	60,000	—	3.7000	9/30/2017
	Total	353,333	—		
Mr. Clinton(4)	8/16/2008	250,000	—	5.0400	8/15/2015
	9/30/2009	75,000	—	5.1200	9/30/2016
	9/30/2010	60,000	—	3.7000	9/30/2017
	Total	385,000	—		
Mr. Roemer	1/13/2009	200,000	—	2.3500	1/12/2016
	9/30/2009	30,000	—	5.1200	9/30/2016
	9/30/2010	60,000	—	3.7000	9/30/2017
	Total	290,000	—		
Ms. Shanks(4) (5)	7/22/2008	250,000	—	3.9000	7/22/2015
	9/30/2009	60,000	—	5.1200	9/30/2016
	Total	310,000	—		

(1) Stock options are generally exercisable immediately but are initially unvested and will vest over a four year period. Mr. Chibib's February 2, 2009 grant, Mr. Ramsey's September 14, 2008 grant and September 19, 2010 grant, Mr. Roemer's January 13, 2009 grant, the September 30, 2009 grants and the September 30, 2010 grants to each of the NEOs each vest 25% after one year, and will continue to vest in equal quarterly installments during each of the following three years.

(2) The option exercise price is equal to the closing share price of the Company's stock on the day of grant.

(3)

Explanation of Responses:

The initial grant of options to Mr. Sanfilippo vests over four years in equal quarterly installments. In connection with Mr. Sanfilippo's departure from the Company, the Company executed a Resignation and Separation Agreement with Mr. Sanfilippo, dated March 14, 2010, which provided for Mr. Sanfilippo's continued service to the Company's Board of Directors as well as the termination of vesting for Mr. Sanfilippo's unvested equity interests as of March 31, 2010. The Resignation and Separation Agreement was filed as Exhibit 10.1 to our Current Report on Form 8-K, as filed with the Securities and Exchange Commission on March 15, 2010.

- (4) Options granted to Ms. Shanks on July 22, 2008 and to Mr. Clinton on August 16, 2008 vest over four years in sixteen equally quarterly installments.
- (5) Effective October 1, 2010, Ms. Shanks resigned as Vice President, Chief Marketing Officer and ceased to be an executive officer of the Company. As of December 20, 2010, Ms. Shanks no longer had any awards of stock options outstanding.

Option Exercises in Fiscal Year 2010

None of our NEOs exercised any stock options during the fiscal year ended September 30, 2010.

Pension Benefits in Our Fiscal Year Ended September 30, 2010

The Company does not maintain a tax-qualified defined benefit retirement plan.

Nonqualified Deferred Compensation in Fiscal Year 2010

The Company does not maintain any non-qualified supplemental retirement plans or deferred compensation plans for our executive officers.

CERTAIN INFORMATION NOT DEEMED INCORPORATED BY REFERENCE
IN ANY SECURITIES AND EXCHANGE COMMISSION FILINGS

Notwithstanding anything to the contrary set forth in any of our previous or future filings under the Securities Act of 1933, or the Securities Act, or the 1934 Act that might incorporate all or portions of future filings, including this Proxy Statement, with the SEC, in whole or in part, the Report of the Compensation Committee of our Board of Directors and the Report of the Audit Committee of our Board of Directors shall not be deemed to be incorporated by reference into any such filing or deemed to be "soliciting material" or "filed" with the SEC under the Securities Act or the 1934 Act, or subject to the liabilities of Section 18 of the 1934 Act. In addition, this Proxy Statement includes certain website addresses intended to provide inactive, textural references only. The information on these websites shall not be deemed part of this Proxy Statement.

DEADLINE FOR RECEIPT OF SHAREHOLDER PROPOSALS
FOR 2012 ANNUAL MEETING

Shareholders who, in accordance with SEC Rule 14a-8, wish to present proposals for inclusion in our proxy statement and form of proxy for our next annual meeting must submit their proposals so that they are received by us at our principal executive offices, addressed to our Corporate Secretary, no later than September 30, 2011. Shareholder proposals not submitted for inclusion in next year's proxy statement and form of proxy, but instead sought to be presented directly at our next annual meeting of shareholders, may be brought before the annual meeting so long as we receive notice of the proposal, addressed to the Corporate Secretary, at our principal executive offices, no later than September 30, 2011. If received after September 30, 2011, such proposals will be considered untimely. Unless we receive notice in the manner and by the dates specified above, the proxy holders shall have discretionary authority to vote for or against any such proposal presented at our next annual meeting of shareholders.

ANNUAL REPORT

A copy of our annual report for our fiscal year ended September 30, 2010 has been mailed concurrently with this Proxy Statement to all shareholders entitled to notice of and to vote at the annual meeting. The annual report is not incorporated into this Proxy Statement and is not considered proxy solicitation material.

FORM 10-K

We filed an annual report on Form 10-K with the SEC on December 10, 2010. Shareholders may obtain a copy of our annual report, including the amendments thereto, without charge, by writing to our Corporate Secretary at our principal executive offices, located at 206 Wild Basin Rd South, Bldg B, Suite 400, Austin, Texas 78746.

By order of the Board of Directors,

/s/ Patrick J. Ramsey

Patrick J. Ramsey
President and Chief Executive Officer

Austin, Texas
January 28, 2011

Exhibit A

CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
AND
STATEMENT OF RESOLUTION ESTABLISHING
SERIES OF PREFERRED STOCK
OF
MULTIMEDIA GAMES, INC.

Pursuant to the provisions of Subchapter B of the Texas Business Organization Code (the "TBOC"), Multimedia Games, Inc. (the "Corporation") hereby adopts this Certificate of Amendment (this "Certificate of Amendment") to its Amended and Restated Articles of Incorporation, as filed with the Secretary of State on August 30, 1991, and as restated on May 13, 1997 and as amended on February 6, 2004 (the "Articles of Incorporation") and its Statement of Resolutions Establishing Series of Shares of Preferred Stock, as filed with the Secretary of State on October 16, 1998 (the "Statement of Resolution").

ARTICLE I

The name of the corporation is Multimedia Games, Inc., a for-profit corporation.

ARTICLE II

This Certificate of Amendment hereby amends the Articles of Incorporation by amending and restating the first paragraph of ARTICLE FOUR, Section C, Paragraph 2 to read in its entirety as follows:

2. Dividends. Dividends as provided herein shall be subject to ARTICLE ELEVEN:

ARTICLE III

This Certificate of Amendment hereby amends the Articles of Incorporation by amending and restating the first paragraph of ARTICLE FOUR, Section C, Paragraph 3 to read in its entirety as follows:

3. Voting Rights. Subject to ARTICLE ELEVEN, the holders of shares of Series A Preferred Stock shall have the following voting rights:

ARTICLE IV

This Certificate of Amendment hereby amends the Articles of Incorporation by amending and restating the first paragraph of ARTICLE FOUR, Section C, Paragraph 4 to read in its entirety as follows:

4. Conversion. Conversion as provided herein shall be subject to ARTICLE ELEVEN.

ARTICLE V

This Certificate of Amendment hereby amends the Articles of Incorporation by amending and restating the first paragraph of ARTICLE FOUR, Section C, Paragraph 6 to read in its entirety as follows:

Explanation of Responses:

6. Required Shares. Subject to ARTICLE ELEVEN, any shares of the Series A Preferred Stock purchased or otherwise acquired by this Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued as shares of Preferred Stock and may be reissued as Series A Preferred Stock or as a part of a new series of Preferred Stock subject to the conditions and restrictions of issuance set forth herein, in the Articles of Incorporation or as otherwise required by law.

ARTICLE VI

This Certificate of Amendment hereby amends the Articles of Incorporation by amending and restating the first paragraph of ARTICLE FOUR, Section C, Paragraph 8 to read in its entirety as follows:

8. Optional Redemption. Subject to ARTICLE ELEVEN, each share of Series A Preferred Stock shall, out of funds legally available for that purpose, be subject to redemption, at the election of the Corporation, on any date (the "Redemption Date") subsequent to issuance, at a redemption price of \$10, plus an amount equal to all accrued and unpaid dividends on such share, whether or not declared or earned, to the Redemption Date. Notice of each redemption shall be mailed at least 30 days prior to the Redemption Date with respect thereto, shall state that the Series A Preferred Stock, or part thereof, shall be redeemed, and the date, place and purchase price of such redemption, upon surrender of the certificates representing shares of Series A Preferred Stock, and shall be given to the holders of record of the shares of Series A Preferred Stock to be redeemed, by first class mail, postage prepaid, at such holder's address of record. In the event that the Corporation at any particular time proposes to redeem fewer than all of the then outstanding shares of Series A Preferred Stock, the shares of Series A Preferred Stock to be redeemed shall be selected to such manner that the number of shares of Series A Preferred Stock (to the nearest full share) to be redeemed from each holder of record of Series A Preferred Stock shall bear the same proportional relationship to all shares of Series A Preferred Stock held by such holder is the aggregate number of shares to be redeemed bears to all the shares of Series A Preferred Stock then outstanding. On the Redemption Date, all dividends on the shares to be redeemed shall cease to accrue, all rights with respect to such shares so to be redeemed shall forthwith on such date cease and determine (except only the right of the holder to receive the redemption price therefor, but without any interest) and such shares so called for redemption shall no longer be deemed outstanding. On or before each Redemption Date, the respective holders of record of shares to be redeemed shall deliver to the Corporation the certificates for the shares to be redeemed.

ARTICLE VII

The following ARTICLE ELEVEN is added to the Articles of Incorporation of the Corporation:

ARTICLE ELEVEN

COMPLIANCE WITH GAMING LAWS

A. REDEMPTION.

1. Redemption of Shares of an Unsuitable Person. At the option of the Corporation, any or all shares of any class or series of stock of the Corporation ("Shares") owned by an Unsuitable Person may be redeemed by the Corporation for the Redemption Price out of funds lawfully available on the Redemption Date. Shares redeemable pursuant to this ARTICLE ELEVEN, Section A.1. shall be redeemable at any time and from time to time pursuant to the terms hereof.
2. Partial Redemption. In the case of a redemption of only some of the shares owned by a shareholder, the Board of Directors shall select the Shares to be redeemed, by lot or in any other manner determined in good faith by the Board of Directors.
3. Article Eleven Redemption Notice. In the case of a redemption pursuant to Section A.1. of this ARTICLE ELEVEN, the Corporation shall send a written notice to the holder of the Shares called for redemption (the "Article Eleven Redemption Notice"), which shall set forth: (a) the Redemption Date, (b) the number of Shares to be redeemed on the Redemption Date, (c) the Redemption Price and the manner of payment therefor, (d) the place where any certificates for such Shares shall be surrendered for payment, duly endorsed in blank or accompanied by proper

instruments of transfer, and (e) any other requirements of surrender of the certificates (if any) representing the Shares to be redeemed.

4. Method of Payment of Redemption Price. The Redemption Price may be paid in cash, by promissory note, or both, as required by any Gaming Authority and, if not so required, as the Corporation elects. If any portion of the Redemption Price is to be paid pursuant to a promissory note: (a) such note will have a face amount equal to the portion of the Redemption Price for which the note is given (i.e., if the Redemption Price is \$1,000, and cash of \$250 is paid, the note shall have a face amount of \$750), and (b) unless the Corporation agrees to different terms, the note will (i) be unsecured, (ii) have a term of five years, (iii) bear interest, compounded annually, at the prime rate of interest as published in the Wall Street Journal on the Redemption Date, provided that if the Wall Street Journal ceases to publish the prime rate, the Corporation will reasonably determine a substitute method for determining the prime rate, and (iv) have such other terms as are determined to be customary and appropriate by the board, in its sole discretion, after consultation with a nationally recognized investment bank.

B. RIGHTS OF HOLDERS OF SHARES. On and after the date of an Article Eleven Redemption Notice, any Unsuitable Person owning Shares called for redemption shall cease to have any voting rights with respect to such Shares and, on and after the Redemption Date specified therein, such holder shall cease to have any rights whatsoever with respect to such Shares other than the right to receive the Redemption Price, without interest, on the Redemption Date; provided, however, that if any such Shares come to be owned solely by persons other than Unsuitable Persons, such persons may exercise voting rights of such Shares, and the Corporation may determine, in its discretion, not to redeem such Shares.

C. NOTICES. All notices given by the corporation to holders of shares pursuant to this ARTICLE ELEVEN, including the Article Eleven Redemption Notice, shall be in writing and shall be deemed given when delivered by personal service, overnight courier or first-class mail, postage prepaid, to the holder's address as shown on the Corporation's books and records.

D. NON-EXCLUSIVITY OF RIGHTS. The Corporation's right to redeem shares pursuant to this ARTICLE ELEVEN shall not be exclusive of any other rights the Corporation may have or hereafter acquire under any agreement, any provision of this Articles of Incorporation or the Bylaws of the Corporation or otherwise with respect to the acquisition by the Corporation of shares or any restrictions on holders thereof.

E. SEVERABILITY. In the event that any provision (or portion of a provision) of this ARTICLE ELEVEN or the application thereof becomes or is declared by a court of competent jurisdiction to be illegal, void or unenforceable, the remainder of this ARTICLE ELEVEN (including the remainder of such provision, as applicable) will continue in full force and effect.

F. DEFINITIONS. For purposes of this ARTICLE ELEVEN, the following terms shall have the meanings specified below:

1. "Fair Market Value" shall equal: (a) the average closing sales price per share of the Shares to be redeemed during the thirty (30) Trading Day period immediately preceding the date of the Article Eleven Redemption Notice on the primary national securities exchange or national quotation system on which such Shares are listed or quoted, (b) in the event such Shares are not traded or quoted on a national securities exchange or national quotation system, the average of the means between the representative bid and asked prices as quoted by Pink OTC Markets Inc. or another generally recognized quotation reporting system during the thirty (30) Trading Day period immediately preceding the date of the Article Eleven Redemption Notice, or (c) if no such quotations are available, the fair market value per share of such Shares as determined in good faith by the Corporation's Board of Directors.

2. "Gaming" shall mean the conduct of any gaming or gaming-related activities, including, without limitation, the use, manufacture, sale or distribution of gaming devices, and any related and associated equipment and services, and the provision of any type of services or equipment pursuant to a contract, agreement, relationship or otherwise with any holder or beneficiary of a Gaming License.
3. "Gaming Authority" shall mean any international, foreign, federal, state, local, tribal and other regulatory and licensing body or agency with authority over Gaming.
4. "Gaming Licenses" shall mean all licenses, permits, approvals, orders, authorizations, registrations, findings of suitability, franchises, exemptions, waivers and entitlements issued by a Gaming Authority required for, or relating to, the conduct of Gaming.
5. "ownership" (and derivatives thereof) shall mean (a) ownership of record, and (b) "beneficial ownership" as defined in Rule 13d-3 or Rule 16a-1(a)(2) promulgated by the Securities and Exchange Commission under the Securities and Exchange Act of 1934.
6. "person" shall mean an individual, partnership, corporation, limited liability company, trust or any other entity.
7. "Redemption Date" shall mean the date on which Shares shall be redeemed by the Corporation pursuant to Section A.1. of this ARTICLE ELEVEN. The Redemption Date shall be not less than sixty (60) Trading Days following the date of the Article Eleven Redemption Notice unless a Gaming Authority requires that the Shares be redeemed as of an earlier date, in which case, the Redemption Date shall be such earlier date and the Article Eleven Redemption Notice shall be sent on the first day following the day the Corporation becomes apprised of such earlier Redemption Date.
8. "Redemption Price" shall mean the price per Share to be paid by the Corporation on the Redemption Date for the redemption of Shares pursuant to Section A.1. of this ARTICLE ELEVEN and shall be equal to the Fair Market Value of a Share, unless otherwise required by any Gaming Authority.
9. "Trading Day" means a day on which the Shares (a) are not suspended from trading on any national or regional securities exchange or association or over-the-counter market at the close of business on such day, and (b) have traded at least once on the national or regional securities exchange or association or over-the-counter market that is the primary market for the trading of the Shares.
10. "Unsuitable Person" shall mean any person whose ownership of Shares or whose failure to make application to seek licensure from or otherwise comply with the requirements of a Gaming Authority will result in the Corporation losing a Gaming License, or the Corporation being unable to reinstate a prior Gaming License, or the Corporation being unable to obtain a new Gaming License, as determined by the Corporation's Board of Directors, in its sole discretion, after consultation with counsel.

ARTICLE VIII

This Certificate of Amendment hereby amends the Statement of Resolution by amending and restating Section B.2 to read in its entirety as follows:

2. Dividends and Distributions.

(a) Subject to ARTICLE ELEVEN and the rights of the holders of any shares of any Series of Preferred Stock ranking prior to the Series B Preferred with respect to dividends, the holders of shares of Series B Preferred, in preference to the holders of Common Stock, par value \$.01 per share (the “Common Stock”) of the Company, and of any other junior stock, will be entitled to receive, when, as and if declared by the Board out of funds legally available for the purpose, dividends payable in cash (except as otherwise provided below) on such dates as are from time to time established for the payment of dividends on the Common Stock (each such date being referred to herein as a “Dividend Payment Date”), commencing on the first Dividend Payment Date after the first issuance of a share, or fraction of a share of Series B Preferred (the “First Dividend Payment Date”), in an amount per share (rounded to the nearest cent) equal to the greater of (i) \$1.00 or (ii) subject to the provision for adjustment hereinafter set forth, one hundred times the aggregate per share amount of all cash dividends, and one hundred times the aggregate per share amount (payable in kind) of all non-cash dividends, other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since the immediately preceding Dividend Payment Date or, with respect to the First Dividend Payment Date, since the first issuance of any share or fraction of a share of Series B Preferred. In the event that the Company at any time (i) declares a dividend on the outstanding shares of Common Stock payable in shares of Common Stock, (ii) subdivides the outstanding shares of Common Stock, (iii) combines the outstanding shares of Common Stock into a smaller number of shares, or (iv) issues any shares of its capital stock in a reclassification of the outstanding shares of Common Stock (including any such reclassification in connection with a consolidation or merger in which the Company is the continuing or surviving corporation), then, in each such case and regardless of whether any shares of Series B Preferred are then issued or outstanding, the amount to which holder of shares of Series B Preferred would otherwise be entitled immediately prior to such event under clause (ii) of the preceding sentence will be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock, outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(b) Subject to ARTICLE ELEVEN, the Company will declare a dividend on the Series B Preferred, as provided in the immediately preceding paragraph immediately after it declares a dividend on the Common Stock (other than a dividend payable in shares of Common Stock). Each such dividend on the Series B Preferred will be payable immediately prior to the time at which the related dividend on the Common Stock is payable.

(c) Subject to ARTICLE ELEVEN, dividends will accrue on outstanding shares of Series B Preferred from the Dividend Payment Date next preceding the date of issue of such shares, unless (i) the date of issue of such shares is prior to the record date for the First Dividend Payment Date, in which case dividends on such shares will accrue from the date of the first issuance of a share of Series B Preferred or (ii) the date of issue is a Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series B Preferred entitled to receive a dividend and before such Dividend Payment Date, in either of which events such dividends will accrue from such Dividend Payment Date. Accrued but unpaid dividends will cumulate from the applicable Dividend Payment Date but will not bear interest. Dividends paid on the shares of Series B Preferred in an amount less than the total amount of such dividends at the time accrued and payable on such shares will be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board may fix a record date for the determination of holders of shares; of Series B Preferred entitled to receive payment of a dividend or distribution declared thereon, which record date will be not more than 60 calendar days prior to the date fixed for the payment thereof.

ARTICLE IX

This Certificate of Amendment hereby amends the Statement of Resolution by amending and restating Section B.3(a) and (b) to read in its entirety as follows:

3. Voting Rights. The holders of shares of Series B Preferred will have the following voting rights:

Explanation of Responses:

(a) Subject to ARTICLE ELEVEN and the provision for adjustment hereinafter set forth, each share of Series B Preferred will entitle the holder thereof to one hundred votes on all matters submitted to a vote of the stockholders of the Company. In the event the Company at any time (i) declares a dividend on the outstanding shares of Common Stock payable in shares of Common Stock, (ii) subdivides the outstanding shares of Common Stock, (iii) combines the outstanding shares of Common Stock into a smaller number of shares, or (iv) issues any shares of its capital stock in a reclassification of the outstanding shares of Common Stock (including any such reclassification in connection with a consolidation or merger in which the Company is the continuing or surviving corporation), then, in each such case and regardless of whether any shares of Series B Preferred are then issued or outstanding, the number of votes per share to which holders of shares of Series A Preferred would otherwise be entitled immediately prior to such event will be adjusted by multiplying such number by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(b) Except as otherwise provided in ARTICLE ELEVEN and herein, any other resolution of the Board creating a Series of Preferred Stock or any similar stock, or by law, the holders of shares of Series B Preferred and the holders of shares of Common Stock and any other capital stock of the Company having general voting rights will vote together as one class on all matters submitted to a vote of stockholders of the Company.

ARTICLE X

This Certificate of Amendment hereby amends the Statement of Resolution by amending and restating the first sentence of Section B.4(a) to read in its entirety as follows:

(a) Subject to ARTICLE ELEVEN, whenever dividends or other dividends or distributions payable on the Series B Preferred are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Preferred outstanding have been paid in full, the Company will not:

ARTICLE XI

This Certificate of Amendment hereby amends the Statement of Resolution by amending and restating Section B.5 to read in its entirety as follows:

5. Reacquired Shares. Subject to ARTICLE ELEVEN, any shares of Series B Preferred purchased or otherwise acquired by the Company in any manner whatsoever will be retired and canceled promptly after the acquisition thereof. All such shares will upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock subject to the conditions and restrictions on issuance set forth herein, in the Articles of Incorporation of the Company, or in any other resolution of the Board creating a series of Preferred Stock or any similar stock or as otherwise required by law.

ARTICLE XII

The date of the adoption of this Certificate of Amendment and the amendment contemplated hereby by the shareholders of the corporation is March __, 2011.

ARTICLE XIII

This Certificate of Amendment and the amendment contemplated hereby have been approved in the manner required by the TBOC and by the governing documents of the corporation.

ARTICLE XIV

This Certificate of Amendment will become effective when filed by the Texas Secretary of State.

IN WITNESS WHEREOF, the undersigned has signed this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument on March __, 2011.

Patrick J. Ramsey, President and Chief Executive Officer
