

MONEY CENTERS OF AMERICA, INC.

Form 3

November 04, 2004

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *
Â 2003 GRANTOR RETAINED
ANNUITY TRUST OF
CHRISTOPHER M. WOLFINGTON

(Last) (First) (Middle)

C/O DUANE MORRIS LLP,Â ONE
LIBERTY PLACE

(Street)

PHILADELPHIA,Â PAÂ 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

(Check all applicable)

____ Director __X__ 10%
Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ 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⁾

3,108,772

D Â

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 of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
2003 GRANTOR RETAINED ANNUITY TRUST OF CHRISTOPHER M. WOLFINGTON C/O DUANE MORRIS LLP ONE LIBERTY PLACE PHILADELPHIA, PA 19103-7396	Â	Â X	Â	Â

Signatures

/s/ Matthew A. Taylor,
Trustee

11/01/2004

__Signature of Reporting Person

Date

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.

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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