

TAYLOR MATTHEW A

Form 3

November 04, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
TAYLOR MATTHEW A

(Last) (First) (Middle)

C/O DUANE MORRIS LLP, ONE
LIBERTY PLACE

(Street)

PHILADELPHIA, PA 19103-7396

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)
10/15/20043. Issuer Name and Ticker or Trading Symbol
MONEY CENTERS OF AMERICA, INC. [MCAM]4. Relationship of Reporting Person(s) to Issuer
5. If Amendment, Date Original Filed (Month/Day/Year)

(Check all applicable)

____ Director ☒ 10%
Owner____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing (Check Applicable Line)
☒ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Common Stock (1) (2)

3,730,531

I

See Note (1) (2)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Shares

(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR MATTHEW A C/O DUANE MORRIS LLP ONE LIBERTY PLACE PHILADELPHIA, PA 19103-7396	Â	Â X	Â	Â

Signatures

/s/ Matthew A. Taylor 11/01/2004

__Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) On October 15, 2004, Money Centers of America, Inc., a Delaware corporation ("Money Centers"), became the successor of iGames Entertainment, Inc., a Nevada corporation ("iGames"), pursuant to the terms of a Merger Agreement dated as of August 10, 2004 (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, each issued and outstanding share of common stock was converted into one share of Money Centers common stock, each issued and outstanding share of iGames' Series A Convertible Preferred Stock was converted into 11.5 shares of Money Centers common stock and certain issued and outstanding warrants to purchase iGames common stock was converted into 1.15 shares of Money Centers common stock.

Accordingly, 2003 Grantor Retained Annuity Trust of Christopher M. Wolfington was issued 3,108,772 shares of Money Centers' common stock in exchange for 270,328 shares of its iGames Series A Preferred Stock and 2003 Irrevocable Trust of Christopher M. Wolfington was issued 621,759 shares of Money Centers' common stock in exchange for 54,066 shares of its iGames Series A Preferred Stock. Reporting person has become the beneficial owner of more than 10% of Money Centers common stock as a result of acting as trustee of 2003 Grantor Retained Annuity Trust of Christopher M. Wolfington and 2003 Irrevocable Trust of Christopher M. Wolfington. The reporting person does not have a pecuniary interest in any of the shares held by these trusts and disclaims beneficial ownership of such shares, except in his capacity as trustee of these trusts.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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