

ORDER 2014-206
WAIVING THE APPLICATION OF 68 IAC 5-1 TO A TRANSFER
OF OWNERSHIP IN MULTIMEDIA GAMES HOLDING COMPANY, INC. TO
GLOBAL CASH ACCESS HOLDINGS, INC.

Under 68 IAC 5-1, supplier licensees that are publicly traded companies must comply with certain requirements before transferring an ownership interest, including a suitability investigation, in order to protect the Commission's interest in the suitability of its licensees. Under 68 IAC 5-1-8, the Commission may waive a requirement or procedure set forth in 68 IAC 5 if the Commission determines that it is impractical or burdensome and the waiver is in the best interests of the public and the gaming industry and is not outside the technical requirements necessary to serve the purpose of the requirement or procedure.

Multimedia Games, Inc., a wholly owned subsidiary of Multimedia Games Holding Company, Inc. ("Multimedia"), and Global Cash Access, Inc., a wholly owned subsidiary of Global Cash Access Holdings, Inc. ("GCA"), are Indiana supplier licensees. Pursuant to an Agreement and Plan of Merger ("Agreement"), dated September 8, 2014, between GCA, Movie Merger Sub, Inc. ("Merger Sub"), Movie Escrow, Inc. ("Escrow") and Multimedia, GCA plans to acquire ownership of Multimedia. The acquisition will occur through a reverse triangular merger, which will be accomplished using the Merger Sub, a new entity formed by GCA for the purpose of this transaction. According to the Agreement, Multimedia will merge with and into the Merger Sub, at which time the Merger Sub will cease to exist, leaving Multimedia as the surviving corporation and wholly owned subsidiary of GCA.

Compliance with the requirements of 68 IAC 5-1 is time consuming and costly for both the applicant and the Commission. The policy goal of 68 IAC 5-1 is to ensure that a party seeking an ownership interest is suitable under the Commission's licensing standards.

As the substantial owners of Indiana supplier licensees, both GCA and Multimedia have been, and continue to be, subject to the jurisdiction of the Commission. For this reason, the Commission has determined that there is little to gain from applying the requirements of 68 IAC 5-1 to the present transaction. The requirements of 68 IAC 5-1 are impractical and burdensome to this transfer, and waiver is in the best interest of the public and the gaming industry and is not outside the technical requirements necessary to serve the purpose of the transfer regulations.

Based on the foregoing, the Commission hereby WAIVES 68 IAC 5-1 as necessary to allow the proposed transfer of ownership interest in Multimedia to GCA.

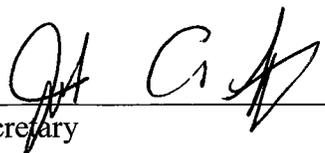
IT IS SO ORDERED THIS 20th DAY OF NOVEMBER, 2014.

THE INDIANA GAMING COMMISSION:

Attest:



Cris Johnston, Chair



Secretary