

ORDER 2014-205 (A)
AN ORDER WAIVING THE APPLICATION OF 68 IAC 5-1 TO A TRANSFER
OF OWNERSHIP IN GTECH S.p.A. AND INTERNATIONAL GAMING
TECHNOLOGIES

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 Commission's interest in the suitability of its licensees. Under 68 IAC 5-1-8, the Commission may waive a requirement or procedure set forth in 68 IAC 5 if the Commission determines that it is impractical or burdensome and the waiver is in the best interests of the public and the gaming industry and is not outside the technical requirements necessary to serve the purpose of the requirement or procedure.

Both GTECH S.p.A. ("GTECH") and International Gaming Technologies dba IGT ("IGT") are current Indiana supplier licensees. Pursuant to an Agreement and Plan of Merger dated July 15, 2014, between GTECH, Georgia Worldwide Limited, Georgia Worldwide Corporation, and IGT, GTECH plans to acquire ownership of IGT. GTECH will merge into Georgia Worldwide Limited, a newly formed UK holding company. At the completion of the merger, IGT will be a wholly owned subsidiary of Georgia Worldwide Limited.

Compliance with the requirements of 68 IAC 5-1 is time consuming and costly for both the applicant and the Commission. 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.

On November 20, 2014, pursuant to Commission Order No. 2014-205, the Commission assigned the authority to waive 68 IAC 5-1 to the transfer of ownership in GTECH and IGT to the Executive Director. Order 2014-205 was conditioned upon receipt of a GTECH Independent Director's application for licensure by December 1, 2014, a determination of suitability under the Commission's licensing standards, and no material changes to the proposed transaction. Commission staff received the Independent Director's application on December 1, 2014, and a temporary level 1 license was issued on December 3, 2014. Additionally, there have been no material changes to the proposed transaction.

COMMISSION ACTION

Waiver of 68 IAC 5-1 as necessary to allow the proposed transfer of ownership interest in International Gaming Technologies to Georgia Worldwide Limited, formerly GTECH, S.p.A.:

The Commission has determined that there is little to gain from applying the requirements of 68 IAC 5-1 to the present transaction. The requirements of 68 IAC 5-1 are impractical and burdensome to this transfer, and waiver is in the best interest of the public and the gaming industry and is not outside the technical requirements necessary to serve the purpose of the transfer regulations. The Commission additionally notes compliance with the conditional requirements contained within Order 2014-205.

Based on the foregoing, the Commission hereby **WAIVES** 68 IAC 5-1 as necessary to allow the proposed transfer of ownership interest in International Gaming Technologies to Georgia Worldwide Limited, formerly GTECH, S.p.A.

IT IS SO ORDERED THIS 5th DAY OF DECEMBER, 2014.

THE INDIANA GAMING COMMISSION:



Ernest E. Yelton, Executive Director