

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)

2. Date of Event Requiring Statement
(Month/Day/Year)
10/15/2004

3. 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)

C/O DUANE MORRIS LLP, ONE LIBERTY PLACE
(Street)

(Check all applicable)

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

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

PHILADELPHIA, PA 19103-7396
(City) (State) (Zip)

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)

Persons who respond to the collection of 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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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 | ^ | ^ X | ^ | ^ |

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. 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.