

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

LOTTOMATICA S.p.A.

(Registration)\_\_\_\_\_

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on December 5, 2007, and before the Nevada Gaming Commission (“Commission”) on December 20, 2007, at Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following application, as amended and supplemented, has been filed:
  - a. The application of Lottomatica S.p.A. for (i) registration as a publicly traded corporation (ii) a finding of suitability as the sole shareholder of Invest Games S A, (iii) a finding of suitability as a shareholder of GTECH Holdings Corporation and (iv) approval of an acquisition of control of Atronic Americas, LLC and Atronic International GmbH,
  - b. The applications of Invest Games S A for (i) registration as an intermediary company and (ii) a finding of suitability as a shareholder of GTECH Holdings Corporation,

c. The applications of GTECH Holdings Corporation for (i) registration as an intermediary company and (ii) a finding of suitability as the sole shareholder of GTECH Corporation,

d. The applications of GTECH Corporation for (i) registration as an intermediary company (ii) licensure as a member and manager of Atronic Americas, LLC and (iii) a finding of suitability as the sole member and manager of GTECH German Holdings Corporation, GmbH,

e. The applications of GTECH German Holdings Corporation, GmbH for (i) registration as an intermediary company and (ii) licensure as a member and manager of Atronic International, GmbH.

f. The application of Marco Drago for a finding of suitability as a beneficial owner and controlling beneficial owner of Lottomatica S.p.A.

g. The applications of Pietro Boroli and Renzo Pellicoli for a finding of suitability as a beneficial owner of Lottomatica S.p.A.

2. THAT Lottomatica S.p.A., an Italian corporation, is registered as a publicly traded corporation, is found suitable as the sole shareholder of Invest Games S A, is found suitable as a shareholder of GTECH Holdings Corporation, and is found suitable, pursuant to NGC Regulation 16.200 to acquire control of Atronic Americas, LLC and Atronic International, GmbH.

3. THAT Invest Games S A is registered as an intermediary company and is found suitable as a shareholder of GTECH Holdings Corporation.

4. THAT GTECH Holdings Corporation is registered as an intermediary company and is found suitable as the sole shareholder of GTECH Corporation.

5. THAT GTECH Corporation is registered as an intermediary company, is licensed as a member and manager of Atronic Americas, LLC and is found suitable as the sole member and manager of GTECH German Holdings Corporation.

6. THAT Atronic Americas, LLC is licensed as a member and manager of Atronic Nevada, LLC, and is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Atronic Nevada, LLC is licensed as an operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT GTECH German Holdings Corporation GmbH is registered as an intermediary company and is found suitable as a member and manager of Atronic International, GmbH.

9. THAT Atronic International, GmbH is registered as an intermediary company, is found suitable as the sole member and manager of Atronic Austria Holding, AG and is licensed as a manufacturer, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT Atronic Austria Holding, AG is registered as an intermediary company and is found suitable as the sole member and manager of Atronic Austria, GmbH.

11. THAT Atronic Austria, GmbH is licensed as a manufacturer, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT Marco Drago is found suitable, pursuant to NRS 463.643(5) and NGC Regulation 16.400, as a beneficial owner and controlling beneficial owner of Lottomatica S.p.A., and Pietro Boroli and Renzo Pellicoli are each found suitable, pursuant to NRS 463.643(5) as a beneficial owner of Lottomatica S.p.A., provided that no other shareholder, officer, director or employee of B & D Holding di Marco Drago & C.S.a.P.A., or De Agostini S.p.A. shall have any influence or involvement with Lottomattica S.p.A. as it relates to the operations of Atronic Americas, LLC, Atronic Nevada, LLC, Atronic International GmbH, Atronic Austria Holding AG or Atronic Austria, GmbH. The Commission may require, upon the recommendation of the Board, any shareholder, officer, director or employee of B & D Holding di Marco Drago & C.S.a.P.A., or De Agostini S.p.A. to file an application for licensure or a finding of suitability.

The failure of such member or partner to file an application may be grounds for a finding of unsuitability and subject the member or partner to mandatory divestiture of the relevant interest.

13. THAT in addition to the requirements imposed by NRS 463.639(2), Lottomatica S.p.A. shall, pursuant to NRS 463.639(2), provide the Board, within 10 days of filing, a true copy of all statements regarding ownership of Lottomatica S.p.A. securities filed with the Commissione Nazionale per le Società e la Borsa ("CONSOB") pursuant to Article 120 of Law No. 58 of February 24, 1998, as amended, Article 117 following CONSOB Regulation No. 11971, issued in 1999, as amended, Law No. 58 of February 24, 1998, as amended, and CONSOB Regulation No. 11971/1999 (collectively, the "CONSOB Securities Laws").

14. THAT in addition to the requirements of NGC Regulation 16.330, and pursuant to NGC Regulation 16.330(6), Lottomatica S.p.A. Corporation shall provide to the Board the following:

a. Copies of all drafts and filings mandated by the CONSOB Securities Laws, as amended, that are similar to the information provided in a publicly traded corporation's Registration Statement(s) filed with the United States Securities and Exchange Commission ("SEC"), including, but not limited to, forms equivalent to Forms S-1, S-2, S-3, S-4, S-8, SB-1, 10 and 10-SB.

b. Copies of all drafts, filings and amendments similar to the information provided in a publicly traded corporation's Proxy Statement(s), whether or not subject to Regulation 14A of the SEC, and the information provided in its information statements, whether or not subject to Regulations 14C of the SEC, which such "Information Statements" are filed pursuant to the CONSOB Securities Laws, as amended, and any such requirements found in Article 2364 of the Italian Civil Code, as amended.

c. Copies of all filings similar to the information provided in a publicly traded corporation's Annual and Quarterly Reports to Stockholders, Forms 10-K, 10-KSC, 10-Q and 8-K, and amendments thereto, and all other material documents or documents to be considered to

be confidential or furnished to the holders of debt or equity securities of a domestic publicly traded corporation, which may be filed by a publicly traded corporation with the SEC or any other national or regional securities exchange, which such documents are filed pursuant to the CONSOB Securities Laws, including Articles 77, 81, 82 and 96 (regarding annual and quarterly reports).

d. Copies of all filings similar to the information provided in a publicly traded corporation's SEC Forms 3, 4 and 5, and amendments thereto, and Schedules 13D and 13G, and amendments thereto, and all other documents received by a publicly traded corporation which were filed with the SEC by any other person and which relate to such publicly traded corporation, which such documents are filed pursuant to the CONSOB Securities Laws, as amended.

e. All drafts, filings and amendments similar to the information provided in a publicly traded corporation's report to the SEC or a national or regional stock exchange involving insider trading, self-dealing, related third party transactions, fraud, market manipulations, short-swing profits, margin accounts and the like, which such documents are filed pursuant to the CONSOB Securities Laws, as amended.

f. A copy of all press releases issued by Lottomatica S.p.A. Corporation or a licensed subsidiary thereof, faxed to the Corporate Securities Division in Carson City, Nevada, at or before the time of release, to be followed by the filing of a hard copy of any such press release within 5 calendar days after its release;

g. Within 10 days of receipt, a true copy of all material documents received from any national or regional securities exchange, including, but not limited to, NASDAQ and securities exchanges in Berlin, Frankfurt, Stuttgart, and Munich. In addition, Lottomatica S.p.A. Corporation shall immediately advise the Board of any inquiries or investigations undertaken by any national or regional securities exchange or any other such agency, including those listed above, which regulates the sales of Lottomatica S.p.A. Corporation's securities; and

h. Within 5 calendar days of the request (oral or written) by the Board and/or the Corporate Securities Division for any additional information which may be required to effectively and adequately investigate, monitor and regulate Lottomatica S.p.A. Corporation, its subsidiaries and its business and gaming activities.

15. THAT if Lottomatica S.p.A. Corporation conducts an offering of securities that is a public offering pursuant to the CONSOB Securities Laws, as amended, or any other governing laws, and if the securities or the proceeds from the sale thereof are intended to be used for any of the purposes set forth in NGC Regulation 16.110(2), then Lottomatica S.p.A. Corporation shall comply with the provisions of NGC Regulations 16.100, 16.110, 16.115, 16.125, 16.130 and 16.140, as applicable.

16. THAT before any proxy or information statement required or subject to the CONSOB Securities Laws, as amended, is sent to the holders of the voting securities of Lottomatica S.p.A. Corporation which includes a discussion of the nature and scope of, and procedures under, the Nevada Gaming Control Act (the "Act"), and Commission Regulations (the "Regulations"), such proxy statement or information statement must first be administratively approved by the Board. A proxy statement or information statement is deemed to have been approved if it has been filed with the Board for at least 10 days and the Board has not issued a stop order during such period.

17. THAT Lottomatica S.p.A. shall not issue securities in the form of Bearer Bonds that are convertible into voting securities if as a result of the exercise of all conversions of such bonds, the holders thereof would own greater than 10% of the then outstanding voting securities of Lottomatica S.p.A without the prior approval of the Commission upon the recommendation of the Board.

18. THAT Lottomatica S.p.A. shall, at least annually, notify its security holders that any person who, individually or in association with others, has acquired directly or indirectly, beneficial ownership of more than 5% of any class of Lottomatica S.p.A.'s voting securities, is

required to notify the Board, in writing, within 10 days of knowledge of such acquisition. If Lottomatica S.p.A. becomes aware that any person, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of more than 5% of any class of its voting securities, Lottomatica S.p.A. shall notify the Board in writing, within 10 days of knowledge of such acquisition.

19. THAT Lottomatica S.p.A. shall, within 6 months of the effective date of this Order of Registration, and at least annually thereafter, notify its security holders of the nature and scope of, and procedures under, the Act and Regulations, in a written form approved by the Chairman of the Board, or his designee.

20. THAT any and all documents (which includes, but is not limited to, securities filings, company reports, letters, memoranda, correspondence and the like) filed with the Board or the Commission by Lottomatica S.p.A., or any of its subsidiaries, shall be in the English language. If original documents required to be filed with the Board are in the Italian language, such documents shall also include translation into the English language with each such document accompanied by a certification by a nationally recognized independent public accounting firm that the English translation is true and correct.

21. THAT Lottomatica S.p.A. shall, within 60 days of this Order of Registration, establish and maintain a gaming compliance program plan ("Plan") for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure the compliance of Lottomatica S.p.A., its subsidiaries and any affiliated entities, with the Act as amended, and the Regulations as amended, and the laws and regulations of any other jurisdiction in which Lottomatica S.p.A., its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the compliance committee, one such member who shall be independent and knowledgeable in the Act and Regulations, and one such member who shall be knowledgeable in the conduct of lottery operations and the regulatory requirements associated therewith, shall be

administratively reviewed and approved by the Chairman of the Board, or his designee.

Furthermore, upon request of the Chairman of the Board, or his designee, Lottomatica S.p.A. shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board or his designee related to a review of activities relevant to the continuing qualification of Lottomatica S.p.A. under the provisions of the Act and Regulations.

22. THAT Lottomatica S.p.A. shall fund and maintain with the Board a revolving fund in the amount of \$100,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of Lottomatica S.p.A., its subsidiaries and any affiliated entities.

23. THAT, pursuant to NRS 463.625, Lottomatica S.p.A. is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635, 463.637, 463.639(1)(a) and (2), and 463.641 through NRS 463.645, inclusive, and all other provisions of the Act that apply to publicly traded corporations registered with the Commission.

24. THAT Lottomatica S.p.A. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16, and all other Regulations that apply to publicly traded corporations registered with the Commission.

25. THAT the lottery operations conducted by Lottomatica S.p.A. and any of its subsidiaries and/or affiliates shall be deemed to be the conduct of foreign gaming, and that NRS 463.680 through NRS 463.720 shall therefore apply to and govern said operations.

26. THAT the Commission finds that the activities of Lottomatica S.p.A. are regulated in a manner which protects the investors and the State of Nevada.



27. THAT the Commission hereby expressly finds that the exemptions herein granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Carson City, Nevada, this 20<sup>th</sup> day of December 2007.