

ORDER 2007-127

AN ORDER OF THE INDIANA GAMING COMMISSION CONCERNING THE TRANSFER OF OWNERSHIP INTEREST IN ATRONIC AMERICAS, LLC TO GTECH CORPORATION

The Indiana Gaming Commission (“Commission”) adopts the following order pursuant to authority granted it under IC 4-33.

Atronic Americas, LLC (“Atronic”) is licensed by the Indiana Gaming Commission (“Commission”) as a supplier. It provides various electronic gaming products to Indiana casinos. GTECH Corporation (“GTECH”) has entered into a Purchase Agreement by which it will acquire a fifty percent (50%) interest in Atronic for eight times (8X) earnings before interest, tax, depreciation and amortization (“EBITDA”). GTECH may provide additional compensation if Atronic meets certain performance objectives in the short-term. Following GTECH’s application for transfer to acquire this interest in Atronic, Lottomatica, S.p.A. (“Lottomatica”) acquired one hundred percent (100%) of GTECH through a one-step all-cash merger. Lottomatica, through a newly created subsidiary, indirectly acquired GTECH through a cash merger in which all outstanding shares of GTECH stock were immediately converted into the right to receive thirty-five dollars (\$35.00) in cash, per share. GTECH has been de-listed from the New York Stock Exchange and has become a wholly owned subsidiary of Lottomatica. As a result of Lottomatica’s acquisition of GTECH, Lottomatica will be the ultimate parent of Atronic upon closing of the transfer that is the subject of this Order. Atronic will continue as a legal entity and will continue to hold a supplier license.

In addition to the above, the Commission has considered the following factors in contemplating the parties’ request for approval of the proposed transfer of ownership interest:

1. GTECH and Lottomatica have submitted to the Commission transfer of ownership applications and personal disclosure forms for all Substantial Owners and Key Persons as deemed necessary by Commission staff.
2. The Commission’s Background and Financial Investigations sections have completed comprehensive investigations of GTECH and Lottomatica, including both entity’s Substantial Owners and Key Persons. Commission staff has presented a final investigative report to the Commission for review.
3. GTECH and Lottomatica have presented sufficient evidence that both entities meet or possess the standards, qualifications, or criteria necessary to be issued a supplier’s license pursuant to 68 IAC 2-2-5, 68 IAC 5-2-2(d), and IC 4-33-7.

COMMISSION ACTION

I. Transfer of Ownership Interest

Based on the foregoing, and in accordance with 68 IAC 5-2, the Commission hereby **APPROVES** the transfer of 50% ownership in Atronic to GTECH, with the surviving entity being Atronic.

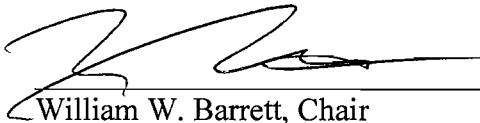
The Commission’s approval is contingent upon the following: (1) successful closing of the Purchase Agreement; (2) submission to Commission staff of all final documents material to

effectuating the Purchase Agreement, and (3) acceptance of the continuing condition that GTECH, Lottomatica, Atronic, and all relevant affiliates remain in full compliance with all laws, regulations and/or other directives which are applicable to this acquisition, and/or to a supplier licensee in the State of Indiana.

Upon information and belief, the Commission understands that negotiations are ongoing for the remaining 50% of Atronic to be acquired by Lottomatica. The Commission has not completed its pending statutorily mandated re-investigation of Atronic, and will resume re-investigation of the non-GTECH/Lottomatica interest holders of Atronic, including the Substantial Owners and Key Persons, if those interest holders have not disposed of the remaining 50% ownership interest on or before April 30, 2008.

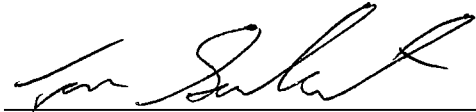
IT IS SO ORDERED THIS THE 6TH DAY OF DECEMBER, 2007.

THE INDIANA GAMING COMMISSION:



William W. Barrett, Chair

ATTEST:



Tom Swihart, Secretary