SCIENTIFIC GAMES CORP
Form 10-Q
November 08, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

Form 10-Q

{Mark One}

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2006

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 0-13063

SCIENTIFIC GAMES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**81-0422894**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

750 Lexington Avenue, New York, New York 10022

(Address of principal executive offices)

(Zip Code)

(212) 754-2233

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer o Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer s classes of common stock as of November 7, 2006:

Class A Common Stock: 91,608,161

Class B Common Stock: None

SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
AND OTHER INFORMATION

THREE MONTHS ENDED SEPTEMBER 30, 2006

SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Unaudited, in thousands, except per share amounts)

	December 31, 2005	September 30, 2006
ASSETS		
Current assets:		
Cash and cash equivalents	$ 38,942	37,817
Accounts receivable, net of allowance for doubtful accounts of $6,149 and $7,062 at December 31, 2005 and September 30, 2006, respectively	129,250	162,003
Inventories	40,148	63,877
Deferred income taxes	14,242	23,018
Prepaid expenses, deposits and other current assets	31,971	44,810
Total current assets	254,553	331,525
Property and equipment, at cost	666,469	775,108
Less accumulated depreciation	300,250	342,691
Net property and equipment	366,219	432,417
Goodwill, net	339,169	574,782
Other intangible assets, net	87,289	138,359
Other assets and investments	125,283	152,140
Total assets	$ 1,172,513	1,629,223
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Current installments of long-term debt	$ 6,055	3,256
Accounts payable	54,223	47,776
Accrued liabilities	80,305	118,623
Interest payable	779	5,078
Total current liabilities	141,362	174,733
Deferred income taxes	9,759	8,249
Other long-term liabilities	59,879	68,290
Long-term debt, excluding current installments	574,680	878,515
Total liabilities	785,680	1,129,787
Commitments and contingencies		
Stockholders equity:		
Class A common stock, par value $0.01 per share, 199,300 shares authorized, 89,869 and 91,434 shares outstanding at December 31, 2005 and September 30, 2006, respectively	899	914
Class B non-voting common stock, par value $0.01 per share, 700 shares authorized, none outstanding		
Additional paid-in capital	425,750	457,205
Accumulated earnings (losses)	(33,309)	25,565
Treasury stock, at cost	(9,556)	(9,556)
Accumulated other comprehensive income	3,049	25,308
Total stockholders equity	386,833	499,436
Total liabilities and stockholders equity	$ 1,172,513	1,629,223

See accompanying notes to consolidated financial statements.

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SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

Three Months Ended September 30, 2005 and 2006
(Unaudited, in thousands, except per share amounts)

	2005	2006
Operating revenues:		
Services	$ 155,925	198,921
Sales	40,899	18,469
	196,824	217,390
Operating expenses		
Cost of services (exclusive of depreciation and amortization)	86,956	107,265
Cost of sales (exclusive of depreciation and amortization)	30,064	13,406
Selling, general and administrative expenses	31,489	34,676
Depreciation and amortization	17,130	36,424
Operating income	31,185	25,619
Other deductions:		
Interest expense	7,139	12,154
Equity in net (income) loss in joint ventures	60	(1,722)
Other (income) loss, net	(530)	10
	6,669	10,442
Income before income tax expense	24,516	15,177
Income tax expense	5,331	3,650
Net income	$ 19,185	11,527
Basic and diluted net income per share:		
Basic net income available to common stockholders	$ 0.21	0.13
Diluted net income available to common stockholders	$ 0.21	0.12
Weighted average number of shares used in per share calculations:		
Basic shares	89,689	91,346
Diluted shares	92,890	94,433

See accompanying notes to consolidated financial statements.

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SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

Nine Months Ended September 30, 2005 and 2006
(Unaudited, in thousands, except per share amounts)

	2005	2006
Operating revenues:		
Services	$ 472,546	590,113
Sales	106,258	75,043
	578,804	665,156
Operating expenses		
Cost of services (exclusive of depreciation and amortization)	259,637	320,808
Cost of sales (exclusive of depreciation and amortization)	75,841	57,198
Selling, general and administrative expenses	84,942	102,414
Depreciation and amortization	48,724	79,241
Operating income	109,660	105,495
Other deductions:		
Interest expense	20,361	30,471
Equity in net (income) loss in joint ventures	1,558	(6,455)
Other income, net	(1,252)	(859)
	20,667	23,157
Income before income tax expense	88,993	82,338
Income tax expense	24,029	23,464
Net income	$ 64,964	58,874
Basic and diluted net income per share:		
Basic net income available to common stockholders	$ 0.73	0.65
Diluted net income available to common stockholders	$ 0.70	0.62
Weighted average number of shares used in per share calculations:		
Basic shares	89,118	90,909
Diluted shares	92,293	94,795

See accompanying notes to consolidated financial statements.

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SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Nine Months Ended September 30, 2005 and 2006
(Unaudited, in thousands)

	2005	2006
Cash flows from operating activities:		
Net income	$ 64,964	58,874
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	48,724	79,241
Change in deferred income taxes	2,802	(7,423)
Share-based compensation		14,035
Tax benefit from exercise of employee stock options	7,295	
Changes in operating assets and liabilities, net of effects of acquisitions	(31,927)	(38,494)
Change in short-term investments	47,475	
Other	9,439	(2,697)
Net cash provided by operating activities	148,772	103,536
Cash flows from investing activities:		
Capital expenditures	(14,426)	(12,360)
Wagering systems expenditures	(72,391)	(96,777)
Other intangible assets and software expenditures	(13,571)	(33,012)
Change in other assets and liabilities, net	(12,509)	(18,006)
Business acquisitions, net of cash acquired	(24,774)	(263,659)
Net cash used in investing activities	(137,671)	(423,814)
Cash flows from financing activities:		
Borrowings (repayments) under revolving credit facility	(22,750)	155,500
Borrowings (repayments) of long-term debt	(6,377)	145,392
Excess tax benefit from equity-based compensation plan		4,487
Net proceeds from issuance of common stock	6,803	12,607
Net cash provided by (used in) financing activities	(22,324)	317,986
Effect of exchange rate changes on cash and cash equivalents	(4,466)	1,167
Increase (decrease) in cash and cash equivalents	(15,689)	(1,125)
Cash and cash equivalents, beginning of period	66,120	38,942
Cash and cash equivalents, end of period	$ 50,431	37,817
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	$ 13,579	24,304
Income taxes, net of refunds	$ 2,394	26,618

See accompanying notes to consolidated financial statements.

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SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, in thousands, except per share amounts)

Notes to Consolidated Financial Statements

(1) Consolidated Financial Statements

Basis of Presentation

The consolidated balance sheet as of September 30, 2006, the consolidated statements of income for the three and nine months ended September 30, 2005 and 2006, and the consolidated condensed statements of cash flows for the nine months ended September 30, 2005 and 2006, have been prepared by Scientific Games Corporation (together with its consolidated subsidiaries, the Company) without audit. In the opinion of management, all adjustments necessary to present fairly the consolidated financial position of the Company at September 30, 2006 and the results of its operations for the three and nine months ended September 30, 2005 and 2006 and its cash flows for the nine months ended September 30, 2005 and 2006 have been made.

Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company s 2005 Annual Report on Form 10-K. The results of operations for the period ended September 30, 2006 are not necessarily indicative of the operating results for the full year.

Basic and Diluted Net Income Per Share

The following represents a reconciliation of the numerator and denominator used in computing basic and diluted net income per share available to common stockholders for the three and nine months ended September 30, 2005 and 2006:

	Three months ended September 30, 2005	2006	Nine months ended September 30, 2005	2006
Income (numerator)				
Net income (basic)	$ 19,185	11,527	$ 64,964	58,874
Shares (denominator)				
Basic weighted average common shares outstanding	$ 89,689	91,346	89,118	90,909
Effect of dilutive securities-stock options, warrants and deferred shares	3,201	2,409	3,175	2,719
Effect of dilutive shares related to convertible debentures		678		1,167
Diluted weighted average common shares outstanding	$ 92,890	94,433	92,293	94,795
Basic and diluted per share amounts				
Basic net income per share available to common stockholders	$ 0.21	0.13	$ 0.73	0.65
Diluted net income per share available to common stockholders	$ 0.21	0.12	$ 0.70	0.62

The weighted-average diluted shares outstanding for the three- and nine-month periods ended September 30, 2006 excludes the effect of approximately 553,043 and 87,903 out-of-the-money options, respectively, as their effect would be anti-dilutive. The weighted-average diluted common shares outstanding for the three- and nine-month periods ended September 30, 2005, excludes the effect of approximately 40,434 and 405,020 out-of-the-money, respectively, as their effect would be anti-dilutive.

The aggregate number of shares that the Company could be obligated to issue upon conversion of its $275,000, 0.75% convertible senior subordinated debentures due 2024 (the Convertible Debentures), which the Company sold in December 2004, is approximately 9,450. The Convertible Debentures provide for net share settlement upon exercise and the Company has purchased a bond hedge to mitigate the potential economic dilution from conversion. During the second and third quarters of 2006, the average price of the Company s common stock exceeded the specified conversion price. For the three and nine months ended September 30, 2006, the Company has included 678 and 1,167 shares, respectively, related to its Convertible Debentures in its diluted weighted average common shares outstanding. Such shares were excluded from the three and nine months ended September 30, 2005 calculation, as they were anti-dilutive. The Company has not included the offset from the bond hedge as it would be anti-dilutive; however, when the Convertible Debentures mature, the diluted share amount will decrease because the bond hedge will offset the economic dilution from conversion.

(2) Acquisitions

On April 20, 2006, the Company acquired The Global Draw Limited and certain related companies (Global Draw). Global Draw is a leading United Kingdom supplier of fixed odds betting terminals and systems, and interactive sports betting systems and also operates terminals and betting systems in Austria and the United Kingdom. The Company expects that the acquisition of Global Draw will strengthen its role in the worldwide sports betting and video lottery business. The purchase price was approximately $183 million (subject to adjustment), plus an earn-out to the selling shareholders, as well as contingent bonuses to certain members of the management team, based on the future financial performance of the business. The aggregate amount of such payments would total one-third of an amount equal to Global Draw s EBITDA (EBITDA, for such purposes, is defined as the consolidated earnings before interest, tax, depreciation and amortization) for the year ended December 31, 2008 multiplied by a specific price multiple depending on the level of EBITDA earned. In accordance with current accounting standards, any such payments made to selling shareholders will be capitalized as additional purchase price and any such payments made to management will be expensed. The acquisition was recorded using the purchase method of accounting. Approximately $2 million of the preliminary estimate of goodwill of approximately $152 million from the acquisition of Global Draw is deductible for tax purposes. All other assets and liabilities acquired in the transaction were included in the preliminary purchase price allocation. The Company financed the acquisition through a combination of borrowings under its existing revolving credit facility and a new $100,000 term loan. The operating results of Global Draw have been included in the Company s Diversified Gaming segment since the beginning of the second quarter of 2006. The following table represents the unaudited pro forma results of operations for the three and nine months ended September 30, 2005 and 2006 as if the transaction had occurred at the beginning of the periods presented.

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2005		2006	2005		2006
Operating revenues	$	214,657	217,390	$	642,764	710,607
Operating income	$	36,130	25,619	$	135,640	128,635
Net income	$	21,071	11,527	$	78,384	73,507
Basic net income per share	$	0.24	0.13	$	0.88	0.81
Diluted net income per share	$	0.23	0.12	$	0.85	0.78

These pro forma results have been prepared for comparative purpose and do not purport to be indicative of what would have occurred had the acquisition been consummated on January 1, 2005, or the results that may occur in the future.

On April 5, 2006, the Company acquired certain assets of The Shoreline Star Greyhound Park and Simulcast Facility (Shoreline) located in Bridgeport, Connecticut. The Company expects that the acquisition of Shoreline will allow it to maximize the potential of its Connecticut operations. Additionally, the deal eliminates existing restrictions on the Company s ability to simulcast live racing in certain portions of the state. The purchase price was approximately $12 million (subject to adjustment) plus an earn-out, based on the future financial performance of the business. The Company paid cash for the acquisition which was recorded using the purchase method of accounting. The operating results of Shoreline are included in the Diversified Gaming segment and have been included in the Company s Statement of Operations since the date of acquisition. The acquisition of Shoreline was not material to the Company s operations.

On March 22, 2006, the Company acquired substantially all of the online lottery assets of Swedish firm EssNet AB (EssNet) which specializes in online lottery systems and terminals to run online lotteries, sports betting, instant tickets and mobile games on a national level. EssNet s lottery customers include seven states in Germany, the national lottery of Norway, Golden Casket and Tattersall s Lottery in Australia, and other national lotteries. The Company expects that its acquisition of EssNet will enable it to further expand into the European lottery market. The purchase price was approximately $60 million in cash. The acquisition was recorded using the purchase method of accounting. The operating results of EssNet are included in the Lottery Systems segment and have been included in the Company s Statements of Operations since the date of acquisition. Approximately $55 million of the preliminary estimate of goodwill of approximately $75 million from the acquisition of EssNet is deductible for tax purposes. Additionally, other assets and liabilities acquired in the transaction, such as certain intangible assets, property and equipment, current assets and liabilities were included in the preliminary purchase price allocation. The acquisition of EssNet was not material to the Company s operations.

In conjunction with the purchase of EssNet, the Company has a plan to integrate certain operating locations as part of the integration of EssNet. The Company has recorded approximately $27 million in liabilities, primarily related to involuntary employee terminations, termination of leases and termination of service contracts that will result from the integration.

The table below summarizes the payments made to date, adjustments and the balance of the accrued integration costs as of and for the period ended September 30, 2006 (in thousands):

Cost Summary	**Accrued Costs at Closing**	**Payments**	**Adjustments to Goodwill**	**Accrued Balance September 30, 2006**
Severance pay and benefits	17,644	(5,245)	(6,163)	6,236
Lease termination	1,475	(501)		974
Contractual obligations	7,598	(4,111)	2,653	6,140
	26,717	(9,857)	(3,510)	13,350

In the third quarter of 2006, the Company received an extension to the term of its option to acquire 69% of the shares of International Lotto Corp., SRL (ILC) from September 30, 2006 to November 30, 2006. ILC is a member of a consortium agreement with certain charities in Peru which gives them the right to participate in the operation of a lottery. The Company s option to acquire 69% of the shares of ILC was granted as consideration for approximately $15.5 million of advances made to ILC since December 2003.

(3) Operating Segment Information

SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information (SFAS No. 131), defines operating segments to be those components of a business for which separate financial information is available that is regularly evaluated by management in making operating decisions and in assessing performance. SFAS No. 131 further requires that segment information be presented consistently with the basis and manner in which management internally disaggregates financial information for the purposes of assisting in making internal operating decisions.

As previously reported in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2006, the Company determined that its previously reported segments consisting of Lottery, Pari-mutuel, Venue Management and Telecommunications Products no longer reflected the way the Company managed the business. Beginning in the first quarter of 2006, the Company began reporting its business in three segments Printed Products, Lottery Systems and Diversified Gaming. The Printed Products segment includes the instant lottery ticket business and the pre-paid phone card business (formerly the Telecommunications Product Group). The Lottery Systems segment includes the Company s online lottery business. The Diversified Gaming segment includes the Company s pari-mutuel wagering systems business (formerly the Pari-mutuel Group) and the Company s off-track wagering business (formerly the Venue Management Group). All prior period amounts have been restated to conform to the current segment reporting format.

The Printed Products Group provides instant ticket and related services that includes ticket design and manufacturing as well as value-added services, including game design, sales and marketing support, inventory management and warehousing and fulfillment services. Additionally this division provides lotteries with over 80 licensed brand products and includes prepaid phone cards for cellular phone service providers. The Lottery Systems Group offers online, instant and video lottery products and online and instant ticket validation systems. Its business includes the supply of transaction processing software for the accounting and validation of both instant and online lottery games, point-of-sale terminal hardware sales, central site computers and communication hardware sales, and ongoing support and maintenance for these products. The Diversified Gaming Group provides computerized wagering systems and services such as race simulcasting and communications services and telephone and internet account wagering to the pari-mutuel wagering industry. It owns and operates licensed pari-mutuel wagering facilities in Connecticut, Maine and the Netherlands. Additionally, with the acquisition of Global Draw, this division is a supplier of fixed odd betting terminals and systems, and interactive sports betting terminals and systems throughout Europe.

In the quarter ended September 30, 2006, the Company recorded a $10,200 charge in its Diversified Gaming segment related to the impairment of certain hardware and software assets in the pari-mutuel business as a result of the roll-out of our new terminal and two Quantum Data Centers and the write-off of hardware and accrual of losses of $500 on certain under-performing pari-mutual contracts. Of this amount, approximately $9,700 was recorded as depreciation and amortization and approximately $500 was recorded as cost of services in the Company s Statement of Operations for the quarter ended September 30, 2006.

The following tables represent revenues, profits, depreciation, amortization, and capital expenditures for the three and nine month periods ended September 30, 2005 and 2006, by current reportable segments. Corporate expenses, interest expense and other (income) deductions are not allocated to the reportable segments. All prior period amounts have been restated to reflect the current reportable segments.

	Three Months Ended September 30, 2005 (Unaudited)			
	Printed Products Group	**Lottery Systems Group**	**Diversified Gaming Group**	**Totals**
Service revenues	$ 79,107	42,318	34,500	155,925
Sales revenues	16,854	21,760	2,285	40,899
Total revenues	95,961	64,078	36,785	196,824
Cost of services (exclusive of depreciation and amortization)	40,669	21,700	24,587	86,956
Cost of sales (exclusive of depreciation and amortization)	12,185	15,742	2,137	30,064
Selling, general and administrative expenses	10,698	7,159	6,472	24,329
Depreciation and amortization	4,547	8,829	3,460	16,836
Segment operating income	$ 27,862	10,648	129	38,639
Unallocated corporate expense				7,454
Consolidated operating income				$ 31,185
Capital and wagering systems expenditures	$ 1,676	35,063	6,645	43,384

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	Three Months Ended September 30, 2006 (Unaudited)			
	Printed Products Group	Lottery Systems Group	Diversified Gaming Group	Totals
Service revenues	$ 91,135	50,877	56,909	198,921
Sales revenues	10,619	7,205	645	18,469
Total revenues	101,754	58,082	57,554	217,390
Cost of services (exclusive of depreciation and amortization)	46,906	27,937	32,422	107,265
Cost of sales (exclusive of depreciation and amortization)	8,656	3,846	904	13,406
Selling, general and administrative expenses	10,894	7,284	5,170	23,348
Depreciation and amortization	6,640	13,270	16,247	36,157
Segment operating income	$ 28,658	5,745	2,811	37,214
Unallocated corporate expense				11,595
Consolidated operating income				$ 25,619
Capital and wagering systems expenditures	$ 5,262	19,364	4,040	28,666

	Nine Months Ended September 30, 2005 (Unaudited)			
	Printed Products Group	Lottery Systems Group	Diversified Gaming Group	Totals
Service revenues	$ 246,050	125,096	101,400	472,546
Sales revenues	53,518	46,579	6,161	106,258
Total revenues	299,568	171,675	107,561	578,804
Cost of services (exclusive of depreciation and amortization)	126,300	63,139	70,198	259,637
Cost of sales (exclusive of depreciation and amortization)	39,073	31,928	4,840	75,841
Selling, general and administrative expenses	30,206	20,037	13,505	63,748
Depreciation and amortization	13,365	23,764	10,736	47,865
Segment operating income	$ 90,624	32,807	8,282	131,713
Unallocated corporate expense				22,053
Consolidated operating income				$ 109,660
Assets at September 30, 2005	$ 455,325	361,575	121,407	938,307
Unallocated assets at September 30, 2005				210,949
Consolidated assets at September 30, 2005				$ 1,149,256
Capital and wagering systems expenditures	$ 5,676	68,166	12,975	86,817

	Nine Months Ended September 30, 2006 (Unaudited) Printed Products Group	Lottery Systems Group	Diversified Gaming Group	Totals
Service revenues	$ 285,329	160,253	144,531	590,113
Sales revenues	36,558	34,313	4,172	75,043
Total revenues	321,887	194,566	148,703	665,156
Cost of services (exclusive of depreciation and amortization)	145,892	89,304	85,612	320,808
Cost of sales (exclusive of depreciation and amortization)	28,635	24,299	4,264	57,198
Selling, general and administrative expenses	33,099	22,812	12,145	68,056
Depreciation and amortization	17,966	34,804	25,742	78,512
Segment operating income	$ 96,295	23,347	20,940	140,582
Unallocated corporate expense				35,087
Consolidated operating income				$ 105,495
Assets at September 30, 2006	$ 517,086	549,447	376,361	1,442,894
Unallocated assets at September 30, 2006				186,329
Consolidated assets at September 30, 2006				$ 1,629,223
Capital and wagering systems expenditures	$ 16,121	71,152	21,864	109,137

The following table provides a reconciliation of consolidated operating income to the consolidated income before income tax expense for each period:

	Three Months Ended September 30, 2005	2006	Nine Months Ended Septemer 30, 2005	2006
Reported consolidated operating income	$ 31,185	25,619	$ 109,660	105,495
Interest expense	7,139	12,154	20,361	30,471
Equity in net (income) loss of joint ventures	60	(1,722)	1,558	(6,455)
Other income, net	(530)	10	(1,252)	(859)
Income before income tax expense	$ 24,516	15,177	$ 88,993	82,338

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In evaluating financial performance, the Company focuses on operating profit as a segment s measure of profit or loss. Operating profit is before investment income, interest expense, equity in net (income) loss in joint ventures, corporate expenses and income taxes. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies (see Note 1 of the Company s Notes to Consolidated Financial Statements in the Company s Annual Report on Form 10-K for the year ended December 31, 2005).

Providing information on the revenues from external customers for each product and service is impractical.

(4) Income Tax Expense

The effective tax rates for the three and nine months ended September 30, 2006 of 24.0% and 28.5%, respectively, were determined using an estimated annual effective tax rate, which was less than the federal statutory rate of 35% due to lower tax rates applicable to the Company s operations outside the United States and the tax benefit of the 2004 debt restructuring. The effective income tax rates for the three and nine months ended September 30, 2005 of 21.7% and 27.0%, respectively, differed from the federal statutory rate due to benefits from expanded business outside the United States, the 2004 debt restructuring and increased research and development activities.

(5) Comprehensive Income

The following presents a reconciliation of net income to comprehensive income for the three and nine month periods ended September 30, 2005 and 2006:

	Three Months Ended September 30, 2005	2006	Nine Months Ended September 30, 2005	2006
Net income	$ 19,185	11,527	$ 64,964	58,874
Other comprehensive income (loss):				
Foreign currency translation	213	4,071	(8,439)	22,787
Unrealized loss (gain) on investments	131	(17)	1,776	(528)
Other comprehensive income (loss)	344	4,054	(6,663)	22,259
Comprehensive income	$ 19,529	15,581	$ 58,301	81,133

(6) Inventories

Inventories consist of the following:

	December 31, 2005	September 30, 2006
Parts and work-in-process	$ 20,694	35,982
Finished goods	19,454	27,895
	$ 40,148	63,877

Point of sale terminals manufactured by the Company may be sold to customers or included as part of a long-term wagering system contract. Parts and work-in-process includes costs for equipment expected to be sold. Costs incurred for equipment associated with specific wagering system contracts not yet placed in service are classified as construction in progress in property and equipment.

(7) Accrued Liabilities

Accrued liabilities consist of the following:

	December 31, 2005	September 30, 2006
Compensation and benefits	$ 21,992	18,253
Customer advances	6,667	3,066
Deferred revenue	8,873	12,703
Taxes, other than income	4,489	5,947
Accrued licenses	5,396	2,923
Liabilities assumed in business combinations		23,469
Accrued contract costs	9,461	11,823
Other	23,427	40,439
	$ 80,305	118,623

(8) Long-Term Debt

On September 30, 2006, the Company had approximately $88,208 available for borrowing under the Company s revolving credit facility under the July 2006 Amended and Restated Credit Agreement. There were $155,500 of borrowings and $56,292 in letters of credit outstanding under the revolving credit facility at September 30, 2006.

On July 7, 2006, the Company amended (the Amendment) its existing Credit Agreement dated as of December 31, 2004, as amended and restated as of March 31, 2006 (the March 2006 Amended and Restated Credit Agreement), to provide for a new $150 million senior secured term loan (the Term Loan D) and to make certain other changes to the March 2006 Amended and Restated Credit Agreement (the March 2006 Amended and Restated Credit Agreement and the Amendment are collectively referred to as the July 2006 Amended and Restated Credit Agreement). The proceeds from the Term Loan D were used to repay, in full, the remaining $98.5 million of existing Term Loan B and to pay down approximately $51 million of borrowings under the Company s existing revolving credit facility The interest rate with respect to the Term Loan D will vary, depending upon the Company s consolidated leverage ratio, from 75 basis points to 150 basis points above LIBOR for eurocurrency loans and from zero basis points to 50 basis points above the higher of (i) the prime rate or (ii) the Federal Funds Effective Rate plus 0.50%, for base rate loans. The Company paid approximately $0.5 million in banking, legal and other fees in connection with the Amendment. The July 2006 Amended and Restated Credit Agreement will terminate on December 23, 2009.

The July 2006 Amended and Restated Credit Agreement contains certain covenants that, among other things, limit the Company s ability, and the ability of certain of the Company s subsidiaries, to incur additional indebtedness, pay dividends or make distributions or certain other restricted payments, purchase or redeem capital stock, make investments or extend credit, engage in certain transactions with affiliates, engage in sale-leaseback transactions, consummate certain asset sales, effect a consolidation or merger, sell, transfer, lease or otherwise dispose of all or substantially all assets, or create certain liens and other encumbrances on assets. Additionally, the July 2006 Amended and Restated Credit Agreement contains the following financial covenants that are computed quarterly on a rolling four-quarter basis as applicable:

- A maximum Consolidated Leverage Ratio of 3.75 until December 2009. Consolidated Leverage Ratio means the ratio of (x) the aggregate stated balance sheet amount of the Company s indebtedness determined on a consolidated basis in accordance with Generally Accepted Accounting Principles (GAAP) as of the last day of the fiscal quarter for which such determination is being made to (y) Consolidated Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) for the four consecutive fiscal quarters ended on the last day of the fiscal quarter for which such determination is being made.

- A maximum Consolidated Senior Debt Ratio of 2.50 until December 2009. Consolidated Senior Debt Ratio means the ratio of (x) the aggregate stated balance sheet amount of the Company s indebtedness, less the amount of the Company s 6.25% senior subordinated notes due 2012 (the 2004 Notes) and the Convertible Debentures determined on a consolidated basis in accordance with GAAP as of the last day of the fiscal quarter for which such determination is being made to (y) Consolidated

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EBITDA for the four consecutive fiscal quarters ended on the last day of the fiscal quarter for which such determination is being made.

- A minimum Consolidated Interest Coverage Ratio of 3.50 until December 2009. Consolidated Interest Coverage Ratio means, as of any date of determination, the ratio computed for the Company s four most recent fiscal quarters of (x) Consolidated EBITDA to (y) the total interest expense less non-cash amortization costs included in interest expense.

For purposes of the foregoing limitations, Consolidated EBITDA means the sum of (i) consolidated net income, (ii) consolidated interest expense with respect to all outstanding indebtedness, (iii) provisions for taxes based on income, (iv) total depreciation expense, (v) total amortization expense and (vi) certain adjustments, in each case for the period being measured, all of the foregoing as determined on a consolidated basis for the Company and its subsidiaries in accordance with GAAP.

The Company was in compliance with its covenants as of March 31, 2006, June 30, 2006 and September 30, 2006.

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(9) Goodwill and Intangible Assets

The following disclosure presents certain information regarding the Company s acquired intangible assets as of December 31, 2005 and September 30, 2006. Amortizable intangible assets are amortized over their estimated useful lives, as indicated below, with no estimated residual values. For the three and nine months ended September 30, 2006, intangible assets were impacted by foreign currency translation adjustments of approximately $400 and $700, respectively.

Intangible Assets	Weighted Average Amortization Period	Gross Carrying Amount	Accumulated Amortization	Net Balance
Balance at December 31, 2005				
Amortizable intangible assets:				
Patents	15	$ 5,201	811	4,390
Customer lists	14	18,813	8,804	10,009
Customer service contracts	15	3,793	1,392	2,401
Licenses	4	14,458	6,906	7,552
Lottery contracts	5	31,902	13,441	18,461
		74,167	31,354	42,813
Non-amortizable intangible assets:				
Tradename		32,574	2,118	30,456
Connecticut off-track betting system operating right		22,339	8,319	14,020
		54,913	10,437	44,476
Total intangible assets		$ 129,080	41,791	87,289
Balance at September 30, 2006				
Amortizable intangible assets:				
Patents	14	$ 8,586	1,061	7,525
Customer lists	10	28,139	11,039	17,100
Customer service contracts	15	3,546	1,756	1,790
Licenses	4	26,389	10,990	15,399
Intellectual property	4	20,804	2,712	18,092
Lottery contracts	5	34,920	18,222	16,698
		122,384	45,780	76,604
Non-amortizable intangible assets:				
Tradename		37,873	2,118	35,755
Connecticut off-track betting system operating right		34,319	8,319	26,000
		72,192	10,437	61,755
Total intangible assets		$ 194,576	56,217	138,359

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The aggregate intangible amortization expense for the three month periods ended September 30, 2005 and 2006 was approximately $2,900 and $5,900, respectively. The aggregate intangible amortization expense for the nine month periods ended September 30, 2005 and 2006 was approximately $8,200 and $14,100, respectively.

The table below reconciles the change in the carrying amount of goodwill, by reporting segment, for the period from January 1, 2006 to September 30, 2006. In 2006, the Company recorded (a) a $489 increase in goodwill associated with the final purchase price valuation and allocation adjustments of Promo-Travel International, Inc., (b) a $618 decrease in goodwill associated with the acquisition of IGT OnLine Entertainment Systems, Inc., (c) a $314 decrease in goodwill associated with the acquisition of the remaining 35% minority interest in Scientific Games Latin America S.A., (d) a $78,404 increase in goodwill in connection with the acquisition of the online assets of EssNet, (e) a $56 increase in goodwill for the acquisition of an off-track betting operation, (f) a $147,891 increase in goodwill for the acquisition of Global Draw, (g) a $2,247 increase in goodwill for the acquisition of Printer Associates International and (g) a $7,458 increase in goodwill, as a result of foreign currency translation.

Goodwill	Printed Products Group	Lottery Systems Group	Diversified Gaming Group	Totals
Balance at December 31, 2005	$ 243,439	95,115	615	339,169
Adjustments:	3,045	80,542	152,026	235,613
Balance at September 30, 2006	$ 246,484	175,657	152,641	574,782

(10) Pension Plans

The Company has two funded defined benefit pension plans. It has a defined benefit plan for its U.S. based union employees. Retirement benefits under this plan are based upon the number of years of credited service up to a maximum of 30 years for the majority of the employees. It also has a defined benefit plan for certain U.K. based employees. Retirement benefits under the U.K. plan are based on an employee s average compensation over the two years preceding retirement. The Company s policy is to fund the minimum contribution permissible by the respective tax authorities.

The Company has a 401(k) plan covering all U.S. based employees who are not covered by a collective bargaining agreement. Company contributions to the plan are at the discretion of the Company s Board of Directors. The Company has a 401(k) plan for all union employees which does not provide for Company contributions.

The following table sets forth the combined amount of net periodic benefit cost recognized for the three and nine month periods ended September 30, 2005 and 2006:

	Three Months Ended September 30, 2005	2006	Nine Months Ended September 30, 2005	2006
Components of net periodic pension benefit cost:				
Service cost	$ 814	547	$ 2,441	1,642
Interest cost	788	551	2,363	1,653
Expected return on plan assets	(625)	(562)	(1,876)	(1,685)
Actuarial loss	419	275	1,258	826
Net amortization and deferral	16	20	48	60
Amortization of prior service costs	192		576	
Net periodic cost	$ 1,604	831	$ 4,810	2,496

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The Company previously disclosed in its financial statements for the year ended December 31, 2005, that it expected to contribute approximately $2,500 to its defined benefit pension plans in 2006. As of September 30, 2006, approximately $1,000 and $20 of contributions to the U.K. Plan and U.S. Plan, respectively, have been made. The Company presently anticipates contributing an additional $1,480 of contributions to its defined benefit pension plans, in 2006.

(11) Stockholders Equity

At September 30, 2006, the Company had a total of 2,000 shares of preferred stock, $1.00 par value, authorized for issuance, including 229 authorized shares of Series A Convertible Preferred Stock and 1 authorized share of Series B Preferred Stock. No shares of preferred stock are currently outstanding.

(12) Stock-Based Compensation

On January 1, 2006, the Company adopted, using the modified prospective application, Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment* (SFAS 123(R)). SFAS 123(R) requires all share-based payments to employees, including grants of employee stock options and shares purchased under an employee stock purchase plan (if certain parameters are not met), to be recognized in the financial statements based on their fair values and did not change the accounting guidance for share-based payment transactions with parties other than employees provided in SFAS 123, *Accounting for Stock Based Compensation* (SFAS 123), as originally issued and Emerging Issues Task Force (EITF) 96-18, *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services.* SFAS 123(R) did not address the accounting for employee share ownership plans, which are subject to Statement of Position (SOP) 93-6, *Employers Accounting for Employee Stock Ownership Plans.* Under the modified prospective method the Company s prior interim periods and prior fiscal year financial statements will not reflect any restated amounts for the adoption of SFAS 123(R).

Upon its adoption of SFAS 123(R), the Company began recording compensation cost related to the continued vesting of all stock options that remained unvested as of January 1, 2006, as well as for all stock options granted, modified or cancelled after the Company s adoption date. The compensation cost to be recorded is based on the fair value at the grant date. The adoption of SFAS 123(R) did not have an effect on the Company s recognition of compensation expense relating to the vesting of restricted stock grants.

Prior to the adoption of SFAS 123(R), cash flows resulting from the tax benefit related to equity-based compensation was presented in the Company s operating cash flows, along with other tax cash flows, in accordance with the provisions of EITF 00-15, *Classification in the Statement of Cash Flows of the Income Tax Benefit Received by a Company upon Exercise of a Nonqualified Employee Stock Option,* (EITF 00-15). SFAS 123(R) superseded EITF 00-15, amended SFAS 95, *Statement of Cash Flows,* and requires tax benefits relating to excess equity-based compensation deductions to be prospectively presented in the Company s statement of cash flows as financing cash inflows.

The effect of adopting SFAS 123(R) on the Company s income from operations, income before income taxes, net income, net cash provided by operating activities, net cash provided by financing activities, and basic and diluted earnings per share for the three and nine month periods ended September 30, 2006, is as follows (in thousands, except per share data):

	Three Months Ended September 30, 2006	Nine Months Ended September 30, 2006
Income from operations, as reported	$ 25,619	$ 105,495
Effect of adopting SFAS 123(R) on income from operations	2,635	9,796
Income from operations	$ 28,254	$ 115,291
Income before income taxes, as reported	$ 15,177	$ 82,338
Effect of adopting SFAS 123(R) on income before income taxes	2,635	9,796
Income before income taxes	$ 17,812	$ 92,134
Net income, as reported	$ 11,527	$ 58,874
Effect of adopting SFAS 123(R) on net income	1,710	6,358
Net income	$ 13,237	$ 65,232
Net cash provided by operating activities, as reported	$ 13,293	$ 103,536
Effect of adopting SFAS 123(R) on net cash provided by operating activities	2,115	10,845
Net cash provided by operating activities	$ 15,408	$ 114,381
Net cash provided by financing activities, as reported	$ 25,184	$ 317,986
Effect of adopting SFAS 123(R) on net cash provided by financing activities	(405)	(4,487)
Net cash provided by financing activities	$ 24,779	$ 313,499
Net income per share, as reported:		
Basic	$ 0.13	0.65
Diluted	$ 0.12	0.62
Effect of adopting SFAS 123(R) on net income per share:		
Basic	$ 0.01	0.07
Diluted	$ 0.02	0.07
Net income per share:		
Basic	$ 0.14	0.72
Diluted	$ 0.14	0.69

Prior to its adoption of SFAS 123(R), the Company accounted for equity-based compensation under the provisions and related interpretations of Accounting Principles Board (APB) No. 25, *Accounting for Stock Issued to Employees* (APB 25). Accordingly, the Company was not required to record compensation expense when stock options were granted to its employees as long as the exercise price was not less than the fair market value of the stock at the grant date. Also, the Company was not required to record compensation expense when the Company issued common stock under its Employee Stock Purchase Plan as long as the purchase price was not less than 85% of the fair market value of the Company s common stock on the grant date. In October 1995, FASB issued SFAS 123, which allowed the Company to continue to follow the guidelines of APB 25, but required pro-forma disclosures of net income and earnings per share as if the Company had adopted the provisions of SFAS 123. In December 2002, the FASB issued SFAS 148, *Accounting for Stock-Based Compensation Transition and Disclosure an Amendment of FASB 123,* which provided alternative methods of transition for an entity that voluntarily changes to the fair value based method of accounting for equity-based employee compensation. The Company continued to account for equity-based compensation under the provisions of APB 25 using the intrinsic value method.

Had compensation cost for the Company s equity-based compensation plans been determined based on the fair value at the grant dates for awards under those plans in accordance with the provisions of SFAS 123, the Company s net income and net income per share for the three and nine month periods ended September 30, 2005, would have been as follows (in thousands, except per share data):

	Three Months Ended September 30, 2005	Nine Months Ended September 30, 2005
Net income, as reported	$ 19,185	64,964
Equity-based compensation included in net income, as reported	52	155
Equity-based compensation under SFAS 123	(2,811)	(6,588)
Pro forma net income	$ 16,426	58,531
Reported net income per share:		
Basic	$ 0.21	0.73
Diluted	$ 0.21	0.70
Pro forma net income per share:		
Basic	$ 0.19	0.67
Diluted	$ 0.18	0.65

The Company grants stock options to employees and directors under the Company s equity incentive plans at not less than the fair market value of the stock at the date of grant. Options granted over the last several years have generally been exercisable in four or five equal installments beginning on the first anniversary of the date of grant with a maximum term of ten years.

The Company grants restricted stock units to employees and directors under the Company s equity incentive plans. Restricted stock units have only been granted over the last year and have generally been exercisable in five equal installments beginning on the first anniversary of the date of grant with a maximum term of five years.

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Stock Options

A summary of the changes in stock options outstanding under the Company s equity-based compensation plans in 2006 is presented below:

	Number of Options	Weighted Average Remaining Contract Term (Years)	Weighted Average Exercise Price	Aggregate Intrinsic Value
	(In thousands except share price and year)			
Options outstanding at December 31, 2005	9,701		$ 15.52	$
Granted	405		31.76	
Exercised	(1,241)		7.27	31,523
Canceled	(772)		26.79	
Options outstanding at March 31, 2006	8,093	7.1	$ 16.54	$ 149,610
Granted	155		37.04	
Exercised	(148)		13.42	3,657
Canceled	(30)		21.16	
Options outstanding at June 30, 2006	8,070	6.8	$ 16.98	$ 144,007
Granted	25		33.06	
Exercised	(123)		9.10	2,502
Canceled	(36)		15.87	
Options outstanding at September 30, 2006	7,936	6.6	$ 17.16	$ 116,217
Options excercisable at				
March 31, 2006	3,001	4.8	$ 7.49	$ 82,659
June 30, 2006	3,080	4.5	$ 7.39	$ 84,492
September 30, 2006	3,158	4.5	$ 8.46	$ 73,690

	Three Months Ended September 30, 2006	Nine Months Ended September 30, 2006
Weighted average per-share fair value of options granted during the period	$ 13.57	13.80

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model. The weighted average assumptions used in the model are outlined in the following table:

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	Nine Months Ended September 30, 2006	
Assumptions:		
Expected volatility	33	%
Risk-free interest rate	4.4% - 5.2	%
Dividend yield		%
Expected life (in years)	6	

The computation of the expected volatility is based on historical daily stock price over a term less than the expected term. A timeframe was used that provided a better representation of the current and future expected volatility. Expected life is based on annual historical employee exercise behavior of option grants with similar vesting periods and option expiration data. The risk-free interest rate is based on the yield of zero-coupon U.S. Treasury securities over the expected term of the option. There are no dividends to be paid.

For the three and nine month periods ended, September 30, 2006, the Company recognized equity-based compensation expense of approximately $2,600 and $9,800, respectively, related to the vesting of stock options and the related tax benefit of approximately $1,000 and $3,200, respectively. At September 30, 2006, the Company had unearned compensation of approximately $37,000 relating to stock option awards that will be amortized over a weighted-average period of approximately two years. At September 30, 2006, the Company had 2,100 options and restricted stock units available to be granted under its equity-based compensation plans.

Restricted Stock Units

A summary of the changes in restricted stock units outstanding under the Company s equity compensation plans in 2006 is presented below:

	Number of Restricted Stock		Weighted Average Grant Date Fair Value	
	(In thousands except share price)			
Non-vested shares at December 31, 2005	363		$	27.57
Granted	541		30.84	
Canceled	(2	)	28.11	
Non-vested shares at March 31, 2006	902		$	29.53
Granted	124		38.08	
Canceled	(2	)	27.68	
Non-vested shares at June 30, 2006	1,024		$	30.67
Granted	251		29.16	
Exercised	(9	)	30.14	
Canceled	(2	)	27.68	
Non-vested shares at September 30, 2006	1,264		$	30.37

For the three and nine months ended September 30, 2006, the Company recognized equity-based compensation expense of approximately $2,000 and $4,200, respectively, related to the vesting of restricted stock units and the related tax benefit of approximately $700 and $1,700, respectively. At September 30, 2006, the Company had unearned compensation of approximately $31,000 relating to restricted stock units that will be amortized over a weighted-average period of approximately two years.

Employee Stock Purchase Plan

In 2002, the Company adopted, and its stockholders approved, an Employee Stock Purchase Plan (ESPP) under which a total of up to 1,000 shares of Class A Common Stock may be purchased by eligible employees under offerings made by the Company each January 1 and July 1. Employees participate through payroll deductions up to a maximum of 15% of eligible compensation. The term of each offering period is six months and shares are purchased on the last day of the offering period at a discount on the stock s market value. Under an amendment to the ESPP adopted in 2005, the purchase price for offering periods beginning in 2006 will represent a 15% discount on the closing price of the stock on the last day of the offering period (rather than a 15% discount on the lower of (x) the closing price of the stock on the first day of the offering period and (y) the closing price of the stock on the last day of the offering period). The Company issued 18 shares under the ESPP during the quarter ended June 30, 2006.

(13) Financial Information for Guarantor Subsidiaries and Non-Guarantor Subsidiaries

The Company conducts substantially all of its business through its domestic and foreign subsidiaries. The 2004 Notes, the Convertible Debentures and the July 2006 Amended and Restated Credit Agreement are fully, unconditionally and jointly and severally guaranteed by substantially all of the Company s 100% owned domestic subsidiaries (the Guarantor Subsidiaries).

Presented below is condensed consolidating financial information for (i) Scientific Games Corporation (the Parent Company), (ii) the 100% owned Guarantor Subsidiaries and (iii) the 100% owned foreign subsidiaries and the non-100% owned domestic and foreign subsidiaries (collectively, the Non-Guarantor Subsidiaries) as of December 31, 2005 and September 30, 2006 and for the three and nine months ended September 30, 2005 and 2006. The condensed consolidating financial information has been presented to show the nature of assets held, results of operations and cash flows of the Parent Company, Guarantor Subsidiaries and Non-Guarantor Subsidiaries, assuming the guarantee structure of the July 2006 Amended and Restated Credit Agreement, the Convertible Debentures and the 2004 Notes were in effect at the beginning of the periods presented. Separate financial statements for Guarantor Subsidiaries are not presented based on management s determination that they would not provide additional information that is material to investors.

The condensed consolidating financial information reflects the investments of the Parent Company in the Guarantor and Non-Guarantor Subsidiaries using the equity method of accounting. Corporate interest and administrative expenses have not been allocated to the subsidiaries.

Scientific Games Management Corporation has been reclassified from the Parent Company to the Guarantor Subsidiaries for the three and nine months ended September 30, 2005.

SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES
SUPPLEMENTAL CONDENSED CONSOLIDATING BALANCE SHEET
December 31, 2005
(Unaudited, in thousands)

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	Consolidated
ASSETS					
Cash and cash equivalents	$	15,575	23,367		38,942
Accounts receivable, net		98,704	30,585	(39)	129,250
Inventories		29,653	10,920	(425)	40,148
Other current assets	4,938	22,102	19,173		46,213
Property and equipment, net		261,027	105,759	(567)	366,219
Investment in subsidiaries	417,182	187,577	(26,482)	(578,277)	
Goodwill	183	300,015	38,971		339,169
Intangible assets		74,638	12,651		87,289
Other assets	11,446	91,140	28,798	(6,101)	125,283
Total assets	$ 433,749	1,080,431	243,742	(585,409)	1,172,513
LIABILITIES AND STOCKHOLDERS EQUITY					
Current installments of long-term debt	$ 1,000		5,055		6,055
Current liabilities	(7,465)	96,259	46,398	115	135,307
Long-term debt, excluding current installments	573,000		1,680		574,680
Other non-current liabilities	(13,673)	61,143	22,162	6	69,638
Intercompany balances	(698,987)	658,194	40,793		
Stockholders equity	579,874	264,835	127,654	(585,530)	386,833
Total liabilities and stockholders equity	$ 433,749	1,080,431	243,742	(585,409)	1,172,513

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SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES
SUPPLEMENTAL CONDENSED CONSOLIDATING BALANCE SHEET
September 30, 2006
(Unaudited, in thousands)

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	Consolidated
ASSETS					
Cash and cash equivalents	$	(4,703)	42,520		37,817
Accounts receivable, net		108,853	53,150		162,003
Inventories		52,473	11,829	(425)	63,877
Other current assets	18,620	24,540	24,668		67,828
Property and equipment, net		296,943	136,074	(600)	432,417
Investment in subsidiaries	706,673	194,548	85,745	(986,966)	
Goodwill	183	302,133	272,466		574,782
Intangible assets		97,000	41,359		138,359
Other assets	11,149	102,922	43,355	(5,286)	152,140
Total assets	$ 736,625	1,174,709	711,166	(993,277)	1,629,223
LIABILITIES AND STOCKHOLDERS EQUITY					
Current installments of long-term debt	$ 2,500		756		3,256
Current liabilities	7,987	73,137	90,274	79	171,477
Long-term debt, excluding current installments	877,125		1,390		878,515
Other non-current liabilities	(15,464)	70,929	21,068	6	76,539
Intercompany balances	(738,016)	689,353	48,663		
Stockholders equity	602,493	341,290	549,015	(993,362)	499,436
Total liabilities and stockholders equity	$ 736,625	1,174,709	711,166	(993,277)	1,629,223

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SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES
SUPPLEMENTAL CONDENSED STATEMENT OF INCOME
Three Months Ended September 30, 2005
(Unaudited, in thousands)

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	Consolidated
Operating revenues	$	152,032	48,010	(3,218)	196,824
Cost of services and cost of sales (exclusive of depreciation and amortization)		85,843	34,395	(3,218)	117,020
Selling, general and administrative expenses	693	22,899	7,917	(20)	31,489
Depreciation and amortization	27	13,349	3,754		17,130
Operating income (loss)	(720)	29,941	1,944	20	31,185
Interest expense	6,880	119	140		7,139
Other (income) expense, net	(1,044)	(3,673)	4,246	1	(470)
Income (loss) before equity in income of subsidiaries, and income taxes	(6,556)	33,495	(2,442)	19	24,516
Equity in income of subsidiaries	28,655			(28,655)	
Income tax expense	2,914	1,575	842		5,331
Net income (loss)	$ 19,185	31,920	(3,284)	(28,636)	19,185

SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES
SUPPLEMENTAL CONDENSED STATEMENT OF INCOME
Three Months Ended September 30, 2006
(Unaudited, in thousands)

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	Consolidated
Operating revenues	$	143,348	77,347	(3,305)	217,390
Cost of services and cost of sales (exclusive of depreciation and amortization)		78,652	45,631	(3,612)	120,671
Selling, general and administrative expenses	717	26,398	7,278	283	34,676
Depreciation and amortization		25,440	10,984		36,424
Operating income (loss)	(717)	12,858	13,454	24	25,619
Interest expense	11,747	357	50		12,154
Other (income) expense, net	(5,778)	(154)	4,216	4	(1,712)
Income (loss) before equity in income of subsidiaries, and income taxes	(6,686)	12,655	9,188	20	15,177
Equity in income of subsidiaries	20,178			(20,178)	
Income tax expense	1,965	326	1,359		3,650
Net income (loss)	$ 11,527	12,329	7,829	(20,158)	11,527

SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES
SUPPLEMENTAL CONDENSED STATEMENT OF INCOME
Nine Months Ended September 30, 2005
(Unaudited, in thousands)

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	Consolidated
Operating revenues	$	446,030	142,771	(9,997)	578,804
Cost of services and cost of sales (exclusive of depreciation and amortization)		245,002	100,469	(9,993)	335,478
Selling, general and administrative expenses	1,946	65,812	17,244	(60)	84,942
Depreciation and amortization	54	38,130	10,540		48,724
Operating income (loss)	(2,000)	97,086	14,518	56	109,660
Interest expense	19,432	382	547		20,361
Other (income) expense, net	(1,044)	(3,550)	4,218	682	306
Income (loss) before equity in income of subsidiaries, and income taxes	(20,388)	100,254	9,753	(626)	88,993
Equity in income of subsidiaries	101,709			(101,709)	
Income tax expense	16,357	4,454	3,218		24,029
Net income (loss)	$ 64,964	95,800	6,535	(102,335)	64,964

SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES
SUPPLEMENTAL CONDENSED STATEMENT OF INCOME
Nine Months Ended September 30, 2006
(Unaudited, in thousands)

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	Consolidated
Operating revenues	$	452,934	226,801	(14,579)	665,156
Cost of services and cost of sales (exclusive of depreciation and amortization)		242,320	150,572	(14,886)	378,006
Selling, general and administrative expenses	2,172	80,733	19,304	205	102,414
Depreciation and amortization		55,557	23,684		79,241
Operating income (loss)	(2,172)	74,324	33,241	102	105,495
Interest expense	29,248	918	305		30,471
Other (income) expense, net	(15,794)	3,610	4,933	(63)	(7,314)
Income (loss) before equity in income of subsidiaries, and income taxes	(15,626)	69,796	28,003	165	82,338
Equity in income of subsidiaries	92,136			(92,136)	
Income tax expense	17,636	1,324	4,504		23,464
Net income (loss)	$ 58,874	68,472	23,499	(91,971)	58,874

SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES
SUPPLEMENTAL CONDENSED STATEMENT OF CASH FLOWS
Nine Months Ended September 30, 2005
(Unaudited, in thousands)

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	Consolidated
Net income (loss)	$ 64,964	95,800	6,535	(102,335)	64,964
Depreciation and amortization	583	37,601	10,540		48,724
Deferred income taxes	3,392	(1,187)	597		2,802
Equity in income of subsidiaries	(101,709)			101,709	
Changes in operating assets and liabilities, net of effects of acquisitions	15,406	8,948	(1,313)	(198)	22,843
Other non-cash adjustments	5,143	4,193	103		9,439
Net cash provided by (used in) operating activities	(12,221)	145,355	16,462	(824)	148,772
Cash flows from investing activities:					
Capital and wagering systems expenditures	70	(51,870)	(36,643)	1,626	(86,817)
Business acquisitions, net of cash acquired		(4,094)	(20,680)		(24,774)
Other assets and investments	(1,926)	(15,292)	(16,756)	7,894	(26,080)
Net cash provided by (used in) investing activities	(1,856)	(71,256)	(74,079)	9,520	(137,671)
Cash flows from financing activities:					
Net borrowings (repayments) on long-term debt	(30,395)		1,268		(29,127)
Net proceeds from issuance of common stock	6,803	38	2,875	(2,913)	6,803
Other, principally intercompany balances	37,962	(94,826)	87,520	(30,656)	
Net cash provided by (used in) financing activities	14,370	(94,788)	91,663	(33,569)	(22,324)
Effect of exchange rate changes on cash	(293)	398	(29,444)	24,873	(4,466)
Increase (decrease) in cash and cash equivalents		(20,291)	4,602		(15,689)
Cash and cash equivalents, beginning of period		41,515	24,604	1	66,120
Cash and cash equivalents, end of period	$	21,224	29,206	1	50,431

SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES
SUPPLEMENTAL CONDENSED STATEMENT OF CASH FLOWS
Nine Months Ended September 30, 2006
(Unaudited, in thousands)

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	Consolidated
Net income (loss)	$ 58,874	68,472	23,499	(91,971)	58,874
Depreciation and amortization		55,557	23,684		79,241
Deferred income taxes	(3,224)	(131)	(4,068)		(7,423)
Equity in income of subsidiaries	(92,136)			92,136	
Changes in operating assets and liabilities, net of effects of acquisitions	1,770	(54,701)	14,608	(171)	(38,494)
Other non-cash adjustments	3,055	7,783	500		11,338
Net cash provided by (used in) operating activities	(31,661)	76,980	58,223	(6)	103,536
Cash flows from investing activities:					
Capital and wagering systems expenditures		(70,598)	(38,539)		(109,137)
Business acquisitions, net of cash acquired		(14,710)	(248,949)		(263,659)
Other assets and investments	(296,229)	(37,517)	(130,954)	413,682	(51,018)
Net cash provided by (used in) investing activities	(296,229)	(122,825)	(418,442)	413,682	(423,814)
Cash flows from financing activities:					
Net borrowings (repayments) on long-term debt	305,625		(4,733)		300,892
Net proceeds from issuance of common stock	12,609	2,710	411,067	(413,779)	12,607
Excess tax benefits from equity-based compensation plans	4,487				4,487
Other, principally intercompany balances	5,262	23,188	(53,866)	25,416	
Net cash provided by (used in) financing activities	327,983	25,898	352,468	(388,363)	317,986
Effect of exchange rate changes on cash	(93)	(331)	26,904	(25,313)	1,167
Increase (decrease) in cash and cash equivalents		(20,278)	19,153		(1,125)
Cash and cash equivalents, beginning of period		15,575	23,367		38,942
Cash and cash equivalents, end of period	$	(4,703)	42,520		37,817

(14) Subsequent Event

On November 2, 2006, the Company s Board of Directors approved a stock repurchase program under which the Company is authorized to repurchase, from time to time in the open market through December 31, 2007, shares of its outstanding common stock in an aggregate amount up to $200 million. Purchases are expected to be funded by cash flows from operations, borrowings, or a combination thereof. The timing and amount of purchases will be determined by the Company's management based on its evaluation of market conditions, share price and other factors. The stock repurchase program may be suspended or discontinued at any time.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion addresses the financial condition of Scientific Games Corporation (together with its consolidated subsidiaries, we or the Company), as of September 30, 2006 and the results of our operations for the three and nine months ended September 30, 2006, compared to the corresponding periods in the prior year. This discussion should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended December 31, 2005, included in our 2005 Annual Report on Form 10-K.

As previously reported in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2006, we determined that our previously reported segments consisting of Lottery, Pari-mutuel, Venue Management and Telecommunications Products no longer reflected the way we manage the business. Beginning in the first quarter of 2006, we began reporting our business in three segments Printed Products, Lottery Systems and Diversified Gaming. The Printed Products segment includes the instant lottery ticket business and the pre-paid phone card business (formerly the Telecommunications Product Group). The Lottery Systems segment includes our online lottery business. The Diversified Gaming segment includes the pari-mutuel wagering systems business (formerly the Pari-mutuel Group) and the off-track wagering business (formerly the Venue Management Group). All prior period amounts have been restated to conform to the current segment reporting format. Beginning in the second quarter of 2006, Global Draw was included in the Diversified Gaming segment.

The first and fourth quarters of the calendar year traditionally comprise the weakest season for our Diversified Gaming segment. As a result of inclement weather during the winter months, a number of racetracks do not operate and those that do operate often experience missed racing days. This adversely affects the amounts wagered and our corresponding service revenues. Additionally, the fourth quarter is the weakest quarter for Global Draw due to reduced wagering during the holiday season. Wagering and lottery equipment sales and software license revenues usually reflect a limited number of large transactions, which do not recur on an annual basis. Consequently, revenues and operating results of our Lottery Systems Group can vary substantially from period to period as a result of the timing of revenue recognition for major equipment sales and software licensing transactions. In addition, Printed Products sales may vary depending on the season and timing of contract awards, changes in customer budgets, inventory ticket levels, lottery retail sales and general economic conditions.

Operating results may also vary significantly from period to period depending on the addition or disposition of business units in each period.

Printed Products Group

We provide instant tickets and related services. Instant ticket and related services includes ticket design and manufacturing as well as value-added services, including game design, sales and marketing support, inventory management and warehousing and fulfillment services. Additionally, this division provides lotteries with over 80 licensed brand products, including Major League Baseball®, NASCAR®, Mandalay Bay®, National Basketball Association®, Harley-Davidson®, Wheel-of-Fortune®, Hasbro®, Corvette®, World Poker Tour® and The World Series of Poker®. This division also includes promotional instant tickets and pull-tab tickets that we sell to both lottery and non-lottery customers.

We are also a worldwide manufacturer of prepaid phone cards, which entitle cellular phone users to a defined value of airtime. Prepaid phone cards offer consumers a cost-effective way to purchase cellular airtime, without requiring phone companies to extend credit or consumers to commit to contracts.

Prepaid phone cards utilize the secure process that we employ in the production of instant lottery tickets. This helps to ensure integrity and reliability of the product, thus providing consumers in more than 50 countries with access to prepaid cellular phone service.

Lottery Systems Group

Our lottery systems business includes the supply of transaction processing software for the accounting and validation of instant ticket and online lottery games, point-of-sale terminal hardware sales, central site computers and communication hardware sales, and ongoing support and maintenance services for these products. This business also includes software and hardware and support services for sports betting and operation of credit card processing systems.

Diversified Gaming Group

We are a leading supplier of fixed odds betting terminals and systems, and interactive sports betting terminals and systems. We supply our products and services on the basis of revenue participation to customers who are licensed bookmaking operators in the United Kingdom. We also operate terminals and betting systems in Austria and the United Kingdom.

We are a worldwide provider of computerized wagering systems to the pari-mutuel wagering industry. We provide our systems and services to horse and greyhound racetracks, OTB facilities, casinos, jai alai frontons, telephone and internet account wagering operators and other establishments where pari-mutuel wagering is permitted. In addition, we are a provider of ancillary services to the industry, such as race simulcasting and telecommunications services and telephone and internet account wagering.

In our North American pari-mutuel business, we enter into service contracts, typically with an initial term of five years, pursuant to which we are paid a percentage of all wagers processed by our wagering systems, and we receive additional fees for our ancillary services, on either a per event or a monthly subscription basis. In most international markets, we sell our pari-mutuel wagering systems and terminals to pari-mutuel operators.

We have the right to operate in perpetuity substantially all off-track pari-mutuel wagering in Connecticut, subject to our compliance with certain licensing requirements. Our Connecticut operations consist of 11 OTB facilities, including video simulcasting at two teletheaters and four other branches, and telephone account wagering for customers in 25 states.

We have the right to operate all on-track and off-track pari-mutuel wagering in the Netherlands under a license granted by the Dutch Ministry of Agriculture which extends through June 2008. We currently conduct operations in 28 OTB locations and four racetracks throughout the Netherlands.

We also operate one OTB location in Maine and provide facilities management services to four non-company owned OTBs.

Results of Operations

Three Months Ended September 30, 2006 Compared to Three Months Ended September 30, 2005

The following analysis compares our results of operations for the quarter ended September 30, 2006 to the results for the quarter ended September 30, 2005.

Overview

Revenue Analysis

For the quarter ended September 30, 2006, total revenue was $217.4 million compared to $196.8 million, for the quarter ended September 30, 2005, an increase of $20.6 million or 10%. Our service revenue for the quarter ended September 30, 2006 was $198.9 million compared to $155.9 million for the quarter ended September 30, 2005, an increase of $43.0 million, or 28%. The increase was attributable to the acquisitions of EssNet and Global Draw, strong sales of instant lottery tickets and the addition of new Lottery Systems and instant ticket contracts. Our sales revenue for the three months ended September 30, 2006 was $18.5 million compared to $40.9 million in the prior year quarter, a decrease of $22.4 million, or 55%. This decrease was primarily due to the absence of a one-time sale of Instant Ticket Vending Machines to Pennsylvania that accounted for $16.1 million of revenue in the quarter ended September 30, 2005, a decline in phone card sales, and a decrease of $1.7 million for German instant ticket sales now being classified as service revenue because of the expansion of the services being offered in the German markets.

Expense Analysis

Cost of services of $107.3 million for the quarter ended September 30, 2006 were $20.3 million or 23% higher than for the quarter ended September 30, 2005. This increase is primarily related to the acquisitions of EssNet and Global Draw and the addition of new Lottery Systems and instant ticket contracts. Cost of sales of $13.4 million for the quarter ended September 30, 2006 were $16.7 million or 55% lower than the quarter ended September 30, 2005 due to lower sales revenues in each of our business segments.

Selling, general and administrative expenses of $34.7 million for the quarter ended September 30, 2006 were $3.2 million or 10% higher than for the quarter ended September 30, 2005. This increase was primarily related to a $4.6 million non-cash charge for stock

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based compensation expense associated with the adoption of SFAS 123(R) and restricted stock awards, partially offset by cost reduction initiatives begun in the second half of 2005.

Depreciation and amortization expense of $36.4 million for the quarter ended September 30, 2006 increased $19.3 million from the same period in 2005, primarily due to the acquisitions of Global Draw and EssNet, the addition of new Lottery Systems contracts and a $9.7 million charge related to the impairment of certain hardware and software assets in the pari-mutuel business as a result of the roll-out of our new terminal, the two new Quantum Data Centers and the write-off of hardware and the accrual of losses on certain under-performing pari-mutuel contracts.

Interest expense of $12.2 million for the quarter ended September 30, 2006 increased $5.0 million or 70% from the same period in 2005, primarily attributable to higher market rates on our floating rate debt and increased borrowings to fund our purchases of EssNet and Global Draw.

Equity in net income of joint ventures primarily reflects our share of the net income of the Italian joint venture in connection with the operation of the Italian Gratta e Vinci instant lottery. For the quarter ended September 30, 2006, our share of the Italian consortium s net income totaled $1.7 million compared to a loss of $0.1 million in the quarter ended September 30, 2005. The income for the quarter ended September 30, 2006 reflects the continued growth of instant ticket sales in Italy.

Income tax expense was $3.7 million for the quarter ended September 30, 2006 and $5.3 million for the quarter ended September 30, 2005. The effective income tax rate for the quarter ended September 30, 2006 and 2005 was 24.0% and 21.7% respectively. The effective income tax rate for the quarter ended September 30, 2006 does not include any benefit from the Research and Development credit that was available in earlier years because the credit expired at December 31, 2005 and it has not been reinstated by the U.S. Congress.

Segment Overview

Printed Products

For the quarter ended September 30, 2006, total revenue for Printed Products was $101.8 million compared to $96.0 million in the quarter ended September 30, 2005, an increase of $5.8 million, or 6%. For the quarter ended September 30, 2006, service revenue for Printed Products was $91.1 million compared to $79.1 million in the corresponding period in the prior year, an increase of $12.0 million, or 15%. The increase was primarily attributable to strong sales of instant lottery tickets and the addition of new instant ticket contracts.

Printed Products sales revenue for the quarter ended September 30, 2006, was $10.6 million compared to $16.9 million for the quarter ended September 30, 2005, a decrease of $6.2 million, or 37%. The decrease was primarily the result of $1.7 million of German instant ticket sales now being classified as service revenue because of the expansion of the services being offered in the German markets and a $4.4 million decline in phone card sales reflecting a continuing market driven shift to lower priced products.

Cost of services of $46.9 million for the quarter ended September 30, 2006 were $6.2 million or 15% higher than from the same period in 2005. This increase is due to higher operating costs as a result of the addition of new customers and higher revenue in the quarter. Cost of sales of $8.7 million for the quarter ended September 30, 2006 were $3.5 million or 29% lower than the quarter ended September 30, 2005 due to decreased sales revenues as discussed above.

Selling, general and administrative expenses of $10.9 million for the quarter ended September 30, 2006 were $0.2 million or 2% higher than in the quarter ended September 30, 2005. This increase is the result of stock compensation expense of $0.2 million in the quarter ended September 30, 2006.

Depreciation and amortization expense of $6.6 million for the quarter ended September 30, 2006 increased $2.1 million or 46%, as compared to the quarter ended September 30, 2005, primarily due to the depreciation of the new printing press in the U.K. and amortization of acquired licensed properties.

Lottery Systems

For the quarter ended September 30, 2006, total revenue for Lottery Systems was $58.1 million compared to $64.1 million in the quarter ended September 30, 2005, a decrease of $6.0 million, or 9%. Lottery Systems service revenue for the quarter ended September 30, 2006 was $50.9 million compared to $42.3 million for the quarter ended September 30, 2005, an increase of $8.6

million, or 20%. The increase was primarily due to the acquisition of EssNet ($3.2 million) and the addition of new Lottery Systems contracts, partially offset by lower performing lotteries including Colorado, Catalunya and Oklahoma.

Lottery Systems sales revenue for the quarter ended September 30, 2006, was $7.2 million compared to $21.8 million for the quarter ended September 30, 2005, a decrease of $14.6 million, or 67%. The decrease was due to the absence of a one-time sale of Instant Ticket Vending Machines to Pennsylvania that accounted for $16.1 million of revenue in the quarter ended September 30, 2005, partially offset by increased sales of lottery systems and terminals in Europe. Lottery terminal sales usually reflect a limited number of large transactions, which do not recur on a quarterly or annual basis.

Cost of services of $27.9 million for the quarter ended September 30, 2006 was $6.2 million or 29% higher than in the quarter ended September 30, 2005. This increase is due to additional operating costs as a result of the acquisition of EssNet, the addition of new customers and higher service revenue in the quarter. Cost of sales of $3.8 million for the quarter ended September 30, 2006 were $11.9 million or 76% lower than during the quarter ended September 30, 2005 primarily due to a one-time sale of terminals to Pennsylvania in the quarter ended September 30, 2005, partially offset by lottery systems sales in Europe.

Selling, general and administrative expenses of $7.3 million for the quarter ended September 30, 2006 were $0.1 million or 2% higher than in the quarter ended September 30, 2005.

Depreciation and amortization expense of $13.3 million for the quarter ended September 30, 2006 increased $4.4 million or 50%, as compared to the quarter ended September 30, 2005, primarily due to the amortization of deferred installation costs of new Lottery Systems contracts and the acquisition of EssNet.

Diversified Gaming

For the quarter ended September 30, 2006, total revenue for Diversified Gaming was $57.6 million compared to $36.8 million in the quarter ended September 30, 2005, an increase of $20.8 million, or 57%. Diversified Gaming service revenue for the third quarter of 2006 was $56.9 million compared to $34.5 million from the quarter ended September 30, 2005, an increase of $22.4 million, or 65%. The increase in service revenues primarily reflects the acquisitions of Global Draw ($21.2 million) and Shoreline ($2.3 million), partially offset by lower dollars wagered, or Handle, in the domestic and foreign pari-mutuel businesses. We believe the trend in reduced pari-mutuel wagering will continue in the future.

The Diversified Gaming sales revenue for the quarter ended September 30, 2006 was $0.6 million compared to $2.3 million in the prior fiscal quarter a decrease of $1.6 million. The decrease was due to reduced system sales in Europe during the third quarter of 2006. Pari-mutuel system sales usually reflect a limited number of large transactions, which do not recur on a quarterly or annual basis.

Cost of services of $32.4 million for the quarter ended September 30, 2006 were $7.8 million or 32% higher than the quarter ended September 30, 2005. This increase is primarily due to the acquisitions of Global Draw and Shoreline and $0.5 million of loss accruals on underperforming pari-mutuel contracts. Cost of sales of $0.9 million for the quarter ended September 30, 2006 were $1.2 million lower than the quarter ended September 30, 2005 due to decreased sales revenues.

Selling, general and administrative expenses of $5.2 million for the quarter ended September 30, 2006 were $1.3 million or 20% lower than in the quarter ended September 30, 2005. This decrease is primarily due to cost savings initiatives initiated in the second half of 2005.

Depreciation and amortization expense, including amortization of service contract software, of $16.2 million for the quarter ended September 30, 2006 increased $12.8 million as compared to the quarter ended September 30, 2005, primarily due to the increased depreciation resulting from the acquisition of Global Draw and a $9.7 million charge in the quarter related to the impairment of certain hardware and software assets in the pari-mutuel business as a result of the roll-out of our new terminal, the two new Quantum Data Centers and the write-off of hardware and accrual of losses on certain under-performing pari-mutuel contracts.

Nine months Ended September 30, 2006 Compared to Nine Months Ended September 30, 2005

The following analysis compares our results of operations for the nine months ended September 30, 2006 to the results for the nine months ended September 30, 2005.

Overview

Revenue Analysis

For the nine months ended September 30, 2006, total revenue was $665.2 million compared to $578.8 million, an increase of $86.4 million or 15%, as compared to the nine months ended September 30, 2005. Our service revenue for the nine months ended September 30, 2006 was $590.1 million compared to $472.5 million for the nine months ended September 30, 2005, an increase of $117.6 million, or 25%. The increase was primarily attributable to the acquisitions of EssNet ($9.3 million) and Global Draw ($42.0 million), strong sales of instant lottery tickets and the addition of new Lottery Systems and instant ticket contracts during the first nine months of 2006. Our sales revenue for the nine months ended September 30, 2006 was $75.0 million compared to $106.3 million in the nine months ended September 30, 2005, a decrease of $31.2 million, or 29%. This decrease was primarily due to the absence of a one-time sale of Instant Ticket Vending Machines to Pennsylvania that accounted for $16.1 million of revenue in the quarter ended September 30, 2005, a decline in phone card sales, and a decrease of $5.1 million for German instant ticket sales now being classified as service revenue because of the expansion of the services being offered in the German markets.

Expense Analysis

Cost of services of $320.8 million for the nine months ended September 30, 2006 were $61.2 million or 24% higher than for the nine months ended September 30, 2005. This increase is primarily related to the acquisitions of EssNet and Global Draw, and the addition of new Lottery Systems and instant ticket contracts. Cost of sales of $57.2 million for the nine months ended September 30, 2006 were $18.6 million or 25% lower than for the nine months ended September 30, 2005 due to lower sales revenues in Lottery Systems and Diversified Gaming.

Selling, general and administrative expenses of $102.4 million for the nine months ended September 30, 2006 were $17.5 million or 21% higher than for the nine months ended September 30, 2005. This increase was primarily related to a $14.0 million non-cash charge for stock based compensation expense in 2006, $2.5 million in higher costs for international business development activities and professional fees and $1.1 million related to a reduction in force in the first quarter of 2006.

Depreciation and amortization expense of $79.2 million for the nine months ended September 30, 2006 increased $30.5 million or 63% from the nine months ended September 30, 2005, primarily due to the addition of new Lottery Systems and instant ticket contracts, the acquisitions of EssNet and Global Draw and a $9.7 million charge in the quarter related to the impairment of certain hardware and software assets in the pari-mutuel business as a result of the roll-out of our new terminal, the two new Quantum Data Centers and the write-off of hardware and accrual of losses on certain under-performing pari-mutuel contracts.

Interest expense of $30.5 million for the nine months ended September 30, 2006 increased $10.1 million or 50% from the nine months ended September 30, 2005, primarily attributable to higher market rates on our floating rate debt and increased borrowings to fund our purchases of EssNet and Global Draw.

Equity in net income of joint ventures primarily reflects our share of the net income of the Italian joint venture in connection with the operation of the Italian Gratta e Vinci instant lottery. For the nine months ended September 30, 2006, our share of the Italian consortium s net income totaled $6.5 million compared to a loss of $1.6 million in the nine months ended September 30, 2005. The income in the first nine months of 2006 reflects the continued growth of instant ticket sales in Italy.

Income tax expense was $23.5 million for the nine months ended September 30, 2006 and $24.0 million for the nine months ended September 30, 2005. The effective income tax rate for the nine months ended September 30, 2006 and 2005 was 28.5% and 27.0% respectively. The 2006 tax rate does not include any benefit from the Research and Development credit that was available in earlier years because the credit expired at December 31, 2005 and it has not been reinstated by the U.S. Congress.

Segment Overview

Printed Products

For the nine months ended September 30, 2006, total revenue for Printed Products was $321.9 million compared to $299.6 million for the nine months ended September 30, 2005, an increase of $22.3 million, or 7%. For the nine months ended September 30, 2006, service revenue for Printed Products was $285.3 million compared to $246.1 million in the nine months ended September 30,

2005, an increase of $39.2 million, or 16%. The increase was attributable to new contracts, strong sales of instant lottery tickets and the launch of the Major League Baseball licensed games in 2006.

Printed Products sales revenue for the nine months ended September 30, 2006 was $36.6 million compared to $53.5 million for the nine months ended September 30, 2005, a decrease of $17.0 million, or 32%. The decrease was primarily the result of $5.1 million of German instant ticket sales now being classified as service revenue because of the expansion of the services being offered in the German markets, a decrease in the sales of non-lottery printed products in Germany, and a $10.2 million decline in phone card sales reflecting a continuing market driven shift to lower priced products.

Cost of services of $145.9 million for the nine months ended September 30, 2006 were $19.6 million or 16% higher than in the nine months ended September 30, 2005. This increase is due to higher operating costs as a result of the addition of new customers and higher revenue in the first nine months of 2006. Cost of sales of $28.6 million for the nine months ended September 30, 2006 were $10.4 million or 27% lower than in the first nine months of 2005 due to a decrease in sales revenues as discussed above.

Selling, general and administrative expenses of $33.1 million for the nine months ended September 30, 2006 were $2.9 million or 10% higher than in the nine months ended September 30, 2005. This increase is primarily the result of $1.1 million of start-up costs for the German cooperative services business and $1.5 million in higher costs for international business development activities and professional fees.

Depreciation and amortization expense of $18.0 million for the nine months ended September 30, 2006 increased $4.6 million or 34%, as compared to the nine months ended September 30, 2005, primarily due to depreciation of the new printing press in the U.K., and amortization of acquired licensed properties.

Lottery Systems

For the nine months ended September 30, 2006, total revenue for Lottery Systems was $194.6 million compared to $171.7 million in the nine months ended September 30, 2005, an increase of $22.9 million, or 13%. Lottery Systems service revenue for the nine months ended September 30, 2006 was $160.3 million compared to $125.1 million for the nine months ended September 30, 2005, an increase of $35.2 million, or 28%. The increase was primarily due to the acquisition of EssNet, a strong demand for online lottery tickets in the first quarter of 2006 and the addition of new Lottery Systems contracts, partially offset by the loss of approximately $2.5 million of revenues on the Florida online lottery contract, which ended in January 2005 and lower performing lotteries including Colorado, Catalunya and Oklahoma.

Lottery Systems sales revenue for the nine months ended September 30, 2006, was $34.3 million compared to $46.6 million for the nine months ended September 30, 2005, an decrease of $12.3 million, or 26%. The decrease was primarily due to the absence of a one-time sale of Instant Ticket Vending Machines to Pennsylvania that accounted for $16.1 million of revenue in the quarter ended September 30, 2005, partially offset by increased lottery systems sales in Europe. Lottery terminal sales usually reflect a limited number of large transactions, which do not recur on a quarterly or annual basis.

Cost of services of $89.3 million for the nine months ended September 30, 2006 was $26.2 million or 41% higher than in the corresponding period in the prior year. This increase is due to higher operating costs of $9.8 million as a result of the acquisition of EssNet and the $13.5 million related to the addition of new customers and higher revenue in the quarter, partially offset by reduced operating costs on the Florida online lottery contract. Cost of sales of $24.3 million for the nine months ended September 30, 2006 were $7.6 million or 24% lower than in the nine months ended September 30, 2005 due to a 26% decrease in sales revenues in the first nine months of 2006 and a $9.1 million sale of third party terminals to a customer in Europe at a lower margin than would have otherwise been earned if we had manufactured the terminals ourselves.

Selling, general and administrative expenses of $22.8 million for the nine months ended September 30, 2006 were $2.8 million or 14% higher than in the nine months ended September 30, 2005. This increase is primarily the result of the acquisition of EssNet and $1.1 million in severance costs in the first quarter 2006 in conjunction with a reduction in force, offset by cost cutting measures initiated in the second half of 2005.

Depreciation and amortization expense of $34.8 million for the nine months ended September 30, 2006 increased $11.0 million or 46%, as compared to the nine months ended September 30, 2005, primarily due to the acquisition of EssNet and the amortization of deferred installation costs of new Lottery Systems contracts.

Diversified Gaming

For the nine months ended September 30, 2006, total revenue for Diversified Gaming was $148.7 million compared to $107.6 million for the nine months ended September 30, 2005, an increase of $41.1 million, or 38%. Diversified Gaming service revenue for the nine months ended September 30, 2006 was $144.5 million compared to $101.4 million from the nine months ended September 30, 2005, an increase of $43.1 million, or 43%. The increase in service revenues primarily reflects the acquisitions of Global Draw and Shoreline, partially offset by lower Handle in the domestic and foreign pari-mutuel businesses. We believe the trend in reduced pari-mutuel wagering will continue in the future.

The Diversified Gaming sales revenue for the nine months ended September 30, 2006 was $4.2 million compared to $6.2 million in the nine months ended September 30, 2005, a decrease of $2.0 million. The decrease was due to reduced system sales in Europe in the nine months ended September 30, 2006. Pari-mutuel system sales usually reflect a limited number of large transactions, which do not recur on a quarterly or annual basis.

Cost of services of $85.6 million for the nine months ended September 30, 2006 were $15.4 million or 22% higher than in the nine months ended September 30, 2005. This increase is due to the acquisitions of Global Draw and Shoreline and $0.5 million of loss accruals on underperforming pari-mutuel contracts. Costs of sales of $4.3 million for the nine months ended September 30, 2006 were $0.6 million lower than in the nine months ended September 30, 2005 due to decreased sales revenue in Europe during the first nine months of 2006.

Selling, general and administrative expenses of $12.1 million for the nine months ended September 30, 2006 were $1.4 million or 10% lower than the nine months ended September 30, 2005 due to cost savings initiatives initiated in the second half of 2005.

Depreciation and amortization expense, including amortization of service contract software, of $25.7 million for the nine months ended September 30, 2006 increased $15.0 million as compared to the nine months ended September 30, 2005, primarily due to the increased depreciation resulting from the acquisition of Global Draw and a $9.7 million charge in the quarter related to the impairment of certain hardware and software assets in the pari-mutuel business as a result of the roll-out of our new terminal, the two new Quantum Data Centers and the write-off of hardware and accual of losses on certain under-performing pari-mutuel contracts.

Critical Accounting Policies

There have been no material changes to our critical accounting policies from those discussed under the caption Critical Accounting Policies in Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended December 31, 2005.

Liquidity, Capital Resources and Working Capital

On July 7, 2006, we amended (the Amendment) our existing Credit Agreement dated as of December 23, 2004, as amended and restated as of March 31, 2006 (the March 2006 Amended and Restated Credit Agreement), to provide for a new $150 million senior secured term loan (the Term Loan D) and to make certain other changes to the March 2006 Amended and Restated Credit Agreement (the March 2006 Amended and Restated Credit Agreement and the Amendment are collectively referred to as the July 2006 Amended and Restated Credit Agreement). The proceeds from the Term Loan D were used to repay, in full, the remaining $98.5 million of existing Term Loan B and to pay down approximately $51 million of borrowings under our existing revolving credit facility The interest rate with respect to the Term Loan D will vary, depending upon our consolidated leverage ratio, from 75 basis points to 150 basis points above LIBOR for eurocurrency loans and from zero basis points to 50 basis points above the higher of (i) the prime rate or (ii) the Federal Funds Effective Rate plus 0.50%, for base rate loans. We paid approximately $0.5 million in banking, legal and other fees in connection with the Amendment. The July 2006 Amended and Restated Credit Agreement will terminate on December 23, 2009.

The July 2006 Amended and Restated Credit Agreement contains certain covenants that, among other things, limit our ability, and the ability of certain of our subsidiaries, to incur additional indebtedness, pay dividends or make distributions or certain other restricted payments, purchase or redeem capital stock, make investments or extend credit, engage in certain transactions with affiliates, engage in sale-leaseback transactions, consummate certain asset sales, effect a consolidation or merger, sell, transfer, lease or otherwise dispose of all or substantially all assets, or create certain liens and other encumbrances on assets. Additionally, the Amended and Restated Credit Agreement contains the following financial covenants that are computed quarterly on a rolling four-quarter basis as applicable:

- A maximum Consolidated Leverage Ratio of 3.75 until December 2009. Consolidated Leverage Ratio means the ratio of (x) the aggregate stated balance sheet amount of the Company s indebtedness determined on a consolidated basis in accordance with Generally Accepted Accounting Principles (GAAP) as of the last day of the fiscal quarter for which such determination is being made to (y) Consolidated Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) for the four consecutive fiscal quarters ended on the last day of the fiscal quarter for which such determination is being made.

- A maximum Consolidated Senior Debt Ratio of 2.50 until December 2009. Consolidated Senior Debt Ratio means the ratio of (x) the aggregate stated balance sheet amount of the Company s indebtedness, less the amount of the Company s 6.25% senior subordinated notes due 2012 and the Convertible Debentures determined on a consolidated basis in accordance with GAAP as of the last day of the fiscal quarter for which such determination is being made to (y) Consolidated EBITDA for the four consecutive fiscal quarters ended on the last day of the fiscal quarter for which such determination is being made.

- A minimum Consolidated Interest Coverage Ratio of 3.50 until December 2009. Consolidated Interest Coverage Ratio means, as of any date of determination, the ratio computed for the Company s four most recent fiscal quarters of (x) Consolidated EBITDA to (y) the total interest expense less non-cash amortization costs included in interest expense.

For purposes of the foregoing limitations, Consolidated EBITDA means the sum of (i) consolidated net income, (ii) consolidated interest expense with respect to all outstanding indebtedness, (iii) provisions for taxes based on income, (iv) total depreciation expense, (v) total amortization expense and (vi) certain adjustments, in each case for the period being measured, all of the foregoing as determined on a consolidated basis for the Company and its subsidiaries in accordance with GAAP.

We were in compliance with our covenants as of March 31, 2006, June 30, 2006 and September 30, 2006.

On September 30, 2006, we had approximately $88,208 available for borrowing under the Company s revolving credit facility under the July 2006 Amended and Restated Credit Agreement. There were $155,500 of borrowings and $56,292 in letters of credit outstanding under the revolving credit facility at September 30, 2006. Our ability to borrow under the Amended and Restated Credit Agreement will depend on our remaining in compliance with the limitations imposed by our lenders, including the maintenance of the specified financial covenants.

In August 2005, we paid cash of $8.1 million, including a $0.5 million redemption premium, to redeem all of the remaining 12 1⁄2% Senior Subordinated Notes due 2010.

Our online lottery systems service, pari-mutuel and fixed odds wagering contracts require us to, among other things, maintain the central computing system and related hardware in efficient working order, provide added software functionality upon request, provide on-site computer operators, and furnish necessary supplies. Our primary expenditures associated with these services are personnel and related costs, which are expensed as incurred and are included in Operating Expenses Cost of Services in the consolidated statements of income. Historically, the revenues we derive from our online lottery systems service and pari-mutuel and fixed odds wagering contracts have exceeded the direct costs associated with fulfilling our obligations thereunder. We expect that we will continue to realize positive cash flow and operating income as we extend or renew existing service contracts. We also expect that we will enter into new contracts that are accretive to our cash flow. In addition, through advancements in technology, we are continually deploying more efficient and cost effective methods for manufacturing and delivering our products and services to our customers. We expect that technological efficiencies will continue to positively impact our future cash flows and operating results. We are not party to any other material short-term or long-term obligations or commitments pursuant to these service contracts.

Periodically, we bid on new online lottery systems service and pari-mutuel and fixed odds wagering contracts. Once awarded, these contracts generally require significant up-front capital expenditures for terminal assembly, customization of software, software and equipment installation and telecommunications configuration. Historically, we have funded these up-front costs through cash flows generated from operations, available cash on hand and borrowings under our credit facilities. Our ability to continue to procure new contracts will depend on, among other things, our then present liquidity levels and/or our ability to borrow at commercially acceptable rates to finance the initial up front costs. The actual level of capital expenditures will ultimately largely depend on the extent to which we are successful in winning new contracts. Furthermore, our pari-mutuel wagering network consists of approximately 26,000 wagering terminals. Periodically, we elect to upgrade the technological capabilities of older terminals and replace terminals that have exhausted their useful lives. In the next year, we expect to replace approximately 2,000 and 9,000, respectively, existing pari-mutuel and fixed odds betting terminals for a total cost of approximately $60 million.

Servicing our installed terminal base requires that we maintain a supply of parts and accessories on hand. We are also required, contractually in some cases, to provide spare parts over an extended period of time, principally in connection with our systems and terminal sale transactions. To

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meet our contractual obligations and maintain sufficient levels of on-hand inventory to service our installed base, we purchase inventory on an as-needed basis. We presently have no inventory purchase obligations, other than in the ordinary course of business.

On November 2, 2006, the Company s Board of Directors approved a stock repurchase program under which the Company is authorized to repurchase, from time to time in the open market through December 31, 2007, shares of its outstanding common stock in an aggregate amount up to $200 million. Purchases are expected to be funded by cash flows from operations, borrowings, or a combination thereof. The timing and amount of purchases will be determined by the Company's management based on its evaluation of market conditions, share price and other factors. The stock repurchase program may be suspended or discontinued at any time.

At September 30, 2006, our available cash and borrowing capacity totaled $126.0 million compared to $258.6 million at December 31, 2005. The amount of our available cash fluctuates principally based on the timing of collections from our customers, cash expenditures associated with new and existing online lottery systems service and pari-mutuel and fixed odds wagering contracts, borrowings or repayments under our credit facilities and changes in our working capital position.

The $1.1 million decrease in our available cash from the December 31, 2005 level principally reflects the net cash provided by operating activities for the nine months ended September 30, 2006 of $103.5 million along with $300.9 million of additional net borrowings, offset by wagering and other capital expenditures and other investing activities totaling $160.2 million and acquisition related payments of $263.7 million and the effects of exchange rates. The $103.5 million of net cash provided by operating activities is derived from approximately $142.0 million of net cash provided by operations offset by approximately $38.5 million from changes in working capital. The working capital changes occurred principally from an increase in accounts receivable, inventory and other current assets plus a decrease in accounts payable, partially offset by an increase in accrued interest and other current liabilities. Capital expenditures of $12.4 million in the nine months ended September 30, 2006 are less than similar expenditures totaling $14.4 million in the corresponding period in 2005. Wagering system expenditures totaled $96.8 million in the nine months ended September 30, 2006, compared to $72.4 million in 2005. This increase is primarily due to the new lottery contracts in Mexico, Oklahoma and Maryland. Other intangible assets and software increased primarily due to licensing arrangement with Major League Baseball entered into during the first quarter of fiscal year 2006. Cash flow from financing activities principally reflects the borrowings under the July 2006 Amended and Restated Credit Agreement.

We believe that our cash flow from operations, available cash and available borrowing capacity under the July 2006 Amended and Restated Credit Agreement will be sufficient to meet our liquidity needs, including anticipated capital expenditures, for the foreseeable future; however, there can be no assurance that this will be the case. While we are not aware of any particular trends, our contracts periodically renew and there can be no assurance that we will be successful in sustaining our cash flow from operations through renewal of our existing contracts or through the addition of new contracts. In addition, lottery customers in the United States generally require service providers to provide performance bonds in connection with each state contract. Our ability to obtain performance bonds on commercially reasonable terms is subject to prevailing market conditions, which may be impacted by economic and political events. Although we have not experienced any difficulty obtaining such bonds, there can be no assurance that we will continue to be able to obtain performance bonds on commercially reasonable terms or at all. While we are not aware of any reason to do so, if we need to refinance all or part of our indebtedness, on or before maturity, or provide letters of credit or cash in lieu of performance bonds, there can be no assurance that we will be able to obtain new financing or to refinance any of our indebtedness, on commercially reasonable terms or at all.

Further, the terms of the indenture governing the Convertible Debentures give holders the right to convert the Convertible Debentures when the market price of our Class A Common Stock exceeds a defined target market price. The terms of such indenture require us to pay cash for the face amount of the Convertible Debentures which have been presented for conversion, with the value of the difference between the stated conversion price and the prevailing market price payable by our issuance of additional shares of our Class A Common Stock. We cannot offer any assurance that we will have sufficient available cash to pay for the Convertible Debentures presented to us for conversion nor can we offer any assurance that we will be able to refinance all or a portion of the converted Convertible Debentures at that time.

Impact of Recently Issued Accounting Standards

In July 2006, the FASB issued FASB Interpretation No. 48 (FIN 48) Accounting for Uncertainty in Income Taxes , which prescribes a recognition threshold and measurement process for recording in the financial statements uncertain tax positions taken or expected to be taken in a tax return. Additionally, FIN 48 provides guidance on the derecognition, classification, accounting in interim periods and disclosure requirements for uncertain tax positions. This standard is required to be adopted by us on January 1, 2007. We are in the process of determining the effect, if any, the adoption of FIN 48 will have on our financial statements.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements . This standard establishes a standard definition for fair value, establishes a framework under generally accepted accounting principles for measuring fair value and expands disclosure requirements for fair value measurements. This standard is effective for financial statements issued for fiscal years beginning after November 15, 2007. The adoption of SFAS No. 157 is not expected to have a material impact on our consolidated financial statements.

In September 2006, the FASB issued SFAS No. 158, Employers Accounting for Defined Benefit Pension and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106 and 132(R). This standard requires an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur as a component of comprehensive income. The standard also requires an employer to measure the funded status of a plan as of the date of its year-end statement of financial position.

The requirement to recognize the funded status of a defined benefit postretirement plan is effective December 31, 2006. The requirement to measure plan assets and benefit obligations as of the date of the employer s fiscal year-end statement of financial position is effective for the fiscal years ending after December 15, 2008. The adoption of SFAS No. 158 requires us to fully recognize a liability for the underfunded status of our benefit plans. The offset to the liability will be posted to other comprehensive income. The underfunded status of our benefit plans at December 31, 2005 was approximately $36 million. We expect, upon the adoption of SFAS No. 158, that a similar amount will be recorded as a liability in our balance sheet at December 31, 2006.

In September 2006, the SEC staff added Section N to Staff Accounting Bulletin (SAB) Topic 1 through the issuance of , Financial Statements Considering the Effects of Prior Year Misstatements when Qualifying Misstatements in Current Year Financial Statements (SAB 108). SAB 108 addresses how a registrant should evaluate whether an error in its financial statements is material. The guidance in SAB 108 is effective for fiscal years ending after November 15, 2006. The adoption of SAB 108 is not expected to have a material impact on our consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our products and services are sold to a diverse group of customers throughout the world. As such, we are subject to certain risks and uncertainties as a result of changes in general economic conditions, sources of supply, competition, foreign exchange rates, tax reform, litigation and regulatory developments. The diversity and breadth of our products and geographic operations mitigate the risk that adverse changes from any single event would materially affect our financial position.

Additionally, as a result of the diversity of our customer base, we do not consider ourselves exposed to concentration of credit risks. These risks are further minimized by setting credit limits, ongoing monitoring of customer account balances, and assessment of the customers financial strengths.

Inflation has not had an abnormal or unanticipated effect on our operations. Inflationary pressures would be significant to our business if raw materials used for instant lottery ticket production, prepaid phone card production or terminal manufacturing are significantly affected. Available supply from the paper and electronics industries tends to fluctuate and prices may be affected by supply.

For fiscal 2005 and the first nine months of 2006, inflation was not a significant factor in our results of operations, and we were not impacted by significant pricing changes in our costs, except for personnel related expenditures. We are unable to forecast the prices or supply of substrate, component parts or other raw materials for the balance of 2006, but we currently do not anticipate any substantial changes that will materially affect our operating results.

In certain limited cases, our lottery contracts with our customers contain provisions to adjust for inflation on an annual basis, but we cannot be assured that this adjustment would cover raw material price increases or other costs of services. While we have long-term and generally satisfactory relationships with most of our suppliers, we also believe alternative sources to meet our raw material and production needs are available.

In the normal course of business, we are exposed to fluctuations in interest rates and equity market risks as we seek debt and equity capital to sustain our operations. At September 30, 2006, approximately 54% of our debt was in fixed rate instruments. The following table provides information about our financial instruments that are sensitive to changes in interest rates. The table presents principal cash flows and related weighted-average interest rates by expected maturity dates. (See Management s Discussion and Analysis of Financial Condition and Results of Operations - Liquidity, Capital Resources and Working Capital .)

Principal Amount by Expected Maturity Average Interest Rate
September 30, 2006
(Dollars in thousands)

	Twelve Months Ended September 30, 2007	2008	2009	2010	2011	Thereafter	Total	Fair Value
Long-term debt:								
Fixed interest rate	$ 818	$ 453	$ 369	$ 12	$ 13	$ 475,481	$ 477,146	$ 523,710
Interest rate	5.4 %	5.6 %	5.1 %	6.2 %	6.2 %	3.1 %	3.1 %	
Variable interest rate	$ 2,500	$ 2,500	$ 2,500	$ 397,125	$	$	$ 404,625	$ 404,977
Average interest rate	6.6 %	6.6 %	6.6 %	6.8 %	0.0 %	0.0 %	6.8 %	

We are also exposed to fluctuations in foreign currency exchange rates as the financial results of our foreign subsidiaries are translated into U.S. dollars in consolidation. Assets and liabilities outside the United States are primarily located in the United Kingdom, Germany, the Netherlands, Spain, Sweden, Mexico, Austria, Chile and Ireland. Our investments in foreign subsidiaries with a functional currency other than the U.S. dollar are generally considered long-term investments. Accordingly, we do not hedge these net investments. In the second quarter of 2006 we made a material acquisition in the United Kingdom. This acquisition has increased our market risk associated with foreign currency movements. Our most significant transactional foreign currency exposures are the Euro and the Sterling in relation to the United States dollar. Fluctuations in the value of foreign currencies create exposures, which can adversely affect our results of operations. We manage our foreign currency exchange risks on a global basis by one or more of the following: (i) securing payment from our customers in U.S. dollars, when possible, (ii) entering into foreign currency exchange contracts and (iii) netting asset and liability exposures denominated in similar foreign currencies, to the extent possible. In addition, a significant portion of the cost attributable to our foreign operations is incurred in the local currencies. We may, from time to time, enter into foreign currency exchange or other contracts to hedge the risk associated with certain firm sales commitments, anticipated revenue streams and certain assets and liabilities denominated in foreign currencies.

Our cash and cash equivalents and short-term investments are in high-quality securities placed with a wide array of financial institutions with high credit ratings. This investment policy limits our exposure to concentration of credit risks.

Forward-Looking Statements

Throughout this Quarterly Report on Form 10-Q we make forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. In some cases, forward-looking statements can be identified by the use of forward-looking terminology such as may, will, estimate, intend, continue, believe, expect or anticipate, or the negatives thereof, variations th similar terminology. The forward-looking statements contained in this Quarterly Report on Form 10-Q are generally located in the material set forth under the heading Management s Discussion and Analysis of Financial Condition and Results of Operations but may be found in other locations as well. These forward-looking statements generally relate to plans and objectives for future operations and are based upon management s reasonable estimates of future results or trends. Although we believe that the plans and objectives reflected in or suggested by such forward-looking statements are reasonable, such plans or objectives may not be achieved.

Actual results may differ from projected results due, but not limited, to unforeseen developments, including developments relating to the following:

- economic, competitive, demographic, business and other conditions in our local and regional markets;
- changes or developments in the laws, regulations or taxes in the gaming, racing and lottery industries;
- actions taken or omitted to be taken by third parties, including customers, suppliers, competitors, members and shareholders, as well as legislative, regulatory, judicial and other governmental authorities;

- changes in business strategy, capital improvements, development plans, including those due to environmental remediation concerns, or changes in personnel or their compensation, including federal, state and local minimum wage requirements;
- the availability and adequacy of our cash flow to satisfy our obligations, including our debt service obligations and our need for additional funds required to support capital improvements, development and acquisitions;
- an inability to renew or early termination of our contracts;
- an inability to engage in future acquisitions;
- the loss of any license or permit, including the failure to obtain an unconditional renewal of a required gaming license on a timely basis; and
- resolution of any pending or future litigation in a manner adverse to us.

Actual future results may be materially different from what we expect. We will not update forward-looking statements even though our situation may change in the future.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We have evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act) as of the end of the period covered by this Form 10-Q. The evaluation was conducted under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective in alerting management in a timely fashion to all material information required to be included in our periodic filings with the Securities and Exchange Commission.

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2006 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES
Nine Months Ended September 30, 2006

PART II. OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
July			N/A	N/A
August	2,975	$ 29.36	N/A	N/A
September			N/A	N/A

(1) During the third quarter of 2006, a total of 2,975 shares with a market value of $29.36 per share were withheld by the Company to satisfy the withholding taxes associated with the vesting of restricted stock awards.

Item 6. Exhibits

Exhibit Number	
10.1	Employment Agreement dated as of January 1, 2006 by and between the Company and A. Lorne Weil (executed on August 8, 2006)
10.2	Employment Agreement dated as of January 1, 2006 by and between the Company and Robert C. Becker (executed on August 2, 2006)
10.3	Employment Agreement dated as of January 1, 2006 by and between the Company and Sally L. Conkright (executed on August 2, 2006)
10.4	Employment Agreement dated as of January 1, 2006 by and between the Company and Larry Potts (executed on August 2, 2006)
10.5	Employment Agreement dated as of August 1, 2006 by and between Scientific Games International, Inc. and William J. Huntley (executed on August 2, 2006)
10.6	Employment Agreement dated as of January 1, 2006 by and between Scientific Games International, Inc. and Steven M. Saferin (executed on August 2, 2006)
10.7	Employment Agreement dated as of August 1, 2006 by and between Scientific Games International, Inc. and Cliff O. Bickell (executed on August 2, 2006)
10.8	Employment, Separation and General Release Agreement dated as of October 5, 2006 by and between Scientific Games International, Inc. and Cliff O. Bickell (which superseded his Employment Agreement dated as of August 1, 2006)
10.9	Letter Agreement dated as of August 2, 2006 by and between the Company and Michael R. Chambrello, which amended Mr. Chambrello s Employment Agreement dated as of June 17, 2005 (effective as of January 1, 2006)

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10.10	Letter Agreement dated as of August 2, 2006 by and between the Company and DeWayne E. Laird, which amended Mr. Laird s Employment Agreement dated November 1, 2002 (effective as of January 1, 2006)
10.11	Letter Agreement dated as of August 2, 2006 by and between the Company and Ira H. Raphaelson, which amended Mr. Raphaelson s Employment Agreement dated December 15, 2005 (effective as of February 1, 2006)
31.1	Certification of the Chief Executive Officer of the Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
31.2	Certification of the Chief Financial Officer of the Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
32.1	Certification of the Chief Executive Officer of the Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer of the Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SCIENTIFIC GAMES CORPORATION
(Registrant)

By:	/s/ DeWayne E. Laird
Name:	DeWayne E. Laird
Title:	Vice President and Chief Financial Officer (principal financial officer)

Dated: November 8, 2006

SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES
Three Months Ended September 30, 2006

INDEX TO EXHIBITS

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