

**ORDER 2013-150**  
**APPROVING THE TRANSFER OF OWNERSHIP OF WMS GAMING, INC.**  
**TO SCIENTIFIC GAMES CORPORATION**

Under 68 IAC 5-1, supplier licensees that are publicly traded companies must comply with certain requirements before transferring an ownership interest, including a suitability investigation, in order to protect the Indiana Gaming Commission's ("Commission") interest in the suitability of its licensees. The policy goal of 68 IAC 5-1 is to ensure that a party seeking an ownership interest is suitable under the Commission's licensing standards.

Scientific Games Corporation ("Scientific Games") recently informed the Commission of its planned acquisition of WMS Industries, Inc. ("WMS") and submitted a request for approval of the transfer of ownership. WMS Gaming, Inc. is an Indiana supplier licensee and wholly owned subsidiary of WMS. Pursuant to an Agreement and Plan of Merger ("Agreement"), dated January 30, 2013, between Scientific Games, WMS, and SG California Merger Sub, Inc., Scientific Games plans to acquire ownership of WMS and WMS entities, including WMS Gaming, Inc. Pursuant to the Agreement, SG California Merger Sub, Inc. ("Merger Sub"), a new entity formed by Scientific Games for the purpose of this transaction, will be merged into and with WMS, at which time the Merger Sub will cease to exist, leaving WMS as the surviving corporation and wholly owned subsidiary of Scientific Games.

In accordance with and subject to Indiana Code 4-33-7; 4-35-6 and 68 Indiana Administrative Code, the Commission has completed its background and financial investigation of Scientific Games and its key persons. The Commission has determined that Scientific Games is substantially compliant with Indiana statutes and regulations, has satisfied the requirements for a transfer of ownership under 68 IAC 5-1.

Scientific Games has paid the five thousand dollar (\$5,000.00) transfer fee as required by 68 IAC 5-2-3(b) and 68 IAC 2-2-2(b).

In accordance with and subject to the conditions set forth herein, the Commission hereby **APPROVES** the proposed transfer of ownership interest in WMS to Scientific Games.

**IT IS SO ORDERED ON THIS THE 12<sup>TH</sup> DAY OF SEPTEMBER, 2013.**

**THE INDIANA GAMING COMMISSION:**

  
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Matt Bell, Chair

ATTEST:  
  
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Christopher Johnston, Secretary