



June 1, 2012

Mr. William Harsh
Oliver Wyman
111 Monument Circle, Suite 4300
Indianapolis, IN 46204

Re: Hoosier Lottery Request for Expression of Interest

Dear Mr. Harsh:

Thank you for the invitation to participate in the Request for Expression of Interest (RFEI) process associated with the proposed Integrated Services Agreement for the Hoosier Lottery. As Indiana begins the process of reviewing prospective changes in the management and operation of its lottery, we believe that it will become readily apparent that the recently adopted private manager initiatives that seek to enhance revenues and minimize future performance risks offer distinct advantages over the traditional model of state management. GTECH is experienced in these matters, and we look forward to working with the State to help determine the best process and structure to meet your needs.

Structuring a strategic business partnership that leverages the benefits of private sector assistance within the applicable legal framework of the State could be an attractive option for Indiana. Under such a model, the State would conduct, operate, and exercise actual control over all significant business decisions in partnership with a private operator, thereby increasing the potential for substantial efficiencies and growth. GTECH believes that the Hoosier Lottery has the opportunity to build on the solid foundation it has created and substantially increase net income through this process. Accordingly, GTECH submits the enclosed response to the RFEI to demonstrate its qualifications.

Since GTECH was founded in 1980, its core business has been serving government-sponsored lotteries throughout the U.S. and around the world. Today, GTECH is partnered with 80 global lottery customers. Our capabilities include the provision of games, technology solutions, marketing, retail and player management services, as well as full-service operator solutions.

June 1, 2012



GTECH and its parent company, the Lottomatica Group S.p.A., have substantial financial capability and resources. It is a well established corporate policy to maintain investment-grade credit ratings, and we are so rated by Moody's and S&P. Our financial strength and stability can provide the State with the confidence that there is a solid financial foundation for a long-term partnership.

GTECH is also proud of its social responsibility programs, which includes participating in community reinvestment programs related to education, community and civic initiatives, and family services throughout the world.

GTECH views probity as a mission-critical component of any lottery. Therefore, we support and have invested in a comprehensive compliance program. The Lottomatica Group and GTECH have satisfied the most rigorous compliance and licensing reviews; we are confident we will be able to meet or exceed the standards Indiana will put forth in this regard.

We believe that GTECH has the requisite qualifications to advance to the next stage of this process. We hope to convince you that we will provide the greatest overall value to the Hoosier Lottery as a partner in an Integrated Services Agreement. We look forward to describing how GTECH's experience, qualifications, and insights can be leveraged for the benefit of Indiana.

Thank you for this opportunity to present our company for your evaluation and consideration. I am available to answer any questions or provide any additional information.

Sincerely,

Jaymin Patel,

President and CEO, GTECH Corporation

June 1, 2012



Interested Party Information

a. Identification and Description of the Interested Party

The interested party is GTECH Corporation.

GTECH Corporation (GTECH) is a wholly owned subsidiary of Lottomatica Group S.p.A. (Lottomatica), the world's largest lottery operator based on total sales and the market leader in the Italian gaming industry. Lottomatica is publicly traded on the Italian Stock Exchange and has €3.0 billion in annual revenue and approximately 8,000 employees.

GTECH supplies a unique set of solutions and services to 80 lottery customers and manages nearly 500,000 terminals. Our extensive industry knowledge derives from operations and services for 30 of the 44 U.S. lotteries and 50 international lotteries. We offer four main divisions to our customers: lottery, gaming, interactive, and printing.

GTECH and Lottomatica, together under the Lottomatica Group, create a fully integrated lottery operator and gaming technology solutions provider – a combined company with worldwide scale, revenue diversification, industry-leading customer solutions, and financial viability that surpasses that of its competitors.

GTECH, headquartered in Providence, Rhode Island, is a leading lottery solutions company providing innovative management and operator services, creative content, superior technology, and quality service delivery to its customers, all with an abiding commitment to socially responsible gaming. GTECH is privileged to serve as the trusted partner to 14 of the top 20 lotteries worldwide in terms of total sales.

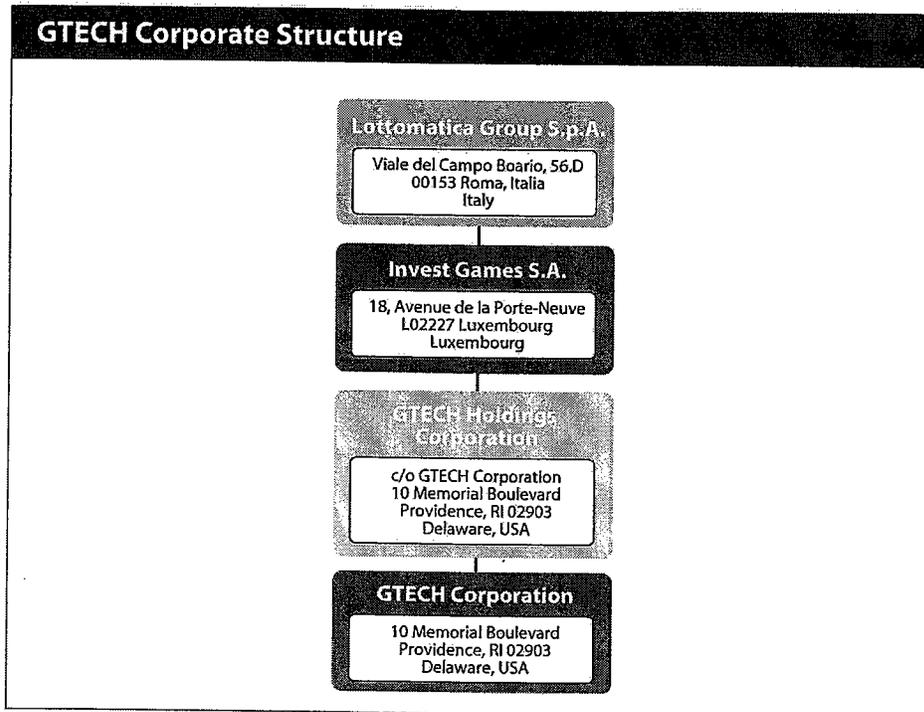
We have provided the names and roles of GTECH's team members and key personnel in the following section.



b. Consortium Members

At this stage in the process, GTECH is the sole Interested Party. GTECH will promptly notify the Transaction Advisor of any additional consortium members it intends to add prior to the submission of a formal proposal. GTECH is a wholly owned subsidiary of GTECH Holdings Corporation, a Delaware company, with a principal business address of 10 Memorial Boulevard, Providence, Rhode Island 02903. GTECH Holdings Corporation is wholly owned by Invest Games S.A. (Invest Games). Invest Games is a wholly owned subsidiary of Lottomatica. GTECH's corporate structure is illustrated in the following figure.

Figure 1:





c. Key Personnel

The following are executives of GTECH. Each executive is involved in the management of GTECH's U.S. lottery operations. During the Hoosier Lottery process, GTECH may provide specific descriptions of key personnel for operation and support of the Hoosier Lottery under an Integrated Services Agreement.

Jaymin Patel, President and Chief Executive Officer (CEO), GTECH Corporation

Jaymin Patel is responsible for overseeing the strategic direction of the Company. Jaymin started his career with GTECH in 1994, and has served in the roles of CFO and COO. In 2008, he was named President and CEO of GTECH. Jaymin works directly with GTECH and Lottomatica's management teams to execute the Company's vision to continually deliver value to customers, shareholders, and employees.

Donald Sweitzer, Chairman, GTECH Corporation

Donald Sweitzer serves as ambassador for the Company when interacting with global customers, current and future potential business partners, and government officials. Don joined GTECH in 1998, bringing more than 20 years of experience in government affairs and consulting services. Don also closely advises the Lottomatica Group's CEO and GTECH's CEO on government relations and general business affairs.

Alan Eland, Senior Vice President and Chief Operating Officer, GTECH North America

Alan Eland oversees all lottery operations in the U.S. and Canada. He leads the Company's growth efforts in terms of providing technology and service solutions and operational-management support to customers throughout North America. Alan joined GTECH in 1985, has 27 years of experience in the lottery industry, and is a business leader with diverse operations and sales-management experience.



**Connie Lavery O'Connor, Senior Vice President and Chief Marketing Officer,
GTECH Corporation**

With more than 30 years of lottery sales, marketing, strategic and management experience, Connie Lavery O'Connor leads GTECH's corporate marketing teams in supplying strategic tactical marketing advice on game development, industry best practices, retailer network development, and promotion design and execution. Connie formerly managed the New York and Georgia lotteries' sales, retail, and marketing teams and was instrumental in driving annual sales of more than \$6.6 billion and \$3.2 billion, respectively, in those jurisdictions. More recently, she was CEO of Northstar Lottery Group, an Illinois limited liability company that is the Private Manager of the Illinois Lottery. She will add her experience, guidance, and support to future Private Management Agreement (PMA) opportunities.

**Scott Gunn, Senior Vice President, Global Government Relations and
U.S. Business Development, GTECH Corporation**

Scott Gunn is responsible for worldwide government relations leadership and strategy for the Company. He guides GTECH's global network of government relations resources to maintain appropriate government relationships and works to develop the Company's lines of business.

Prior to assuming his current role in 2009, Scott worked in several senior operating roles throughout the US where he implemented growth initiatives in major customer accounts. Scott is responsible for ensuring legislation, policy and regulations serve to enhance and maximize the return to good causes from the Company's customers.



**Stefano Monterosso, Senior Vice President of Marketing Operations,
GTECH Corporation**

Stefano Monterosso oversees the collaboration of GTECH's various business units and marketing teams, with the goal of further integrating product development, advertising, and marketing. Stefano is responsible for the expansion of operator sales, as well as the development of consumer and retail insights for a full range of global gaming opportunities. Stefano's team oversees the Field Sales and Marketing organization, which will work with the Lottery team on business plan execution. Prior to joining GTECH in July 2011, Stefano served for 16 years as a consultant with Bain & Company in Rome, most recently as an associate partner. During his time at Bain, he developed substantial, relevant lottery and gaming experience across the world, contributing to a number of successful growth initiatives.

Robert Vincent, Senior Vice President, Corporate Affairs, GTECH Corporation

Bob Vincent is responsible for managing GTECH and the Lottomatica Group's internal and external corporate communications, including all media and public relations activities, worldwide. He is involved in selected business development projects as well as support activities in the areas of compliance, investor relations, business development, marketing communications, and government relations. Bob is also responsible for leading the Company's corporate social responsibility efforts in the areas of community relations, responsible gaming, and charitable giving. He has been with GTECH for more than 20 years, having served as an external consultant; Vice President of Business Development for Dreamport, GTECH's former gaming and entertainment subsidiary; and, most recently, Vice President of Corporate Communications.



**Matthew Whalen, Senior Vice President, Chief Technology Officer,
GTECH Corporation**

Matt Whalen is responsible for providing the overall technology leadership and strategy for GTECH. Matt joined GTECH in 1994, and has held various management roles within the Technology and Operations groups. He oversees all aspects of the software development life cycle, including requirements gathering, software development, implementation, customer acceptance, and ongoing software services. Matt is also charged with tailoring the Company's solutions to each unique marketplace and customer. Matt leads the current Technology & Operations Group and, as such, is responsible for the technical execution of the business plan and the customer-facing technology strategy. His group is responsible for Information Technology (IT) and systems integration across the entire enterprise, as well as for gaming system operations, communications network operations, data center operations, and field services.

Frank Ward, Chief Financial Officer, GTECH Corporation

Frank Ward is responsible for managing GTECH's financial strategy and planning, as well as ensuring that the Company is well positioned to meet its financial targets. Frank began with GTECH in 1986, and has successfully worked on many of the Company's major initiatives over the last 25 years. In 2011, Frank was named Chief Financial Officer for GTECH. In this role, he leads the Finance organization, including the financial reporting, accounting, compliance, procurement, and internal audit departments.

**Michael Prescott, Senior Vice President, General Counsel and
Corporate Secretary, GTECH Corporation**

Michael Prescott is responsible for managing and overseeing all legal matters for the Company, including legal strategy, legal compliance, litigation, regulatory matters, as well as global security. Michael joined the company in 2001. In 2008, he was named Senior Vice President and General Counsel.



GTECH[®]
Architects of Gaming



hoosier lottery™

d. Contact Person

GTECH's authorized point of contact will be:

Tim Simonson, Regional Vice President, GTECH North America
GTECH Corporation
10 Memorial Boulevard
Providence, RI 02903
Phone: 401-392-7494
Mobile: 401-855-2238
Fax: 401-392-4811
Timothy.Simonson@GTECH.com

e. Advisors

GTECH currently expects to use the following advisors:

Legal and Government Relations Advisors

Barnes & Thornburg LLP
11 South Meridian Street
Indianapolis, Indiana 46204-3535
Phone: 317-236-1313

Brian L. Burdick – brian.burdick@btlaw.com (Registered Executive Branch Lobbyist)

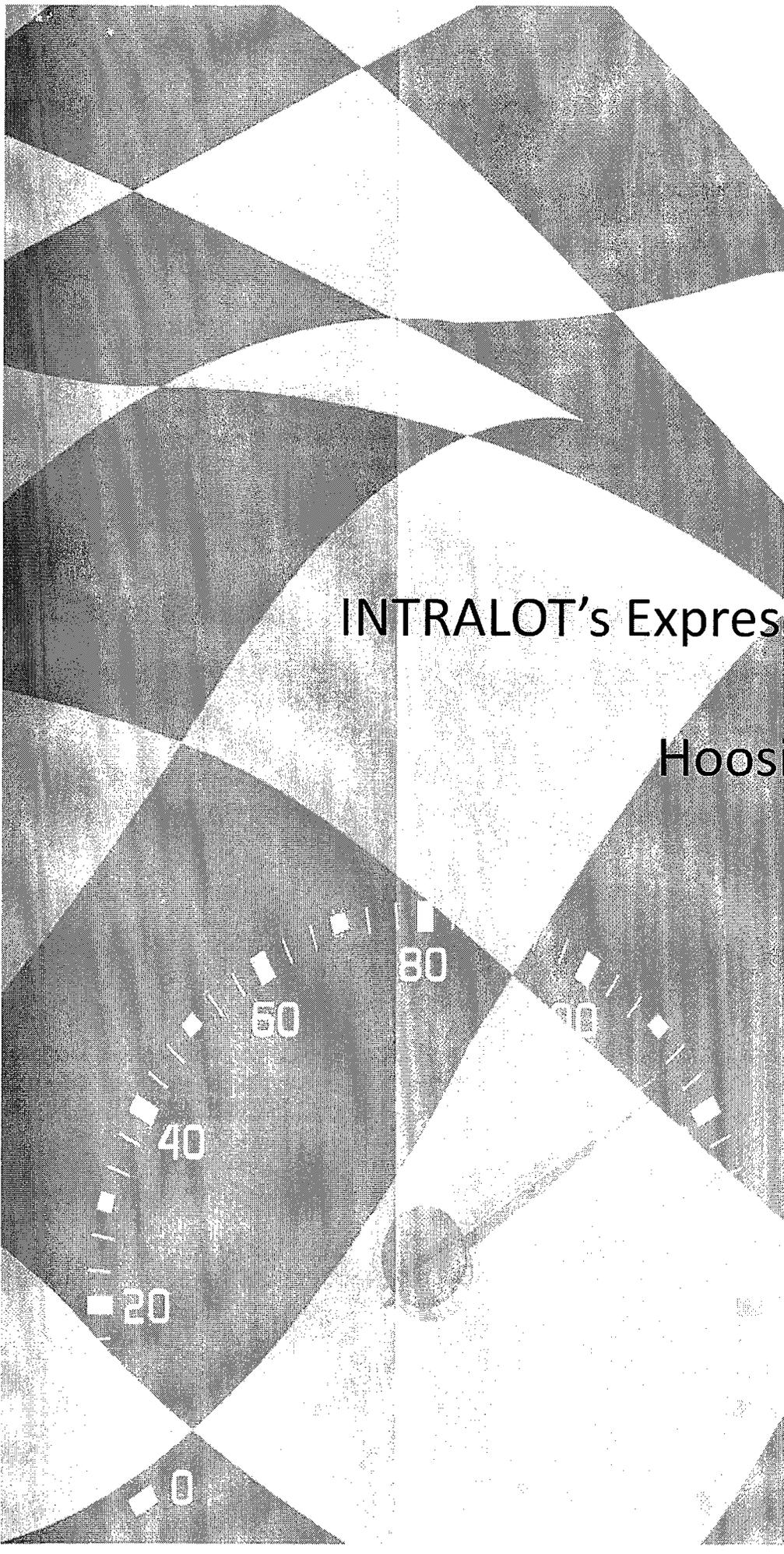
Kirk E. Grable – kirk.grable@btlaw.com

Robert T. Grand – bob.grand@btlaw.com (Registered Executive Branch Lobbyist)

Emily A. Heimann – emily.heimann@btlaw.com

D. William Moreau, Jr. – bill.moreau@btlaw.com

If and when additional advisors are retained by GTECH following this submission, we will disclose this information promptly to representatives of the Transaction Advisor as directed.



intralot

INTRALOT's Expression of Interest
to the
Hoosier Lottery RFEI

June 1, 2012



June 1, 2012

Via email: hoosierlottery@oliverwyman.com

William Harsh
Oliver Wyman
111 Monument Circle,
Suite 4300
Indianapolis, IN 46204

Re: Hoosier Lottery, Request for Expression of Interest

Dear Mr. Harsh,

On the following pages we are pleased to provide INTRALOT's response to the Hoosier Lottery RFEI. INTRALOT believes its knowledge and experience providing the full range of Lottery services to more than 50 countries and 11 States coupled with its leading lottery technology innovation places INTRALOT in an excellent position to assist the Hoosier lottery and the state of Indiana in maximizing its potential in today's competing market place.

If we may be of any further assistance, please do not hesitate to let me know as soon as possible.

Sincerely,

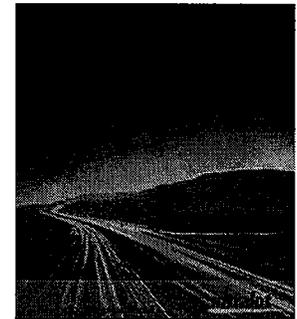
A handwritten signature in cursive script that reads "Lynn A. Becker". The signature is written in black ink and is positioned above the typed name and contact information.

Lynn A. Becker
VP Business Development
INTRALOT, Inc.
11360 Technology Circle
Duluth, GA 30097
Direct line: 678-473-7212
Fax: 770-295-2590
Email: lynn.becker@intralot.us

Interested Party Information

A. Identification and Description of the Interested Party

INTRALOT, the world's leading gaming operator and technology vendor, respectfully submits our Expression of Interest response to the Hoosier Lottery's RFEI. INTRALOT is the partner of choice for integrated gaming and transaction processing systems, innovative game content, day-to-day management and value-added services to state-licensed gaming organizations worldwide. INTRALOT is a "one-stop-shop" offering complete solutions for every aspect of any gaming and entertainment business.



Building efficient, socially responsible and technologically advanced Lotteries and Betting operations has been INTRALOT's mission since the company was founded in 1992. INTRALOT possesses a wide range of products and services, extended know-how and experience in lotteries, instant tickets, sports betting games and video lottery as well as cutting-edge technology, which give it the competitive edge to contribute directly to the efficiency, profitability and growth of its clients.

Committed to meeting customer requirements and performance expectations and with a demonstrated ability to adapt to new markets and overcome technological and cultural constraints, INTRALOT has acquired an excellent reputation in the global gaming sector. With presence in more than 50 countries, approximately 5,400 skilled professionals and revenues of €1.2 billion for 2011, INTRALOT has established its presence on five continents.

In 2007 when it was founded, the Global Growth Companies Community of the World Economic Forum ranked INTRALOT among the TOP 125 companies worldwide, demonstrating its clear potential to become leader in the global economy. The selection was based on criteria such as the company's business model, its growth record, leadership in their industry and outstanding executive management. Today we can claim that this prospect has been fulfilled, as INTRALOT ranks first in Europe, holds a significant position in the market of South America, is continuously expanding its position in North America and is rapidly expanding its business activity in Asia, Africa and Oceania, where it has already secured significant contracts.

Mission, Vision and Values

Our mission is to provide state-of-the-art integrated systems, transaction processing, game content and value-added services to licensed Lottery and gaming organizations worldwide, ensuring their secure, reliable and profitable operation.

Our vision is to maintain our position as a world leader in the Lottery industry and consistently offer increased value to our customers, shareholders and employees. Our Core Values, the keystones of our corporate culture, have earned us the trust and confidence of employees and customers alike:

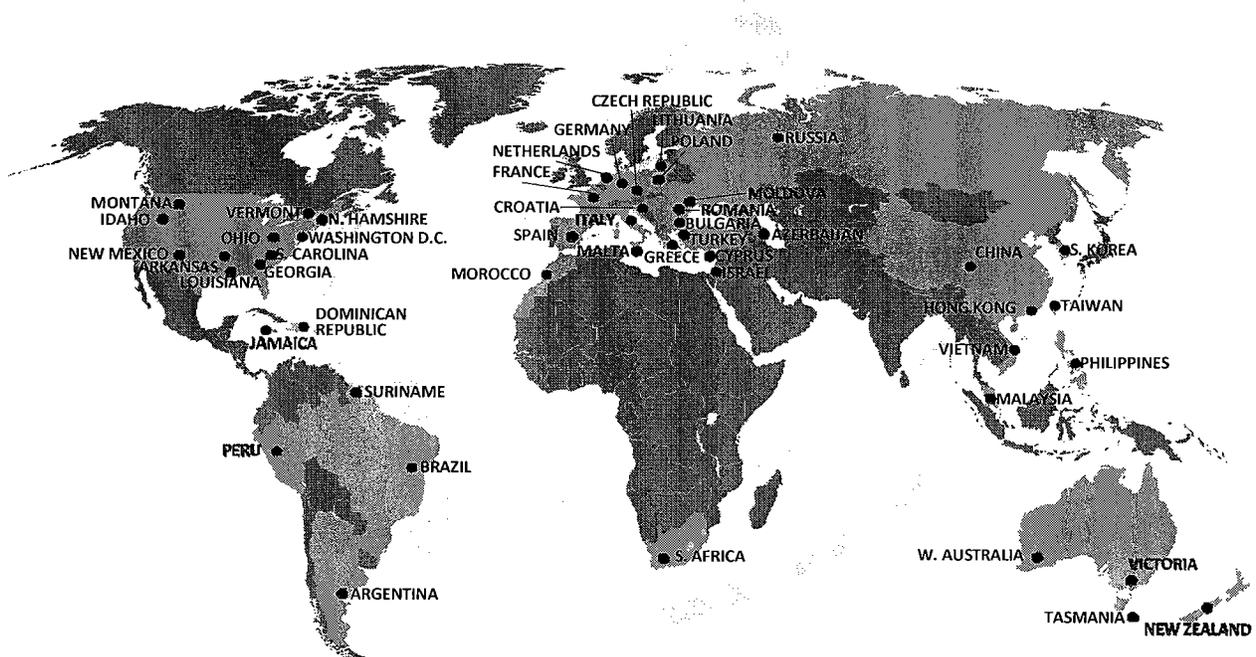
- Passion for achieving challenging goals.
- Commitment to customer satisfaction, continuous improvement and growth.
- Flexibility in designing and developing innovative and effective solutions that meet specific market requirements and customer needs.
- Excellence across the entire range of our business activities.
- Integrity and responsibility towards our customers, shareholders and employees, and adherence to the social role of state-regulated lotteries.

Experience and Capabilities

INTRALOT is a leading company in the gaming sector worldwide. The Group's strategy and mission is to operate exclusively within regulated gaming markets. In this sense in our diverse roles as a *technology vendor* (both as a technology supplier and facilities management provider), *concessionaire of licensed operations* or *licensed private gaming operator*, we always ensure that we operate in line with the local rules and regulations of each jurisdiction. As a result of this strategy, we have managed to legally establish our presence in more than 50 countries and ten of the United States, we have never challenged local regulatory regimes and we are thus, in no legal conflicts with Government Authorities anywhere in the world. Our exemplary performance in every project and every role we have undertaken is proved by our numerous references from worldwide and US projects. This provides us the capability to continue expanding our presence in jurisdictions where the local market is either legalized or regulated, since we are not in a conflict-of-interest position.

INTRALOT has been awarded contracts for a wide range of products (systems, terminals, alternative distribution channels, VLTs etc.) and gaming applications (lotteries, instant lotteries, fixed odds betting, etc.) in the USA (Atlanta, Arkansas, Idaho, Louisiana, New Mexico, N. Hampshire, Montana, South Carolina, Ohio, Vermont, and Washington), Argentina, Australia (Western Australia, Victoria and Tasmania) Brazil, Bulgaria, Chile, Croatia, Czech Republic, Cyprus, Dominican Republic, Germany, Greece, Israel, Italy, Jamaica, Netherlands, New Zealand, Malta, Moldova, Morocco, Malaysia, Peru, Poland, Romania, Russia, Spain, S. Africa, S. Korea, , Turkey, Taiwan.

Global Footprint



Intralot

INTRALOT is currently contracted to deliver government lottery services in the State of Ohio, one of the largest US Lottery operations with revenue in excess of \$2.6 billion (US) per year. Moreover, INTRALOT currently provides gaming management services in Turkey's Spor Toto operation (\$1.8B), Taiwan's Welfare Lottery (\$2.2B), South Africa's National Lottery, Morocco's State Lotteries and others.

INTRALOT has obtained a wealth of knowledge and expertise in the gaming industry over the past twenty years. Since the breadth of our experience is world-wide, we have amassed a great deal of experience in various types of games played in a variety of cultures. This experience directly benefits the Lottery as INTRALOT can provide you with unique perspectives regarding new games and marketing strategies. Our Game Library currently includes more than 400 types of games including numerical games, TV lottery games, Sports games, Fixed-odd games, Instant Lottery, pari-mutuel games, Video Lottery and Monitor Games.

In order to support our projects and operations, we have deployed a decentralized operations model, according to which the Groups' parent company (INTRALOT S.A.) is not an operational entity, but rather a technology and global strategy centre. In every country we implement a project we establish a **local entity** to support our local business either being a B2G, a B2B or B2C operation. In support of this operations model we have established local hubs for each continent that cater for existing operations in their region and for growing our regional business. The company also actively participates in the global gaming community and contributes decisively to the future expansion of the sector.

INTRALOT is a member of **WLA** (World Lottery Association), **EL** (European Lotteries and Toto Association), **NASPL** (North American Association of State and Provincial Lotteries), **CIBELAE** (the Hispanic association that covers S. America and the Iberian Peninsula), **GSA** (Gaming Standards Association), **APLA** (Asia Pacific Lottery Association) and **AGEM** (Association of Gaming Equipment Manufacturers).



ISO Certification: INTRALOT has been ISO 9001:2008 certified. This certification guarantees that the products, systems and services provided to INTRALOT's international clients comply with the highest quality standards.

Information Security Management System Certification: INTRALOT has been awarded an ISO/IEC 27001:2005 Information Security Management System certification - for the scope design, implementation, testing, installation, maintenance, integration and operation of information technology system.

Corporate Social Responsibility

Since its establishment, the INTRALOT Group has closely associated its business activities with the promotion of the concept of corporate social responsibility and the advancement of social cohesion, contributing to a better quality of life for and the cultural development of the local communities in which the group operates.

The social policy of INTRALOT has become an integral part of its corporate culture and a benchmark for all related activities undertaken by its employees, who respond, either individually or collectively, to social and environmental initiatives. Through our business activities, responsible gaming practices, philanthropy programs, and engagement in public policy issues, we positively impact the communities in which operate and beyond. We have established the social program "INTRALOT - We care a lot" that focuses on supporting initiatives for health and public welfare, the advancement of education, the conservation of cultural heritage and the sustainability of our planet.

intralot
WE CARE A LOT!

Responsible Gaming

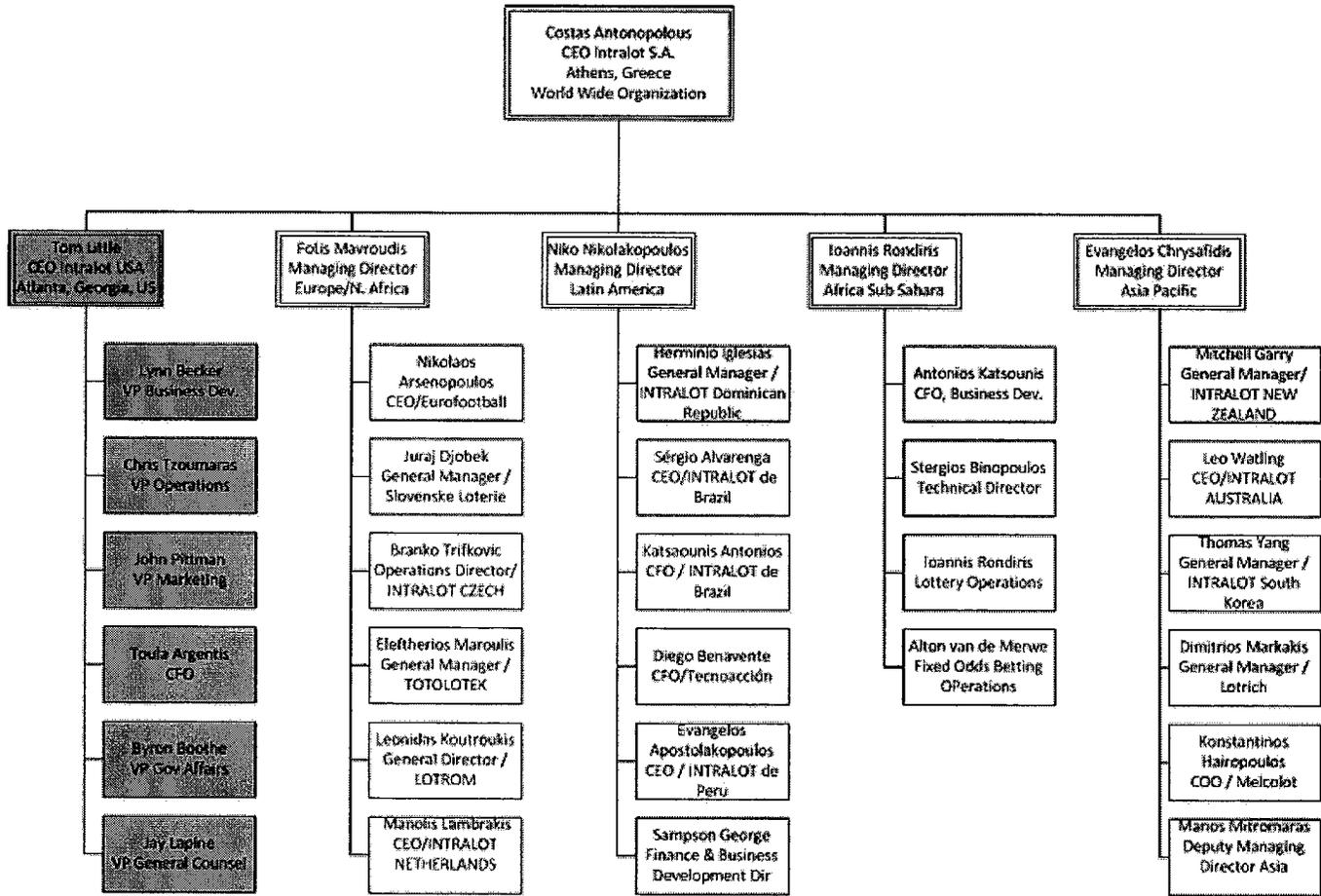
INTRALOT has adopted Responsible Gaming as a key element of our Corporate Responsibility strategy. We have the enabling technologies and the operational know-how required to develop and implement a tailored industry best-practice Responsible Gaming strategy and program in any jurisdiction globally.

INTRALOT's Operating System & integrated terminals support our Responsible Gaming plan by monitoring registered players' behavior, applying gambling limits, sending warning messages, educating about gambling risks, displaying video or multimedia animations that convey messages about responsible gaming etc. What is more, we actively support institutions committed to researching and treating problem gambling, such as the Hohenheim University Research Center on Gambling and the Montana Council on Problem Gambling (MCPG).

B. Interested Party Organizational Structure

The INTRALOT Team participating in this process encompasses INTRALOT Inc., the Group's U.S. subsidiary with a strong presence in the U.S. lottery market, supported by INTRALOT S.A., the Group's parent company and the world's leading gaming operator and vendor.

Group Organization Chart



A summary overview of the key entities comprising the INTRALOT team is presented below:

INTRALOT, Inc., headquartered in Duluth, Georgia, is the operating company and legal entity responsible for all activities for all current U.S. Lottery Operations. The President and CEO of INTRALOT, Inc. (doing business as INTRALOT USA) is Tom Little. Mr. Little is a lottery veteran and no stranger to the lottery industry. In 2006 Tom was inducted into the Public Gaming Research Hall of Fame for his contributions throughout his 36-plus year career in the lottery industry.

The address and corporate contact information for INTRALOT USA is:

INTRALOT, Inc.	Office Phone: 770-295-2580
11360 Technology Circle	Office Fax: 770-295-2590
Duluth, GA 30097-1502	Web Site: www.intralot.com

INTRALOT S.A. (www.intralot.com). INTRALOT S.A., a public company listed on the Athens Stock Exchange (ASE), is a leading supplier of integrated gaming and transaction processing systems, innovative game content and value-added services to state-licensed gaming organizations worldwide. It's broad portfolio of products and services, its industry know-how of lottery, betting and video lottery operations, its experience in sports games, and its leading-edge technology give INTRALOT a competitive advantage which contributes directly to customers' efficiency, profitability and growth. With a presence in more than 50 countries, employing approximately 5,400 people, and revenues of €1.2 billion for 2011, INTRALOT has established its presence in five continents.

The address and corporate contact information for INTRALOT, S.A. is:

INTRALOT, S.A..	Office Phone: +30 210 615 6000
64, Kifissias & 3, Premetis Str.	Office Fax: +30 210 610 6800
151 25, Athens, Greece	Web Site: www.intralot.com

INTRALOT is a company totally dedicated to the development and implementation of advanced gaming systems and technologies. Our success in this endeavor has made us the fastest growing company in the gaming industry, and the second largest supplier of gaming information systems and equipment worldwide. INTRALOT is a company with extensive global experience - including the United States market - that presents fresh new and creative ideas for our customers. INTRALOT is a secure and financially strong choice for a vendor with leading-edge technological offerings and new and exciting innovations and solutions in sales and marketing promotions.

INTRALOT, Inc., the US subsidiary of INTRALOT, S.A. will provide management and execution of the day-to-day operations required to operate the Hoosier Lottery Project. Needless to say, INTRALOT, Inc. will be always backed from its world-class parent company, INTRALOT, S.A., who will provide all necessary financial, technology, and human resources in order to ensure the operating efficiency of the project. INTRALOT, S.A. guarantees that INTRALOT, Inc. will have the capital for the initial development and rollout of the project as well as the financial resources required to service its obligations for the entire life of the Agreement. INTRALOT is a large listed company with a strong capital base and high debt capacity. During our expansion, INTRALOT has maintained a prudent capital structure, financing its growth primarily from operating cash flows. The company's strong brand name in capital markets (both debt and equity) and its long-term ties with major corporate and investment banks provides ready access to financial markets; more information is available at www.intralot.com by selecting Investor Relations from the menu.

We need to point out that INTRALOT's core principle is to operate exclusively within regulated gaming markets. In this sense, in our diverse roles as a *technology vendor* (both as a technology supplier and facilities management provider), *concessionaire of licensed operations or licensed private gaming operator*, we always ensure that we operate in line with the local rules and regulations of each jurisdiction. Our exemplary performance in each project and within every role we have undertaken is proven by our extensive worldwide and U.S. projects reference list. INTRALOT has been awarded contracts for a wide range of products (systems, terminals, alternative distribution channels, VLTs, etc.) and gaming

applications (lotteries, instant lotteries, fixed odds betting, etc.) in the USA and internationally, as illustrated earlier with the INTRALOT Global Footprint.

Our credentials prove that all capabilities and experience necessary to “accelerate the trajectory of all parts of the Lottery’s business” are housed within our Team, and we are confident that we are both capable and well equipped to deliver on your expectations. In addition, INTRALOT is considering the addition of other partners which may be able to join INTRALOT for the offering; however, we have not reached agreement with other partners as of this time.

US Projects References

Jurisdiction	Name	Address	Telephone	Email
Arkansas	Bishop Woosley, Director	Union Plaza Building 124 W. Capitol Ave. Little Rock, AR 72201	501-683-1890	Bishop.Woosley@arkansas.gov
District of Columbia	Buddy Roogow, Director	2101 Martin Luther King, Jr. Avenue, S.E. Washington, D.C. 20020-5731	202-645-8000	buddy.roogow@dc.gov
Idaho	Jeff Anderson, Director	1199 Shoreline Lane Boise, ID 83702	208-334-2600	janderson@lottery.idaho.gov
Louisiana	Rose Hudson, President	555 Laurel Street Baton Rouge, LA 70801	225-297-2002	rose.hudson@louisianalottery.co
Montana	Angela Wong, Director	2525 N. Montana Ave. Helena, MT 59601-0598	406-444-5800	awong@mt.gov
New Hampshire	Charles McIntyre, Director	P.O. Box 1208 Concord, NH 03302	603-271-3391	Charles.mcintyre@lottery.nh.gov
New Mexico	Thomas Romero, Executive Director	4511 Osuna Rd., NE Albuquerque, NM 87199	505-342-7600	tromero@nmlottery.com
Ohio	Dennis Berg, Executive Director	615 W. Superior Ave. Cleveland, OH 44113	216-774-5900	dennis.berg@olc.state.oh.us
South Carolina	Paula Harper Bethea Executive Director	P.O. Box 11949 Columbia, SC 29211	803-737-2048	phbethea@sclot.com
Vermont	Alan Yandow, Executive Director	1311 U.S. Route 302 Berlin-Suite 100 Barre, VT 05641-2399	802-476-0100	ayandow@vtlottery.com

C. Key Personnel

INTRALOT's values are supported by moral, social and business principles, always keeping in mind the benefit of our customers, suppliers, shareholders and employees.

INTRALOT, Inc. – Key Executives

Name	Title	Years in Lottery
Tom Little	President and CEO	36
Lynn A. Becker	Vice President Business Development	26
John C. Pittman	Vice President Marketing	32
Toula Argentis	Vice President and Chief Financial Officer	6
Jay Lapine	Vice President and General Counsel	4
Byron Boothe	Vice President Governmental Affairs	10
George Mermigas	Vice President Systems and Software	9.5
Christos Tzoumaras	Vice President of Operations	13

INTRALOT, S.A. – Key Executives

Region/Company	Name	Title	Years in Lottery
INTRALOT S.A. Athens, Greece	Socrates Kokkalis	Chairman	20
INTRALOT S.A. Athens, Greece	Constantinos Antonopoulos	CEO	20

Our experience will ensure that the on-site project team is comprised of experienced lottery personnel who will be fully capable of satisfying all of the conversion, implementation and ongoing operational requirements. The INTRALOT management team has extensive experience in lottery startups, maintaining lottery services and operations and in converting lotteries from an existing system to a new system.

Key Personnel Roles and Responsibilities

INTRALOT's management and key personnel are a collection of industry participants who, over their many years of lottery service, have been responsible for a significant amount of the design, development and implementation of current programs and processes used by U.S. lotteries to conduct everyday operations. Furthermore, many of these individuals have been key participants in providing the design framework necessary to implement advanced technologies, which have allowed continued revenue stream growth throughout the industry.

INTRALOT's corporate staff is made up of management personnel with decades of experience in implementing Lottery Systems. Many of our senior management personnel have been working in the lottery industry for twenty years or more and have experience that includes major project conversions and implementations with INTRALOT and other vendors. Their project and implementation experience, as well as venue management, complimented by the skills of our architects, designers, programmers, and operations staff has given us the personnel and tools needed to successfully install our eleven U.S. projects and dozens of international projects on or ahead of schedule.

The INTRALOT Group employees over 5,400 highly trained professionals with exceptional skills and competencies, as well as dedication to our company values. 7% of all employees hold Master's or Doctorate degrees, 37% are university or technical college graduates, while 56% hold secondary degrees. We have identified the key management personnel that will be assigned to the project, according to the domain of expertise as follows:

Name, Current Title, Years of Related Lottery Experience	Primary Responsibilities
Tom Little President and CEO Years of Experience: 36	<ul style="list-style-type: none"> ▪ Executive Oversight ▪ Participates in contract negotiations and award agreement ▪ Liaison with INTRALOT SA on project status ▪ Reviews project management contract management, financial performance and customer satisfaction
Christos Tzoumaras Vice President, Operations Years of Experience: 17	<ul style="list-style-type: none"> ▪ Operational oversight and strategies ▪ Operational leadership coordination and development ▪ Budget development and oversight ▪ Liaison between operational management and technology delivery management
George Mermigas Vice President of Software Development Years of Experience: 13	<ul style="list-style-type: none"> ▪ Directs traditional lottery software development for INTRALOT US operations. ▪ Responsible for operational software development, testing and implementation ▪ Responsible for and software conversion projects for new contracts ▪ Manages the delivery of software in accordance with NASPL software delivery best practices. ▪ Coordinates operational software project activity with operational management
Toula Argentis V.P. and CFO Years of Experience: 14	<ul style="list-style-type: none"> ▪ Executive / Financial Management ▪ Directs all financial aspects of North American operations ▪ Coordinates budgeting and financial delivery analysis

Name, Current Title, Years of Related Lottery Experience	Primary Responsibilities
Byron Boothe V.P. Government Relations Years of Experience: 10	<ul style="list-style-type: none"> ▪ Executive Support and Community Outreach ▪ Assist with executive management ▪ Coordinate governmental relations efforts ▪ Responsible for Corporate Social Responsibility program ▪ Responsible for Corporate Business and Community Relations
John Pittman V.P. Marketing Years of Experience: 33	<ul style="list-style-type: none"> ▪ Leads Corporate Marketing and analysis ▪ Coordinates site marketing programs ▪ Provides state of the industry analysis and information delivery. ▪ Works with the Accounts and Lotteries to design new games
Lynn Becker VP Business Development Years of Experience: 23	<ul style="list-style-type: none"> ▪ Identifies qualifies and quantifies new customer opportunities ▪ Builds, and maintains close relationships with customers to identify new product needs ▪ Serves as a customer advocate during development of business strategies
Jay Lapine General Counsel Years of Experience: 17	<ul style="list-style-type: none"> ▪ Business, Legal & Compliance Support ▪ Advises management on legal issues related to the development and implementation of business strategy, governance and compliance policies, employment law matters, intellectual property issues ▪ Assists in the contract negotiation
Terry Patterson Regional Director, Northeast Years of Experience: 29	<ul style="list-style-type: none"> ▪ Oversees the operational management of lottery development projects and customer relationships. ▪ Coordinates operational delivery of products and services ensuring customer satisfaction and delivery efficiencies. ▪ Develops operational management personnel, coordinates annual budgeting, and evaluates financial and service delivery.
Bruce Anderson PMP GM Indiana (proposed) Years of Experience: 13	<ul style="list-style-type: none"> ▪ Directs daily operations and all facets of services delivery ▪ Single point of contact for the state for all strategies, contract requirements and deliverables ▪ Total responsibility for INTRALOT profit and loss and revenue growth delivery to the state

D. Contact Person

INTRALOT's contact person for this RFEI, should there be any questions regarding our response, is:

Lynn A. Becker
VP Business Development
INTRALOT, Inc.
11360 Technology Circle
Duluth, GA 30097

678-473-7212 Office
770-295-2590 Fax
678-925-7235 Mobile
Email: lynn.becker@intralot.us

E. Advisors

INTRALOT has associations with several companies, one or more of whom may be used during the term of the contract. INTRALOT will ensure any and all entities are vetted and due-diligence is performed as required. The following are potential advisors who have been identified at this time.

Advisor	Purpose	Contact Information
Bennett - Thrasher	Accounting Firm	One Overton Park, Suite 1000 3625 Cumberland Boulevard Atlanta, Georgia 30339 Anton Hayward Office: (678) 302-1438
Carpenter Lipps & Leland, LLP	Legal Firm	280 North High St. Suite 1300 Columbus, OH 43215 Office: 614-365-4100
Freeborn & Peters, LLP	Legal Firm	217 East Monroe Street Suite 202 Springfield, IL 62701-1147 Office: Telephone: 217-535-1060
Hill Wallack, LLP	Legal Firm	202 Carnegie Center Princeton, New Jersey 08540 Office: (609) 924-0808
BOSE Public Affairs Group	Legal Firm	111 Monument Circle Suite 2700 Indianapolis, IN 46204 Office: 317-684-5442



INDEPENDENT GAMING RESEARCH

Expression of Interest for Hoosier Lottery
Submitted by: Independent Gaming Research
May 31, 2012

About IGR

Independent Gaming Research (IGR) is under the direction of Matthew Smith, President and Partner at Leo J. Shapiro & Associates. LJS is one of the oldest and most respected strategic research organizations in the U.S. Founded in the Fall of 2005 as Independent Lottery Research, IGR quickly became one of the leading voices in the lottery and gaming industry. A team of three individuals contribute to the dynamic leadership of IGR:

- Matthew Smith: President, Leo J. Shapiro & Associates
- Gary Kubo: President, Kubo Group Ltd.
- Margaret Mueller: Senior Analyst, Leo J. Shapiro & Associates

A diverse consultancy, IGR staff members have worked with state lotteries, lottery vendors and advertising agencies for over 20 years. IGR has provided guidance and perspective to lotteries in the following areas:

- Marketing plan development
- Creative strategy development
- Brand development
- Game concept development
- Game evaluation/market potential
- Market segmentation
- Market structure/competitive analysis
- Advertising/communication testing
- Awareness, attitude, and behavior tracking
- Business development/opportunity analysis
- Point-of-sale
 - Creative development
 - Evaluation

Members of IGR's consultancy have worked with lotteries, lottery vendors and government agencies in the following jurisdictions:

- Illinois
- Idaho
- Florida
- New Jersey
- Missouri
- Washington
- Minnesota
- Virginia
- Oregon
- British Columbia
- Ukraine
- U.S. Virgin Islands
- New Mexico
- Texas
- Washington, D.C.
- California
- Oklahoma
- Michigan
- Kentucky
- Colorado
- West Virginia
- New York
- Pennsylvania
- Louisiana
- Western Canada
- Great Britain
- Idaho
- Tennessee
- South Carolina
- China

Key Personnel

Matthew Smith

Matthew Smith is a Director of Independent Gaming Research and President of Leo J. Shapiro & Associates, a research firm in service to decision-makers across the three key economic sectors— business, government, and nonprofit. Mr. Smith specializes in branding and communications research and was instrumental in the development of the Ameritest® diagnostic system for advertising and marketing communications.

Over the years, Matthew has conducted thousands of behavioral research studies for his clients and has designed dozens of new product and market feasibility studies that have been used by clients for decades. His list of clients represent almost every group and institution that has important relationships with the public, including: manufacturers and other industrial organizations; invention and engineering groups; retailers; multi-channel marketers; publications; television and radio broadcasters; advertising agencies; financial institutions; trial lawyers; health care organizations; federal, state and local government offices; philanthropies, professional and trade associations. Mr. Smith has worked with state lotteries for more than two decades.

Matthew Smith majored in History of Architecture and Art at the University of Illinois-Chicago. He is Chairman of the Chicago Council on Urban Affairs, where he has secured several large-scale grants from the MacArthur Foundation to study the impacts of juvenile crime and justice in the City of Chicago.

Gary Kubo

Mr. Kubo has more than 15 years of direct lottery experience and close to 30 years in strategic planning and research.

In Illinois, Michigan and Florida, he served as the Director of Planning for the incumbent ad agency. His responsibilities included all research activities relating to communications, game play, new game development, awareness and attitude tracking, positioning, brand research, competitive analysis, as well as development of marketing plans for the Florida Lottery. In addition, he has been a consultant for agencies and marketing groups working for lotteries in Kentucky, Nebraska, Colorado and Minnesota.

Carol Tobler

Carol Tobler is a Senior Research Director with Leo J. Shapiro & Associates. Carol began her career with LJS in 1983 and specializes in the management of large-scale, quantitative research projects and oversees all phases of a research project, including project design and questionnaire development, field instruction and supervision, coding and data specification, and the analysis and reporting of data. Carol has managed IGR's national lottery polling since 2010, and has also co-authored a column in the NASPL *Lottery Insights* magazine.

Carol majored in Marketing at Loyola University. She is a recipient of the David Ogilvy Research Award Silver Medallion Winner from the Advertising Research Foundation for Research Excellence in Support of Creative and Successful Advertising Campaigns (1997, 1998).

Ken Rice

Kenneth Rice, a Research Director at Leo J. Shapiro & Associates, has designed and completed hundreds of survey research studies for a broad range of clients, including retailers, manufacturers, financial institutions, health care providers, government agencies, trade and professional associations, and other nonprofit organizations.

Much of Mr. Rice's research has focused on understanding consumer decision-making, for example, factors influencing the choice of a product or retailer. Mr. Rice works with clients to develop products, services, and marketing strategies and to estimate their potential sales growth.

Mr. Rice has extensive experience in estimating market size, market share, and the factors that move them. For example, he conducted some of the earliest studies of the impact of retailers' websites on visits and spending at their brick-and-mortar stores. He developed the company's proprietary Natural Share Model, which simulates the impact on market share of various changes a retailer and its competitors can make. He recently was the chief researcher for a study sponsored by America's Second Harvest to estimate the impact of Hurricanes Katrina, Rita, and Wilma on the nation's charitable food distribution system. On a smaller scale, he

recently studied the impact on sales at each price point that would result from changing the assortment of paint brands at a leading home improvement retailer.

Since joining Leo J. Shapiro & Associates in 1981, Mr. Rice has developed expertise in a wide variety of survey research methodologies, including on-line research and multivariate statistical analysis. Mr. Rice holds a M.A. in Cultural Anthropology from the University of Chicago and a B.S. from the University of Michigan.

Elbert Singleton

Elbert is a Senior Project Director at Leo J. Shapiro & Associates. With LJS since 1998, he has directed hundreds of research projects. His primary work focuses on the development, analysis and reporting of original quantitative studies across a range of business topics, including new product development, brand positioning, and competitive analysis. Elbert was the project head of a successful research project for another lottery state.

Elbert holds a BS in Commerce with concentrations in Marketing and Management from the University of Virginia.

Margaret Mueller, Ph.D.

Margaret Mueller is a Director of Independent Gaming Research and a Senior Research Analyst at Leo J. Shapiro & Associates, a Chicago-based market research and behavioral consulting firm.

A Sociologist by training, Margaret offers clients a unique balance of specialized advanced training in both social psychology and demography. Throughout her career, she has designed and supervised qualitative and quantitative surveys of consumer behavior and opinion, employing a wide range of research techniques for clients representing nearly every industry. She has developed expertise in both consumer attitudes and behavior, as well as advanced research methods and statistics.

Dr. Mueller has received numerous academic awards and grants, served as associate editor for peer-reviewed journal, and taught advanced courses on sociological research methods. She has also served as an expert consumer research consultant on a number of legal matters. Her academic published work includes two segmentation studies of grandparents. She has also written a research paper involving a segmentation of "Elder" consumers. Margaret is also the author of several columns in the NASPL *Lottery Insights* magazine and was a keynote speaker at NASPL.

Margaret Mueller received a Ph.D. in Sociology from the University of North Carolina at Chapel Hill in 2002, an MA degree in Social Science from the University of Chicago, and a BS in Psychology from the University of Illinois at Urbana-Champaign.

Contact Person

Carol Tobler
Senior Project Director
Independent Gaming Research
153 W. Ohio
Suite 400
Chicago, IL 60625
Phone: 312-546-5925 ext 2
Email: carolt@igresearch.com

Hoosier Lottery

Request For Expression of Interest Response

Submitted by: NexGen Gaming Solutions and Partners

Date: June 1, 2012

Introduction

We are pleased to respond with our Expression of Interest to assist the Hoosier Lottery Commission in developing an Integrated Services Agreement to optimize the Hoosier Lottery's profits for the state of Indiana. We respect the significance and challenge of this endeavor, to look beyond your current operational structure to create a more efficient and effective organization.

The Interested Party preparing this response, NexGen Gaming Solutions, is a consortium of companies with deep experience in gaming, lotteries, technology and research. We understand that the Hoosier Lottery Commission is seeking a comprehensive Integrated Services Agreement with a Vendor who will provide equipment, products and ongoing operational support. Our proposal is likely unique from others you will receive as the service we provide creates a fully informed platform from which the Hoosier Lottery Commission can select the company(s) that best position the Lottery for optimization of revenue for the future.

State of the Gaming and Lottery Market

The challenges faced by the Hoosier Lottery Commission are common among North American lotteries. While lotteries enjoy strong brand recognition, player ship is shifting. Younger markets do not play at the same frequency as aging regular players. The typical traditional lottery portfolio of products has appeal to a narrow segment of consumers. Expansion into other retailer channels is limited by the labor required to sell and account for lottery products in the traditional manner used by lotteries today.

The gaming industry is quickly evolving. Interactive marketing and the sale of games via Internet technology is shifting the competitive landscape. Lotteries are faced with potential competition for their players from private companies over the next years as iGaming initiatives continue to move forward.

Clearly the Hoosier Lottery has identified these risks and needs a clear road map to position itself for growth. We propose to provide the information and tools to build an informed road map for optimized growth.

Goal of Proposal

Our goal is to identify consumer opportunities, new product opportunities, new distribution opportunities, define the business and technology requirements to deliver these solution so the Commission can find the best company or companies that satisfy these requirements for an Integrated Services Agreement.

Scope of Expression of Interest Response

The deliverables from our proposal are a complete market assessment which will facilitate the development of requirements for the selection of a partner or partners to provide systems, technology, products and operational support. This careful assessment and clear requirements will provide the Commission with the tools to get a broad response from the market place as you move to the next step in your selection process for an Integrated Services Agreement. In order to optimize profits for Indiana, the technology for the delivery of games needs to be flexible enough to put products in front of the consumer when and where they want them, taking advantage of new games and technologies as federal and Indiana laws permit and as they evolve.

Deliverables:

Market Assessment: This will define both the consumer and distribution market opportunities including:

- Identification of consumer markets segments to maintain, attract and grow
- Identification of new retailer and other distribution channels
- Identification of new product types
- Identification of marketing strategies to attract new players
- Mapping of opportunities
- Ranking of opportunities based on revenue projections

Requirements Development: This will provide the frame work for the selection of an Integrated Services Agreement partnership

Business and high level technology requirements for:

- systems
- equipment
- products
- operations
- marketing support

Process

We have not identified pricing or timelines in this proposal as it will partially depend on the information available to us and what additional research may be required to complete a market assessment. Our proposal is to enter into an Agreement with the Hoosier Lottery Commission to become a strategic planning partner and advisor working closely with your team to develop a comprehensive plan for optimization of profits. We recommend that the market assessment begin as soon as feasible and that we work in tandem with the Commission over the course of the next months as you move through the next phases of your solicitation for an Integrated Services Agreement.

3.2 1)Interested Party Information

a. Identification and Description of Interested Party

The Interested Party is a consortium of companies responding as NexGen Gaming Solutions. The Consortium includes, NexGen Gaming Solutions, The Innovation Group, Chadwick/Martin/Bailey (CMB) and The Solution Set. Depending on the scope of any resulting Agreement, some of all of the companies will be involved with the deliverables. This group of companies was put together as they include subject matter expertise in gaming, lotteries, research and technology.

b. and c. Consortium of Companies and Key Personnel NexGen Gaming Solutions

NexGen Gaming Solutions provides consulting services and solutions to gaming operators and gaming companies. The philosophy of NexGen Gaming Solutions is that the consumer is the center of the universe. Optimization of revenues begins with a fully informed view of market size and opportunity of each segment. Development of a two-way relationship with the player is the single biggest opportunity for future development of the consumer market. This allows for direct marketing and loyalty, for making informed business choices and development of responsible gaming programs and ultimately Interactive/mobile delivery of gaming allowing the consumer to play games when and where they want them will optimize revenues.

Key Person: Carole Hardy

President of NexGen Gaming Solutions
Strategic Advisor to The Innovation Group

Background

Carole has over twenty years of experience in lottery operations with the Oregon Lottery. She served as the Director of Marketing and interim Director. Her responsibilities were Product Development and Management, Marketing Communication, Market Research, Research and Development, Responsible Gaming Program Management.

During her tenure with the Oregon Lottery she was responsible for many US lottery firsts, the introduction of a Sports Lottery game based on the outcome of professional football games, she served on the team that developed the original Powerball game matrix and developed the logo still in use nationwide today, introduced the first US 5 minute Keno game, and helped launch the first US wide-area Video Lottery network which now represents over 70% of Oregon Lottery revenue.

Carole earned recognition for the Oregon Lottery by leading the production of many award winning advertising campaigns for games, corporation beneficiary advertising, promotions, interactive programs and most recently, in 2011, for the best responsible gambling campaign among North American lotteries.

Carole serves as the Chair of the Oregon Council on Problem Gambling and represents Oregon at the National Council of Problem Gambling. Through collaboration with the Canadian Lottery jurisdictions, she was instrumental in leading the development of Video Lottery and responsible gambling standards for integration into the G2S protocol through the Gaming Standards Association Operators Committee.

As an executive leader, she was responsible for the RFP processes and contracts for a traditional central system procurement, a Video Lottery central system procurement, all instant ticket contracts, Video Lottery terminal procurement contracts each valued at over \$30 million, and all ad agency and interactive contracts. She has experience and relationships with the following gaming companies: GTECH Corporation, Scientific Games, Intralot, Bally, IGT, WMS Gaming, Spielo International, Pollard Banknote and other smaller gaming companies.

Carole holds a BS from Oregon State University and is a graduate of the Center for Creative Leadership.

The Innovation Group

The Innovation Group is the premier provider of consulting and management services for the gaming, lottery, hospitality, leisure and entertainment industries. Their inventive, forward-looking staff of professionals is known throughout the industry for the accuracy of its market forecasts and its timely response to client needs. Among The Innovation Group's core services are feasibility studies, market assessments, demographic research, strategic and financial planning, operations and marketing advisory services, traffic impact analysis and economic impact studies of the highest quality. Expanded capabilities are offered through the Innovation affiliates.

As a result of these diverse capabilities and industry expertise, The Innovation Group has collectively worked in more than 100 major gaming jurisdictions, and conducted research on all relevant gambling industry segments (lotteries, casino resorts, slot parlors, racinos, racetracks, VLTs, Class II vs. Class III, bingo, internet gaming, and even emerging ambient devices including internet kiosks, mobile raffles, etc.). The firm has a legacy of outstanding service delivery and the marketing and research expertise that will be critical to the current and future marketing challenges that lotteries throughout the country are addressing with respect to its landbased/retail and online efforts.

Our interactive and igaming advisory practice, Innovation Interactive, was recently formalized following five years of active research and analysis specific to the potential of legalized online gaming (lotteries and traditional casino games) in the US. In 2010, The Innovation Group released the first industry white paper dedicated to evaluating the demographic of online gamers in North America and to research the relationship

between land based and online operations (including considerations specific to lotteries).

In 2012, we released a follow-up study to better assess the overlap between land based, free play, social play and pay-for play online gamers. Also back in 2010, we worked closely with the American Gaming Association and Reed Expo to launch the first iGaming Congress at G2E, and we have since co-produced the 2011 iGaming North America Conference, with the second annual event held March, 2012 in Las Vegas. We mention these conferences specifically because in addition to our various project efforts specific to iGaming and online lotteries to date, our leadership of such educational efforts is in large part responsible for the relationships we have developed with the leading experts in the online gaming industry. Throughout the past few years, we have been formalizing this team of individuals in support of and within The Innovation Group brand, and - as a result - have developed the most experienced and insightful team of iGaming experts available.

To date, The Innovation Group has been associated with more than \$60 billion in investment and development decisions specific to its target industries. Whether engaged to advise on the economic, financial, social or political, The Innovation Group of Companies has earned a reputation for accuracy, objectivity and reliability that is second to none. The Innovation leadership has helped bring many of the world's largest entertainment and hospitality developments to fruition, and the staff has been exposed to industry best practices across 78 countries and six continents. Local/state/federal governments, more than 100 Native American Tribes, public and private owners, developers, financial institutions, professional associations and private equity investors have all benefitted from their expertise.

Importantly, The Innovation Group has an extensive record of working with lotteries and other state agencies or departments in such jurisdictions as Massachusetts, West Virginia, and Illinois, and we are familiar with the demographics of the Indian marketplace through work completed in the past for gaming operators in the state.

Key Person: Paul Girvan
Managing Director, Co-Manager Innovation Interactive

Background: Mr. Girvan is a Managing Director of The Innovation Group and a partner in the firm. As a British-trained demographer, geographer and economist, Paul Girvan's depth of study in these interconnected disciplines enables him to recognize key trends and patterns that are often overlooked by traditional research alone. Since joining The Innovation Group in 1992, Mr. Girvan has conducted an extraordinary array of gaming, leisure and hospitality industry research projects, often pioneering new techniques and combining existing research tools to provide more insightful, reliable analysis. His wide range of experience and visionary approach ensures Innovation Group clients of a well-conceived and comprehensively-managed project from the outset. The insight and

accuracy of Mr. Girvan's reports have assisted clients in obtaining government approvals, management contracts, financing for facilities and the acquisition of strategic properties.

Mr. Girvan's studies have covered every major U.S. gaming and hospitality market and several international markets as well. For the Government of Panama, he directed the analysis of state-run hotel-based casinos that ultimately led to their privatization and upgrading. In El Salvador, he conducted an in-depth analysis of national lottery operations, which lead directly to our client's obtaining a nationwide operating contract.

Mr. Girvan has for the last several years developed a focus on iGaming. In this context in 2008 he conducted a survey of California poker players and sized the California I-poker market. In 2010 Mr. Girvan developed ground breaking research on internet gaming in the US via a 1,200 person survey of internet gamers. An important component of this was to probe for and measure the likely degree of impact upon brick and mortar gamer casinos. The results of this analysis were presented at G2E in 2010 to much acclaim. In addition Mr. Girvan has presented the results of that analysis to TASIN (Tribal Association of Sovereign Indian Nations) a Californian association of gaming tribes. Mr. Girvan has advised individual Native American Tribes on the process and potential profitability of developing intrastate iGaming capabilities, and is also an approved vendor on the subject of iGaming for the Ontario Lottery & Gaming Corporation.

Mr. Girvan is in the unique position of being entrusted with player database summaries from a number of casino properties across Canada and the US. Using GIS software, these have been mapped and competitive advantages identified. In this he has gained a unique perspective into the geographic distribution of casino gamers that few, if any, in the industry can match.

In one of his most in-depth and high-profile roles, Mr. Girvan served as a consultant to the Philadelphia Gaming Advisory Task Force, during which time he completed a comprehensive study of the proposed slot operations in the city which included analyses for 11 sites, developing market assessments and revenue projections for 14 scenarios, developing 28 pro formas, estimating local and overnight modal splits, estimating the fiscal impacts of problem gambling and impacts of crime and providing secondary research on trends in gaming. As primary consultant, he also oversaw the work of other consultants involved in the design and analysis.

Mr. Girvan's depth of experience in research techniques extends to his development of tailored customer surveys and intricate statistical analyses. His interpretations often lead directly to operational changes to improve customer service, to new promotional programs, to modification in physical facilities and ultimately to increased market share and revenues. He has also innovated a number of analytical techniques using GIS

software, developing a proprietary technique utilizing player-tracking data to map market penetration by zip code. By segmenting the player database and assigning lifestyle cluster codes to the segments, Mr. Girvan has been able to target not only geographic areas, but also to target customers likely to be similar to those in a specific segment of the existing database. Building on this approach, he has been able to aid clients in the development of customized marketing and media programs.

With his breadth of training and experience, Mr. Girvan is a published author and sought-after speaker at gaming industry conferences and events. He has recently contributed articles and white papers on such relevant subjects as the Canadian gaming market, the impact of smoking bans on gaming jurisdictions, iGaming, and the value and trends of amenities at destination resorts.

Mr. Girvan has a Master's in Urban and Regional Planning with a specialization in Economics. He also holds an associate's degree in Economics and a Bachelor of Science with Honors in Geography and Geology.

Key Person: Scarlet Robinson

Director of Interactive Services, The Innovation Group
CEO, Rungood Gaming - Las Vegas

Background: Scarlet Robinson is the Director of Interactive Services for the Innovation Group with offices in Las Vegas, Nevada and is CEO of the software company Rungood Gaming. In her role as Director of Interactive Services, Scarlet provides a wide range of technical counsel and representation for the Innovation Group's expanding list of iGaming advisory assignments. The Nevada-based Rungood Gaming provides due diligence services to those seeking to invest in the real and virtual money gaming space. In addition, it provides gaming and compliance product recommendations and product integration.

With 15 years of experience related to enterprise software development, Ms. Robinson offers a broad perspective to those seeking to do business in developing US and global Internet gaming markets. She has managed software development projects that focus on high-profile Internet applications in the gaming, banking, telecommunications, electronic commerce, and health insurance industries. Scarlet brings a niche perspective as a member of the U.S. poker online community, recently consulted for the DC Lottery with respect to their iGaming efforts and is currently working as the lead independent technical advisor for the Illinois Lottery on the launch of their online operation, analyzing and resolving compliance issues as well as advising on the future potential of online gaming in the state.

Scarlet seeks to provide independent technical counsel, strategy, and representation on Internet gaming projects to maximize the effectiveness of resources, and ensure technical

compliance with regulatory bodies on issues such as geolocation, KYC, age verification, responsible gaming, and payment processing. She has the ability and experience to provide guidance throughout planning, development, test and execution phases of software projects.

Scarlet holds a Bachelor of Science in Electrical Engineering from Binghamton University in New York.

Chadwick, Martin and Bailey (CMB)

CMB combines business expertise, research acumen and a problem solving mentality to provide custom market research services to companies world wide. The leadership team is made of up passionate, engaged professionals with vertical, business and topic specific expertise. There are two types of research projects that CMB specializes in that are relevant to lotteries creating a road map of opportunity. First, Market Segmentation to develop a framework for understanding opportunities in the market place. In 2011 they developed a comprehensive market segmentation study for the Oregon Lottery which clearly painted opportunity for market expansion. These studies can support strategies related to product development and marketing. Segmentation is an effective tool used to understand complex categories of customers in a existing or emerging market. Segmentation is about prioritization: scientifically determining the core audiences to serve, and aligning processes (development, marketing, operations) to profitably design and deliver your products to the consumers who can generate the greatest ROI. Second, New Product Development and Current Product Optimization. CMB has many years of experience with clients such as the Oregon Lottery, eBay, Electronic Arts, Plantronics, Hilton Hotels, MTV, and Microsoft.

Key Person: Judy Melanson
Vice President, Practice Leader

Background: Ms Melanson is frequently called upon by her clients for the experience, insight, and focused use of market information she employs to drive strategy on their highest visibility research projects. She frequently uses such approaches as market segmentation that focuses on current and potential new high value customers and supports marketing communications and brand/product development; loyalty program benefit optimization to find the sweet spot between cost management and customer preference; and brand health monitoring to map the market's connection to brand and focus on actions to strengthen the relationships. Judy applies high-end analysis, such as discrete choice, in order to assist her clients with business-focused and action-oriented recommendations.

Prior to joining CMB, Judy was a Sales Executive for a Resort Hotel. She served on the Board of the Boston Chapter of Meeting Planners International. She earned her B.A., magna cum laude, from Boston College and her M.B.A., cum laude, from Babson College.

SolutionSet

SolutionSet is a digital consultancy. We combine the thinking, creativity, and passion of a digital agency, with the strategy, process, and engineering depth of a technology consultancy to solve the problems that individually they cannot. Our 200+ designers, architects, and engineers design and develop web, mobile, social and digital marketing solutions to help leading companies better engage and serve their customers.

Founded in 2006, SolutionSet is growing fast and doing great work for big brands like the California Lottery (we built and manage their complex web site), Cisco, Dell, eBay, Stanford University and TXU Energy. SolutionSet is a Hyper Marketing, Inc. company.

Key Person: Robert Balmaseda
Senior Vice President, Digital Services

Background: Robert has more than 17 years of Internet site strategy, design, implementation and account management experience. He has been the lead on a number of projects for clients such as Addidas, At&T, the California Lottery, Revlon, Stanford University and Wells Fargo. Prior to joining SolutionSet, he served as Vice President of Internet Development at Carat Interactive where he managed and led projects for EA, Kodak, Macromedia, Radio Shack and Vodafone. Robert received a BA in history from the University of California, Los Angeles and participated in UC Berkley's doctorate program for European Cultural and Intellectual History.

Next Steps

Should the Hoosier Lottery Commission wish to proceed with discussions, we recommend the following process.

1. Review of Hoosier Lottery's research, sales data, relevant laws and rules
2. Identify gaps in information
3. Recommend research
4. Create opportunity grid
5. Develop business and technical requirements to guide the selection of an Integrated Services Agreement

Contact Person

The coordinator for this Consortium's Proposal is:

Carole Hardy

President NexGen Gaming Solutions and Advisor to The Innovation Group

cleehardy@gmail.com

503-318-7967

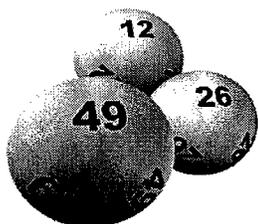
Thank you for your review of our proposal. We look forward to further discussions with the Hoosier Lottery Commission.



Expression of Interest for the
HOOSIER  **LOTTERY**

Ontario Teachers' Pension Plan
and
Camelot Global Services

June 1, 2012





Camelot Global (North America) Inc.
1800 JFK Boulevard, Suite 3011
Philadelphia, PA 19103

June 1, 2012

Mr William Harsh
Oliver Wyman
111 Monument Circle, Suite 4300
Indianapolis, IN 46204

Dear Mr Harsh,

Thank you for the opportunity to respond to the Hoosier Lottery's Request for Expression of Interest (RFEI) for the Integrated Services Agreement. For 23 years, the Hoosier Lottery has provided significant funding that supports the Build Indiana Fund and other Good Causes and those beneficiaries depend on this funding to be sustained and, hopefully, grow over the long term. We strongly believe that implementing a well-defined Integrated Lottery Services program for the Hoosier Lottery will secure and grow that funding for the State of Indiana.

Camelot understands the importance and what it takes to sustain and consistently grow net revenues for its beneficiaries. Throughout 18 years of operating the UK National Lottery we have so far returned over \$43 billion to the State, supporting initiatives ranging from small community programs through to the London 2012 Olympic Games. The role we serve in the UK is very similar to the concept being considered in Indiana; an operating company responsible for development and execution of long-term growth strategies and new technologies across all lottery product lines and consumer channels in a highly regulated environment.

The Ontario Teachers' Pension Plan Board (OTPPB) is the sole shareholder of Camelot, and as a team member will bring the financial resources and long-term view required to make the necessary investments in the lottery. With \$117.1 billion in net assets, OTPPB provides the financial security to ensure that Camelot is able to deliver on its plans.

Camelot has an outstanding track record in working in partnership with other governments to help their lotteries adapt to the modern marketplace, expand and diversify the player base, increase social responsibility, and maximize revenues. We believe that Camelot's proven capabilities uniquely qualify us to successfully partner with the Hoosier Lottery.

We look forward to the next step in the Hoosier Lottery's Integrated Services procurement process and are committed to pursue this opportunity with all the resources at our disposal.

Yours Sincerely,

Dianne Thompson
CEO, Camelot

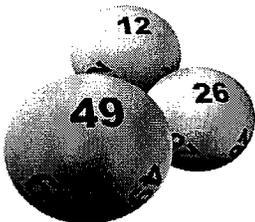
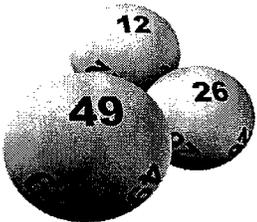


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This document is intended for use by the Hoosier Lottery and relevant departments within the Government of Indiana. Its contents are confidential and should not be shared with any parties outside the State of Indiana without the prior written consent of Camelot Global Services Limited.



Interested Party Information

Interested Party Information

a. Identification and Description of Interested Party

Our interested party in response to this RFEI is defined as a consortium comprising two team members, who collectively possess an outstanding track record of lottery operations experience required to deliver long-term and sustainable business performance, as well as the financial strength and stability needed to underpin commitments made to good causes in Indiana.

Camelot Global Services Limited

Camelot Global Services Limited is the international lottery services company within the Camelot Group of companies ("Camelot"). Camelot is structured on a group model, with five operating companies:

- Camelot Global Services Limited: Provides management services and consulting to lotteries across the world.
- Camelot UK Lotteries Limited is the regulated company dedicated to operating the UK National Lottery business – responsible for sales, marketing, customer operations, IT, regulation and player services.
- Camelot Commercial Services Limited develops market solutions to offer commercial services like mobile phone top-ups and bill payments.
- Camelot Strategic Solutions Limited develops and delivers solutions, programs and project-management support for the group.
- Camelot Business Solutions Limited provides group-wide corporate support services such as public relations, finance, procurement, legal, propriety, facilities management, and HR.

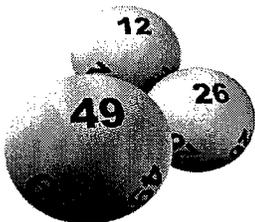
Using this common business model for organizations which operate with diverse products, markets and services, Camelot's structure is designed to provide the best possible platform to serve all of our customers on a global basis. In total, Camelot employs around 850 people, based in the UK, as well as North American offices based in Philadelphia, Pennsylvania and Sacramento, California.

Ontario Teachers' Pension Plan Board

With \$117.1 billion in net assets as of December 31, 2011, the Ontario Teachers' Pension Plan (OTPPB) is the largest single-profession pension plan in Canada. An independent organization, it invests the pension fund's assets and administers the pensions of 300,000 active and retired teachers in Ontario.

OTPPB is an investor for the long term, matching its investments in financially stable and successful companies with the long-term investment needs of retired teachers.

On July 8, 2010, OTPPB became the long-term dedicated shareholder of Camelot through its Long term Equities Group in a transaction approved by the UK National Lottery Commission. Consistent with its investment objectives, OTPPB acquired Camelot to create long-term value for the teachers in Ontario, through Camelot's industry-wide reputation as the premier operator of socially responsible lotteries, its outstanding record of performance as a lottery operator, and its state-of-the-art lottery operational processes and procedures.



Camelot is able to offer significant strategic and operational experience to successfully securitize and grow lottery revenues for the State of Indiana, backed by the financial security afforded by OTPPB. Together the Key Personnel from these two companies will be accountable for all technical and financial requirements, and social responsibilities.

b. Bidding Entity

Roles of Consortium Members

Camelot Global Services will be the Integrated Services Manager under the agreement being contemplated with Indiana headquarters, employees, operations, and assets. On a day-to-day basis, Indiana-based employees drawn from across Camelot will be managing the Hoosier Lottery and carrying out all of the duties and responsibilities of the Private Manager.

OTPPB will provide the capital required and, if appropriate, financial guarantees to a newly formed subsidiary which will then contract with Camelot to provide management services. OTPPB will not manage or supervise the management of the lottery operations, but will have nominees on the Board of Directors of the newly formed subsidiary.

As detailed above, Camelot Global Services and Ontario Teacher's Pension Plan Board are the two team members that would be the consortium interested in pursuing any contracts for the Hoosier Lottery for Integrated Services.

c. Key Personnel

OTPPB and Camelot are well positioned to draw on outstanding breadth and depth of experience to assemble a proven management team that will ensure that it can deliver the proposed Business Plan. Camelot will also be prepared to deliver on its commitments to sustainably grow net revenue and provide outstanding service to the Hoosier Lottery as the Integrated Services Manager.

The management team will comprise key personnel who are:

- Dedicated to the Hoosier Lottery
- Experts in lottery operations including sales and marketing of lottery products across all categories (including both Instants and Draw Games), Internet and mobile lotteries, lottery sales force management, fast moving consumer good programs for lotteries and lottery technology transition and management programs
- Experts in operating lotteries or providing operating assistance to lotteries in the U.S.
- Collaborative in their approach and who recognize the deep local experience of the existing lottery management and staff

While this RFEI response represents an early stage in the process we currently expect that the key personnel will draw on a pool of resources comprising the following:

- **Dianne Thompson, Group CEO:** Dianne has served as Chief Executive of Camelot Group for 11 years. With over 15 years of lottery expertise, Dianne is an Executive Committee Member of the World Lottery Association including Chair of the Responsible Gaming sub-committee and an Executive Committee Member of the European Lottery Association serving as Chair of the New Media and Distribution sub-committee.

- **Alex Kovach, Managing Director – Camelot Global Services:** Alex has over 6 years of experience in the global gaming industry and has been involved in setting up gaming and lottery companies in Spain, South Africa and China. Alex also has 5 years of online media and marketing general management experience.
- **Nigel Railton, Group CFO and Director of Strategy:** Nigel joined Camelot in 1998 as Financial Controller, was promoted to Director of Finance in 2003 and joined Camelot’s board in January 2006. In November 2007, Nigel became Finance and Operations Director, assuming overall responsibility for implementing Camelot’s third license transformation plans and IT operations. Nigel also served as a non-executive director of Uthingo, the South African National Lottery from 2003-2005.
- **Sam De Phillippo, VP, Camelot Global Services:** Sam served as the former Director of the Massachusetts Lottery, the nation’s highest per capita lottery and was an Executive VP for a division of Federated Department Stores. Over the last 14 years he has consulted with many other U.S. lotteries, and was a resource in Camelot’s most recent successful consulting project with the California Lottery
- **Richard Wheeler, SVP Camelot Global Services:** Richard led the Camelot team working with the California Lottery to improve their sales and net income and led the transition of Camelot to its third license which was the largest lottery transition program in the world.
- **Lee Sienna, OTPP:** Lee is Chairman of both Camelot Group and Camelot Global Services Limited
- **Andre Mousseau, Alternate Director, Camelot and Camelot Global Services OTPP:** André is a Director of both Camelot Group and Camelot Global Services Limited.

d. Contact Person

The contact person for all future communication between the Bidder and Financial Advisor will be as follows:

Contact Name: Richard Wheeler
Title: Senior Vice President – North America
Organization: Camelot Global Services
Address: 1800 JFK Boulevard, Philadelphia, Pennsylvania
Office Phone Number: (267) 238-3870
Cell – Phone Number: (916) 955 8721
E-mail address: richard.wheeler@camelotglobal.com

e. Advisors

Camelot does anticipate relying on outside advisors to assist with legal or financial activities and we are in the process of selecting these advisors.

f. Summary of Experience

In 1994, Camelot launched the UK National Lottery and has been its operator for the last 18 years. Over that period, Camelot has delivered over \$43 billion for the Good Causes and paid out over \$66 billion to players in prize money, growing sales to \$9.3 billion in the fiscal year to March 2011. Camelot has been successful in highly competitive bids in three separate licence periods: We succeeded in winning the second licence and commenced that licence period in 2002. We succeeded in winning the third licence and commenced that licence in 2009 for a 10 year period. In March 2012, this licence was subsequently extended for a further 4 years to 2023 by the UK National Lottery Commission following Camelot commitments to further grow returns to good causes by \$734 million over that period. Already, Camelot has increased the lottery's returns to the State by over 23% since the start of its second licence in 2002.

For each of these licence awards, Camelot was required to execute a full transition of operations from one licence period to the next. The third licence period in 2009, saw the world's largest ever lottery transition, comprising a company-wide organizational change program, rollout of 28,000 new retailer terminals and supporting communications network, conversion to completely new gaming systems and business systems architecture, and launch of a brand new interactive capability.

Founded on this success in the UK, Camelot has been able to apply its approach to other markets, including the California Lottery, the Interprovincial Lottery Corporation in Canada and the South African National Lottery. With help from Camelot's expertise, the California Lottery is on track to generate \$2.25 billion in incremental revenue and \$780 million in incremental funding, versus their original 'do-nothing' scenario for education over the next three years

Camelot treats lotteries as a consumer products business that competes for the discretionary spend of consumers in the same channels- in store and online – as other consumer goods categories. This means we utilize every form of technology, innovation, and efficiency to enhance sales, drive profitability, expand the retailer base, and appeal to more customers.

Across all of the jurisdictions in which we operate, our approach means more proceeds to good causes and a lottery whose player base is among the most progressive in the world.

The UK National Lottery

Scope: Full management and operation of all lottery functions from 1994 to present

Revenue and Cash flow results achieved:

- Total Sales of \$10.4 billion in the year ending March 31st 2012
- \$43 billion in net returns generated for good causes since 1994
- Increased the returns to the State by over 23% since the start of its second licence in 2002

Camelot is responsible for the complete, end-to-end operation of the UK National Lottery, comprising all commercial operations (which includes branding, product development, marketing communications and insight across all distribution channels), management of the retailer network, retail agents and player support services, as well as public relations, the supply chain, information technology, program and project delivery, governance, procurement and subsequent management of all key suppliers and human resource functions. Camelot was established in 1993 to bid for the inaugural UK National

Lottery operating license. Camelot went on to successfully win the bids in the highly competitive procurements for the second and third operating licenses, awarded by its regulator, the National Lottery Commission. The third license commenced on February 1, 2009 and with the recent award of a 4 year extension, expires on January 31 2023.

Results Achieved

- Long-term continuous growth in the UK, in online/draw games and instants, in a highly regulated and competitive environment
- Camelot has now delivered over \$43 billion for the Good Causes and paid out over \$60 billion to players in prize money since The National Lottery's launch in 1994, and increased the lottery's returns to the State by over 23% since the start of its second licence in 2002.
- In the latest fiscal year ending on March 31st 2012, Camelot succeeded in growing total sales to \$10.4 billion, an increase of \$1.1 billion (12%) on the corresponding period last year.
- The rise in sales helped drive direct returns to the Good Causes over the year up from \$2.7 billion to \$2.9 billion, an increase of \$200 million over the same period last year.
- The underlying drivers of performance illustrate the on-going effectiveness of Camelot's strategy for long-term, responsible growth which aims to encourage many people to play but to each spend relatively little.
- Launched and manages the most successful Internet lottery in the world (Top 5 UK eCommerce website with more financial transactions/year than Amazon.co.uk). Continued growth of the retail channel since the launch of the Internet service through continual optimization of retailer base and perfect in-store execution program
- Track record of lottery industry innovation: First lottery mobile and interactive TV services; launch of Fast Pay, the world's 1st ever Lottery through in-lane POS with Tesco - the biggest UK big box retailer.
- Has delivered \$3.5 billion to help stage the London 2012 Olympic and Paralympic Games and the Cultural Olympiad

California State Lottery

Scope: Consulting Services across all Sales and Marketing functions from 2009 to present

Revenue and Cash flow results achieved: Initiatives implemented contributed to

- To the end fiscal year 2011, an Increase of \$80 million in net returns to education over the base comparable year of 2009.
- Total Sales for 2011 of \$3.44 billion, an increase of 13% over the prior year.

In 2009 Camelot entered in to a 4-year consulting engagement with the California State Lottery ("CSL"), to provide consulting to help increase sales and returns to the State education system. Camelot worked closely with the CSL management team to conduct a full situation and performance analysis and to develop a 3 year Business Plan. The Business Plan set out a broad range of strategic recommendations to stem the decline and maximize the revenue potential of CSL through optimization of the key commercial elements contributing to revenue growth and operational efficiency. Those initiatives

were projected to generate \$2.25 billion in incremental revenues and \$780 million in incremental net income, versus a do-nothing scenario, over the subsequent three years.

Results Achieved

- Camelot worked closely with the CSL team in the execution of the strategic initiatives, and the results of the first year of implementation to July 2011 show that the CSL is on track to meet the financial objectives projected in the strategy, realizing an increase of \$400 million in sales year on year, and delivering an additional \$80 million in incremental net income for schools over the base comparable year
- Growth in MegaMillions contributed approximately \$100 million in sales growth, with \$28 million coming from base sales alone (stripping out the effects of jackpot rollovers)
- The retail execution initiatives implemented with the sales force realized incremental sales of \$72 million.

Interprovincial Lottery Corporation

Scope: Draw Based Game Product Development

Dates: November 2011 – February 2012

In November 2011 the Interprovincial Lottery Corporation (ILC) engaged Camelot as a consultant to lead the Idea Generation process for a replacement Draw Based Game in Canada. ILC required a partner experienced in developing and validating ideas for the new product development process and in leading creative product development idea generation sessions. Camelot was responsible for leading a new product ideation process with participation from executives representing ILC and the Regional Marketing Organizations across Canada: Atlantic Lottery Corporation Inc., Loto-Quebec, Ontario Lottery & Gaming, Western Canada Lottery Corporation, and British Columbia Lottery Corporation.

Results Achieved

The objective was to provide broad strategic direction and specific concept ideas for development of product design changes and concepts to help generate sustained long-term growth within the Canadian lottery market. The key deliverable was the generation of a set of fresh new product enhancement ideas that would attract diverse user base and help increase spend and play frequency by current players

RFEI Response for Hoosier Lottery

Interested Party Information

- a) Promotus Advertising Company
2110 North Meridian Street
Indianapolis, IN 46202
- A certified Minority Business Enterprise (MBE)
 - Incorporated in the state of Indiana
 - Business structure: Corporation (sub-chapter S)
 - The corporation is wholly-owned by Bruce Bryant

b) N/A

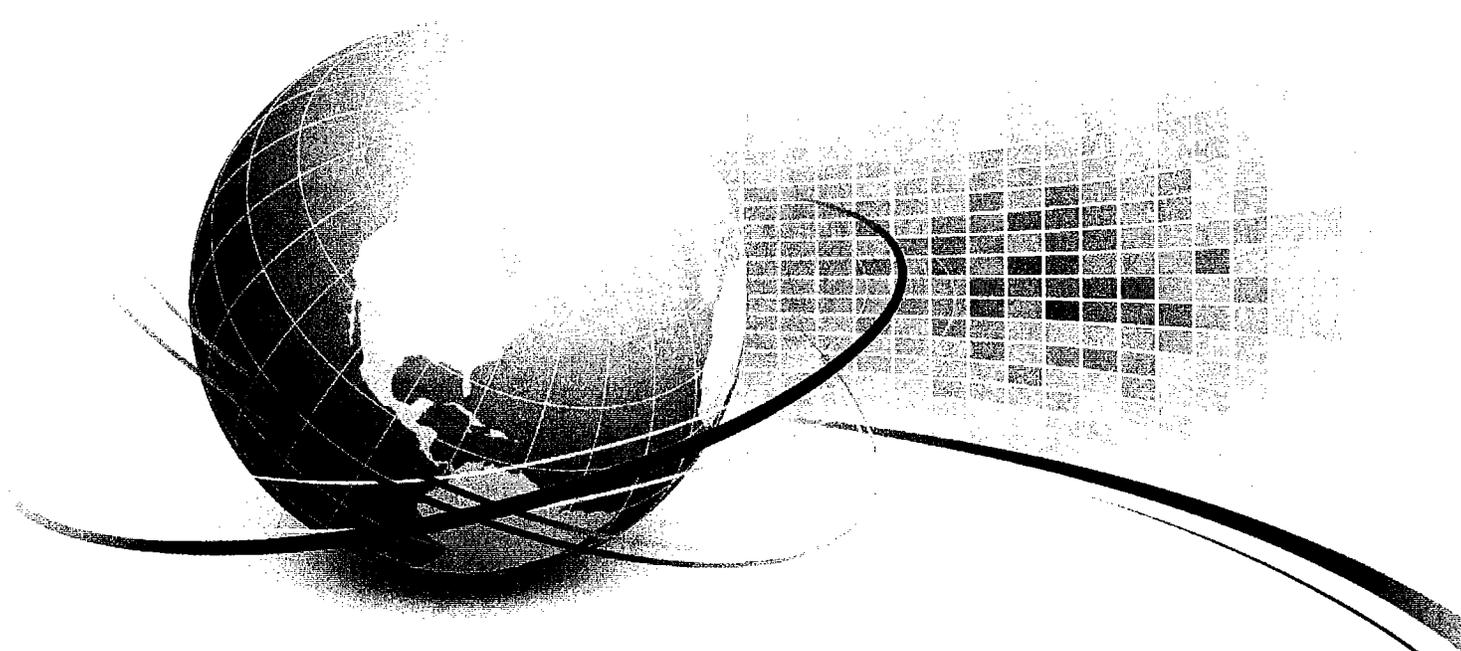
c) Key Personnel

Bruce Bryant, President/Chief Strategist
Jill Richardson, Senior Project Supervisor
James Wide, Communications Director
Barb Kordesh, Art Director
Jeff Yesh, Chief Designer
Brandon Meeks, Design Production
Sharon Murff, Director of Media Promotions

d) Contact Person

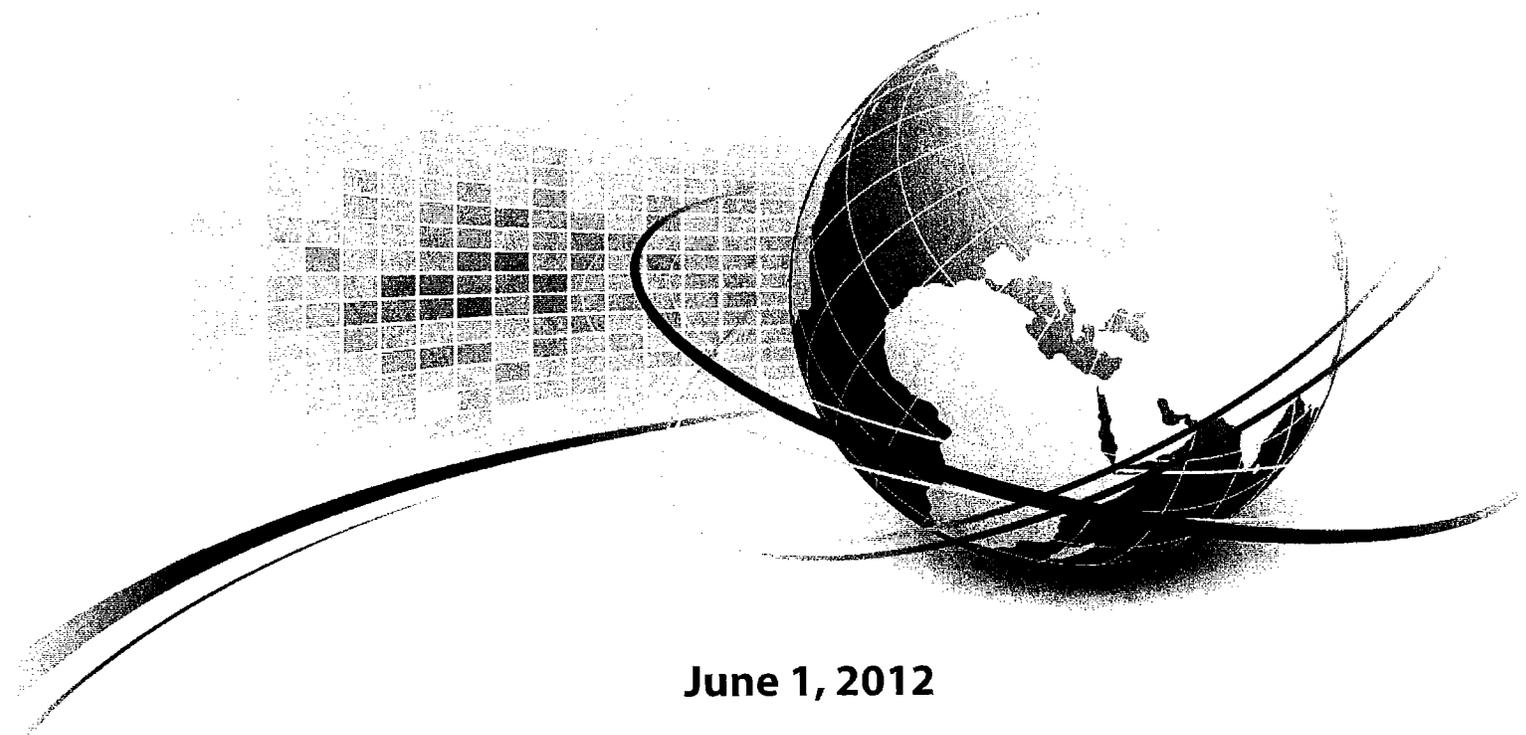
James Wide
Communications Director
2110 N. Meridian St.
Indianapolis, IN 46202
317.916.8551
jwide@promotusadv.com

e) N/A



REQUEST FOR EXPRESSION OF INTEREST: INTEGRATED SERVICES AGREEMENT

Prepared by Scientific Games International, Inc. for the
State Lottery Commission of Indiana



June 1, 2012

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For more information, please contact:

Scientific Games International, Inc.

1500 Bluegrass Lakes Parkway

Alpharetta, GA 30004 USA

Phil Bauer

Vice President, Corporate Counsel and Assistant Secretary

Phone: 770-664-3700

Fax: 678-297-5118



May 31, 2012

Mr. William Harsh
Oliver Wyman
111 Monument Circle, Suite 4300
Indianapolis, IN 46204

RE: Response to the Request for Expression of Interest ("RFEI") for an Integrated Services Agreement
Issued by the State Lottery Commission of Indiana

Dear Mr. Harsh,

With this submission, Scientific Games International, Inc. ("Scientific Games") formally expresses interest in entering into the State Lottery Commission of Indiana's process to select a private entity or consortium whose responsibility will be to increase the Hoosier Lottery's net revenues by providing a broad scope of Integrated Services to assist in lottery operations.

Scientific Games accepts, without exception, the requirements of the RFEI, and understands fully the spirit of the non-exclusive nature of the RFEI. Scientific Games also strongly endorses the tenets of the revenue growth opportunities outlined in the RFEI.

Scientific Games looks forward to the next steps in the process, including meeting with the Transaction Advisor and providing input concerning the Integrated Services Agreement. Scientific Games possesses both the overall market and Indiana-specific knowledge, financial stability, skills, global experience, and probity the state seeks to shape its vision into reality.

As identified in our response document, Mr. Thomas Metzger will serve as the primary point of contact for Scientific Games. Mr. Metzger can be contacted at 212-318-9180 or by email at Thomas.Metzger@scientificgames.com.

Sincerely,

A handwritten signature in black ink, appearing to read "James C. Kennedy". The signature is written in a cursive, flowing style.

James C. Kennedy
Senior Vice President and Chief Marketing Officer



**SECTION 1: INTERESTED PARTY
INFORMATION**

1. INTERESTED PARTY INFORMATION

1.a IDENTIFICATION AND DESCRIPTION OF THE INTERESTED PARTY

The respondent to this RFEI is Scientific Games International, Inc., a wholly-owned subsidiary of Scientific Games Corporation, which is publicly traded on the NASDAQ under the symbol "SGMS".

Scientific Games is the only U.S. owned and operated integrated lottery solutions provider. Since 1973, we have provided business services, technology and products to the gaming and lottery industry. In fact, we were responsible for the development of the very first secure instant lottery game that revolutionized the lottery industry. Furthermore, most of the innovations, content and technology used in today's lottery marketplace are rooted in Scientific Games' history, and we proudly hold 283 industry-related patents and the largest portfolio of licensed brands in the industry.

Scientific Games is one of the lottery industry's global marketing and technology leaders, providing goods and services to over 120 U.S. and international lotteries. We are the Hoosier Lottery's current business partner providing lottery systems technology, retail infrastructure, instant product management, supply chain operations and marketing services to the Lottery.

As described in the following sections, Scientific Games operates in three business segments: Printed Products; Lottery Systems; and Gaming.

PRINTED PRODUCTS

Our Printed Products segment is primarily comprised of our global instant ticket lottery business. We generate revenue from the manufacturing and sale of instant tickets, as well as the provision of value-added services such as game design, sales and marketing support, specialty games and promotions, inventory management and warehousing and fulfillment services. We also provide lotteries with cooperative service programs, or CSPs, to help them efficiently and effectively manage and support their operations to achieve higher retail sales and lower operating costs. Moreover, we provide licensed games, promotional entertainment and internet-based services to the lottery industry.

In 1974, we introduced the first secure instant lottery game ticket. We believe we are the leading designer, manufacturer and distributor of instant lottery tickets in the world. We market instant lottery tickets and related services to domestic and international lotteries and commercial (non-lottery) customers. We supply instant lottery tickets to 41 of the 44 U.S. jurisdictions that sell instant lottery tickets. In addition, we have sold instant lottery tickets to customers in approximately 50 countries.

We pioneered the concept of providing lotteries with customized CSPs in which we help manage a lottery's instant ticket program as a means to increase profits of the lottery. Our CSP contracts bundle the design and manufacturing of instant lottery tickets, instant game management systems, marketing services, which can include the design and installation of game management software, inventory and distribution, sales, accounting, training and advisory services, marketing and research, and retailer training and recruitment.

We currently operate six instant ticket printing facilities across five continents with an aggregate capacity to print approximately 45 billion 2" x 4" equivalent standard instant lottery tickets annually. Technology and security requirements necessary to manufacture and service instant lottery tickets continue to separate our business from conventional forms of printing. We believe we are generally recognized within the lottery industry as the leader in applying computer-based technologies to the manufacturing and sale of instant lottery tickets. In order to maintain our position as a leading innovator within the lottery industry, we continue to explore and develop new technologies and their applications to instant lottery tickets and systems.

We provide lotteries with access to some of the world's most popular entertainment brands on lottery products through our subsidiary MDI Entertainment LLC ("MDI"), which we believe helps increase their instant ticket sales. Our licensed entertainment brands include Harley-Davidson®, Major League Baseball®, Monopoly™, National Basketball Association®, The Price is Right®, Wheel-of-Fortune® and World Poker Tour®. We also provide branded merchandise prizes, advertising, promotional support, turnkey drawing management services and prize fulfillment programs. In addition, we offer lotteries a web-based platform called Properties Plus®, which features players clubs, reward programs, second chance promotional websites, interactive games and, subject to applicable law, a subscription system that enables players to purchase lottery games securely over the internet.

LOTTERY SYSTEMS

We are a leading provider of customized computer software, software support, equipment and data communication services to lotteries. In the U.S., we typically provide the necessary equipment, software and maintenance services pursuant to long-term facilities management contracts. Internationally, we typically sell point-of-sale terminals and/or computer software to lottery authorities and may provide ongoing fee-based systems and software support services.

Our lottery systems use proprietary technology that facilitates high-speed processing of wagers as well as validation of winning draw and instant tickets. Our lottery systems business includes the supply of transaction-processing software, draw lottery games, keno, point-of-sale terminals, central site computers and communication platforms as well as ongoing operational support and maintenance services. We have contracts to operate online lottery systems for 11 of the 45 U.S. jurisdictions that operate draw lotteries. We believe we are the second largest online lottery provider in the U.S. and a leading provider in Europe. Internationally, we have lottery systems operating in Argentina, Australia, Canada, China, France, Germany, Hungary, Iceland, Israel, Latvia, Mexico, Norway, the Philippines, Spain, Sweden and Switzerland. We are the exclusive instant ticket validation system provider to Gratta e Vinci the Italian instant ticket lottery, and the China Sports Lottery.

In addition, we provide video lottery central monitoring and control systems and networks primarily to lotteries and gaming regulators. We currently have central monitoring and control systems contracts in Australia, Canada, Delaware, Iceland, Illinois, Maine, New Mexico South Dakota and West Virginia. We also provide software, hardware and support for sports wagering systems.

GAMING

We are a leading provider of server-based gaming machines and systems and other products and services to operators in the wide area gaming industry. Our Gaming segment includes The Global Draw Limited ("Global Draw"), a leading supplier of server-based gaming machines and systems and game content primarily to bookmakers that operate licensed betting offices ("LBOs") in the U.K. and, increasingly, to gaming operators outside the U.K. The Gaming segment also includes Barcrest Group Limited ("Barcrest") and Games Media Limited ("Games Media"), leading suppliers of gaming machines, systems and game content to pubs, bingo halls and arcades in the U.K. and continental Europe. Outside the U.K., we currently have gaming machines deployed in the Caribbean, Czech Republic, Italy, Mexico, Lithuania, Puerto Rico, and Poland.

We provide many of our Gaming customers with a turnkey offering, which typically includes gaming machines, remote management of game content and management information, central computer systems, secure data communication and field support services. We develop our own game content and supplement our offering with content from third parties. In addition, we provide our customers with interactive gaming content that is made available through internet, mobile and other digital delivery channels.

As of December 31, 2011, our global installed base of server-based gaming machines was 35,708, including approximately 23,100 LBO gaming machines in the U.K., approximately 6,100 gaming machines in our U.K. pub, bingo hall and arcade business and approximately 6,500 gaming machines outside of the U.K.

Our Gaming division also includes Sciplay, which delivers internet gaming solutions to government-sponsored and government-regulated lotteries and certain other gaming operators by licensing internet gaming software and content from third party developers. Sciplay was formed to capitalize on our experience and relationships with lotteries and other gaming operators. Sciplay presently provides intrastate poker services to the California Online Poker Association ("COPA"), which is comprised of 29 federally recognized California tribal governments and 31 state-licensed California card clubs. Per our contract, COPA receives a full suite of internet poker services, including network management, hosting, advisory services, customer support, internal marketing, and all associated hardware.

1.b INTERESTED PARTY ORGANIZATION

Not applicable.

1.c KEY PERSONS

Although many employees of Scientific Games will play key roles in the operation of the Hoosier Lottery, the following senior Scientific Games officials will have direct operational control over the entity that will be responsible for fulfilling the team's obligations under the Integrated Services Agreement.

A. Lorne Weil, Chief Executive Officer and Chairman of the Board

Mr. Weil has been Chairman of the Board since October 1991. Mr. Weil became Chief Executive Officer in November 2010, a position he previously held from 1992 to 2008. Mr. Weil also served as the President of the Company from August 1997 to June 2005. Mr. Weil was President of Lorne Weil, Inc., a firm providing strategic planning and corporate development services to high technology industries, from 1979 to November 1992. Previously, Mr. Weil was Vice President of Corporate Development at General Instrument Corporation, working with wagering and cable systems. Mr. Weil is a director of Andina Acquisition Corporation, Avantair, Inc. and Sportech Plc.

Mr. Weil earned his bachelor's degree at the University of Toronto, an MS from the London School of Economics, and an MBA from Columbia University.

Jim Kennedy, Senior Vice President and Chief Marketing Officer

Mr. Kennedy was appointed Chief Marketing Officer of the Company in January 2011. Since 2005, Mr. Kennedy has served as Senior Vice President of Scientific Games, responsible for global lottery product marketing including the U.S., China, Europe and Latin America. Mr. Kennedy also currently serves as Scientific Games' board member of Northstar, the private manager of the Illinois Lottery. He managed the Scientific Games team through the PMA process and the subsequent business planning and management of the Joint Venture partnership. In addition to his marketing responsibilities, he also managed sales, customer service and creative service for all of the Company's North American lottery businesses. From 2000 to 2005, Mr. Kennedy served as Vice President of U.S. Sales for Scientific Games and, prior to 2000, he served as President of Scientific Games Retail Solutions. Prior to joining the Company in 1985, Mr. Kennedy was a Systems Engineer for Computer Task Group.

Mr. Kennedy has a bachelor's degree in Computer and Management Science and an MBA from the University of Colorado.

Jeff S. Lipkin, Senior Vice President and Chief Financial Officer

Mr. Lipkin serves as Senior Vice President and Chief Financial Officer of the Company. Mr. Lipkin joined the Company in April 2009 as Vice President and Chief Financial Officer. Prior to joining the Company, Mr. Lipkin was a Managing Director at Credit Suisse in the Media & Telecom group within the Investment Banking division. Mr. Lipkin joined Credit Suisse in September 2003. Prior to Credit Suisse, Mr. Lipkin spent five years in the Investment Banking division at Merrill Lynch & Co and spent four years in public accounting with Coopers & Lybrand LLP. Mr. Lipkin is a certified public accountant.

Mr. Lipkin has a bachelor's degree in accounting from Syracuse University and an MBA in finance and entrepreneurial management from The Wharton School of the University of Pennsylvania. Mr. Lipkin is a Certified Public Accountant.

Larry A. Potts, Vice President, Chief Compliance Officer and Director of Security

Mr. Potts has served as Vice President, Chief Compliance Officer and Director of Security since February 2006. Mr. Potts joined the Company in September 2004 as Vice President, Security and Compliance.

Previously, he was the Chief Operating Officer of an international consulting and investigative company in Washington, D.C. Prior to that, he served as a Special Agent of the Federal Bureau of Investigation for over 23 years, where he served in a number of management positions, including Deputy Director.

Mr. Potts holds a bachelor's degree in History and Psychology from the University of Richmond.

John Walsh, Senior Vice President, Global Sales and Services

Since 2000, Mr. Walsh has served as Senior Vice President of Global Sales & Services where he leads the worldwide instant ticket services activities, manages the international instant ticket sales organization and serves on numerous company boards of directors. Previously he was Vice President of Cooperative Services for 13 years and was integral in developing and enhancing the components of Scientific Games' Cooperative Services Program (CSP).

Mr. Walsh holds a BS in Marketing from Fordham University in New York City.

Steve Beason, Senior Vice President and Enterprise Chief Technology Officer

Mr. Beason has served as Enterprise Chief Technology Officer since January 2011 and has served as Vice President since August 2005. Previously he served as Chief Technology Officer from August 2005 until January 2011 and President, Lottery Systems Group, from November 2006 to November 2010.

Prior to joining the Company, Mr. Beason was Executive Director, Information Technology, of The Hong Kong Jockey Club managing a staff of nearly 400 information technology professionals.

William J. Huntley, Senior Vice President and President of Lottery Systems Group

Mr. Huntley became President of the Lottery Systems segment in January 2011 and Senior Vice President of Scientific Games in February 2011. Mr. Huntley was previously with the Company and its predecessor company for 37 years, including serving as President of Autotote Lottery Corporation from 1997 to 2000, President of the Systems Division of Scientific Games from 2000 to 2006, and President of Scientific Games Racing, LLC from 2006 to 2007. Mr. Huntley also served as Vice President of Autotote Systems, Inc. (which became Scientific Games Racing, LLC) from 1989 to 1997 and as Vice President of Operations of the Company from 1991 to 1994. From February 2009 to December 2010, Mr. Huntley served as a consultant to the Company.

Steven Saferin, President of Properties Group and Chief Creative Officer

Mr. Saferin became President of Properties Group and Chief Creative Officer in 2010. Previously in September, 2003 Mr. Saferin was appointed Vice President of Scientific Games Ventures., which served as the incubator to ensure emphasis on emerging growth opportunities and for new products and marketing. In January of 2003, MDI was acquired by Scientific Games, which he founded. Mr. Saferin was also Director of Program Acquisitions at ESPN from 1982 to 1986. From 1978 to 1982, he was active in cable television franchising as a vice president with Viacom Communications and Warner Amex Cable.

Jim Trask, Senior Vice President and President of Printed Products Group

Mr. Trask became President of the Printed Products segment in January 2011 and has served as Senior Vice President of Scientific Games since 2007. Mr. Trask joined the Company in 2002 as Managing Director of its printed products operations in Europe, Middle East and Africa, based out of Leeds, England.

Mr. Trask has over 35 years of experience in the lottery and gaming industries. Prior to joining the Company, Mr. Trask headed the lotteries group of Canadian Bank Note, a lottery systems provider based in Ottawa, Canada and owner of Creative Games International, Inc., an instant lottery ticket printer in the United States. Prior to that time, Mr. Trask held various senior positions with Oberthur Gaming Technologies, responsible for operations, sales, marketing and new product development.

Mr. Trask earned his bachelor's degree from Ottawa Carleton University in Ottawa, Canada and his MBA from York University in Toronto, Canada.

1.d CONTACT PERSON

- Thomas Metzger, Vice President, Lottery Development
Scientific Games International, Inc.
750 Lexington Avenue
New York, NY 10022
Office: 212-318-9180
Cell: 917-626-1234
Email: Thomas.Metzger@scientificgames.com

1.e EXPECTED ADVISORS

- | | |
|--|--|
| <ul style="list-style-type: none">● LEGAL ADVISOR
J. Lee McNeely
McNeely Stephenson Thopy & Harrold
2150 Intelliplex Drive, Suite 100
Shelbyville, IN 46176
Office: (317) 825-5151
Cell: (317) 439-8050
Fax: (317) 825-5144
Email: jlmcneely@msth.com | <ul style="list-style-type: none">● GOVERNMENT RELATIONS
Louis J. Mahern
940 East Garfield Drive
Indianapolis, IN 46203
Office: 317-797-0320
Email: louisj@mahern.net |
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Hoosier Lottery

Request for Expression of Interest

By Tatts Group Limited

31 May 2012

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Interested Party Information

a) Description of Interested Party

The Interested Party is Tatts Group Limited (Tatts), or a wholly owned subsidiary, as Tatts has the relevant financial and operational capabilities to express interest in the Hoosier Lottery Integrated Services Agreement in its own right. We do not currently intend to pursue this opportunity as part of a consortium. Tatts Group operates end to end Lotteries businesses, not just provides individual sections of the lottery value chain. With access to our own capabilities including in house lottery systems, Tatts can provide a full turnkey lottery solution.

Tatts currently operates lotteries in six Australian government jurisdictions (Victoria, New South Wales, Australian Capital Territory, Northern Territory, Tasmania and Queensland) with combined sales in excess of US\$3.5 billion.

Tatts is a public company incorporated in Victoria, Australia and listed on the Australian Stock Exchange (with a ticket code of TTS.ASX). It was listed in 2005 under the name Tattersall's Limited.

Tattersall's Limited changed its corporate name to Tatts Group Limited in November 2007. Tatts was created in 2005 from the corporatisation and listing of the businesses of the Estate of the Late George Adams. Prior to listing, the company had 100-years of history conducting lotteries, primarily in the states of Victoria and Tasmania and a more recent history of operating gaming (slot) machines in Victoria.

Since listing in 2005, Tatts Group has extended its operations through:

- A merger in 2006 with UNITAB Limited (wagering, sports betting and poker (slots) machine monitoring operations in Queensland, New South Wales (NSW), the Northern Territory (NT) and South Australia);
- The acquisitions of Golden Casket (Queensland Lotteries) in 2007 and NSW Lotteries in 2010 from the respective State Governments; and
- Tote Tasmania (Tasmanian wagering and sports betting) from the Tasmanian Government in 2012.

Tatts Group is a long term trusted operator of State Government lottery and gaming franchises.

The company details are:

Name	Tatts Group Limited
Registered Address	615 St Kilda Rd Melbourne VIC 3004 Australia
Australian Business Number (ABN)	ABN 19 108 686 040
Australian Company Number (ACN)	ACN 108 686 040

Tatts is an ASX-100 company which reported revenues of A\$3.7b and Net Profit After Tax of A\$275m in FY11. Its market capitalisation at 30 May 2012 was A\$3.53b.

Tatts intends that the legal relationships between itself and any advisers will be simply a fee for service relationship.

Tatts Key Persons are outlined below in b)

b) Roles of Team Members and Key Personnel

Without clarity as to the final structure and opportunity available, precise details of individual participation cannot be provided. Tatts will call on the necessary resources from within its own operations to deliver the best outcome for the Commission. Tatts may also seek to engage local experts to help execute the strategy developed in conjunction with the Hoosier Lottery.

The project team to assess the Pennsylvania lottery opportunity will include the following other members of the Tatts group executive team as is deemed necessary:

Richard McIlwain

Managing Director and Chief Executive

Dick is the Managing Director and Chief Executive of Tatts group, previously having joined UNITAB as Chief Executive in 1989. He was appointed as a Director of UNITAB in September 1999.

Dick is a fellow of the Australian Institute of Company Directors and holds a Bachelor of Arts from the University of Queensland.

Ray Gunston

Chief Financial Officer

Ray Gunston joined the Tatts group as Chief Financial Officer in 2000. He is responsible for the financial management of Tatts, as well as the human resources, property, procurement, financing, corporate strategy and planning, financial reporting and investor relations functions of Tatts group. Ray has extensive corporate and financial services experience in the public and private sectors, specialising in finance, taxation and accounting. He has previously held roles including Director, Resources at Westpac Banking Corporation; Director, Westpac Risk Advisory Services; General Manager, Strategic Projects, Aluminium Smelters of Victoria Pty Limited; General Manager, Finance and Administration, Aluminium Smelters of Victoria Pty Limited; and Associate Director, Management Consulting, Price Waterhouse.

Ray's role as the Chief Financial Officer of Tatts has involved leadership roles in its listing in 2005, the merger with UNITAB in 2006, and the acquisitions of Talarius Plc in the UK and of Golden Casket in Queensland in 2007.

Ray holds a Bachelor of Commerce (Honours) from the University of Melbourne and a Diploma of Education from the Melbourne State College. He is a Fellow of both CPA Australia and the Finance & Treasury Association, a member of the Australian Institute

of Company Directors, and a Director of the Finance Executives International of Australia.

Stephen Lawrie

Chief Information Officer

Stephen Lawrie is the Chief Information Officer for Tatts Group Limited. He began in this role when Tattersall's and UNiTAB merged in late 2006, having been the head of Technology with UNiTAB Limited since mid-1999.

He began his software development career with TAB Queensland in 1982, and has over 26 years' experience with the online transaction systems. More than 22 years of this has been spent with the current company.

Stephen previously consulted/worked in the IT field with the State Bank of New South Wales and Australia Post and is a past member of the United Unisys Users executive.

As part of the original TAB Queensland management team, he has been involved in mergers with the Northern Territory and South Australian TABs, and the acquisition of gaming machine businesses in Queensland and New South Wales, which were acquired from Tabcorp.

In particular, Stephen acted as the project manager for the South Australian and New South Wales mergers, which were completed on time, and with minimal system disruption. He also managed the activities related to the acquisition and inclusion of the Golden Casket business in Queensland.

Penny Grau LLB, B.Com, LLM, FINSIA

General Counsel & Company Secretary

Penny is responsible for providing legal advice to the Tatts group including Tatts Lotteries. She also provides company secretarial assistance to the Tatts Board and those companies within Tatts group to which she has been appointed Company Secretary.

Prior to her appointment with Tatts, Penny practised for 17 years as a lawyer at national law firm Clayton Utz, the last eight years as a partner. Penny was in the corporate department where she practised predominately in the areas of Equity Capital Markets, Mergers and Acquisitions, ASX Listing Rules, Corporate Governance and the Corporations Act generally. Penny was one of the two partners who led the float of Tattersall's in 2005. Prior to joining Clayton Utz, Penny was a lawyer at DLA Phillips Fox.

Francis Catterall

Executive General Manager – Corporate Strategy

Francis Catterall is the Executive General Manager Corporate Strategy and joined Tattersall's (now Tatts Group) in 2004. He is responsible for the Mergers & Acquisitions (M&A) and Corporate Strategy and Planning functions across the Tatts

Group (Domestic and International). Francis has extensive experience in the private sector across multiple industries, specialising in strategy development, M&A, investor relations, taxation and finance. He previously held roles in corporate development and M&A with United Energy Limited, investor relations with Foster's Group Limited and financial services advisory work with PWC.

Francis has led Tatts Group's major lottery transactions, including the acquisitions of NSW Lotteries (2010), Golden Casket Lotteries (2007) and the renewal of the Victorian Lottery Licence (2007), and has been involved in the evolution of the lottery privatisation models adopted in Australia and the assessment of various lottery operation models considered in other jurisdictions.

This team has worked on each of Tatts Groups successful lottery projects since 2006. Following successful execution of the Integrated Services Agreement this team will also support the lottery team outlined above.

As a minimum, Tatts will also rely on the following senior lottery executives to develop and execute the operational plan for the Integrated Services Agreement:

Bill Thorburn ACA, FAICD

Chief Executive – Tatts Lotteries

Bill Thorburn is one of Australia's most experienced lottery executives, having been Chief Executive of Golden Casket for 12 years before assuming his current role in 2007 as Chief Executive of Tatts Lotteries. Bill is responsible for leading Australia's largest lottery operation with sales of \$3.5 billion across six jurisdictions.

Bill is in the unique position internationally as one of a handful of lottery industry leaders who have managed the operations of a government owned lottery and then successfully transitioned that lottery across to a private operator model.

Prior to joining the lotteries business, Bill gained wide experience in the Australian gaming and wagering industry at Queensland TAB, which became UNiTAB and is now known as TattsBet and part of Tatts Group. In 2007, he led the seamless transition of Golden Casket from government ownership into the current Tatts Lotteries SBU and subsequently the successful integration of NSW Lotteries following Tatts Group's successful bid for that government owned lottery in 2010.

Sue van der Merwe

General Manager Group Lottery Operations

Sue holds a degree in Economics and Marketing and has wide and extensive experience in the lottery industry having been with Golden Casket and now Tatts Lotteries for over 20 years. Her previous experience was with major international consumer goods companies.

Sue has over an extended period developed a deep understanding of the lottery market gained through direct experience in successfully marketing lottery games, launching major brands such as Oz Lotto and Powerball, overseeing management of a

retail network of over 3900 agents and leading the identification and development of new products.

Sue has made a major contribution to the strategic development of cross jurisdictional games through her long running involvement with the Australian lotto Blocs.

c) Contact Person

The contact person will be the team leader for this project and responsible for all interaction with the Hoosier Lottery and its advisers.

Name	Mr Francis Catterall Executive General Manager, Corporate Strategy Tatts Group Limited
Phone	+61 3 8517 7432 (Office) +61 419 365 996 (Mobile) +61 3 8517 7412 (Fax)
Email	francis.catterall@tattsgroup.com
Office Address	615 St Kilda Rd Melbourne VIC 3004 Australia
Mailing address	Locked Bag 888 St Kilda Rd Central VIC 8088 Australia

d) Expected Advisors

Tatts has not engaged any advisors at this stage for its consideration and participation in the assessment and tender for the Hoosier Lottery's Integrated Service Agreement.

Tatts intends to consider the construct of the proposed Integrated Services Agreement before considering what, if any, advisors it will engage.

Tatts scale and lottery credentials mean that we have significant internal resources to assess the opportunity and we have little doubt we could engage appropriate resources (and advisors) into the assessment and ultimate conclusion of the process if so required within a reasonable timeframe.