

STATE OF INDIANA

**INDIANA GAMING COMMISSION
EMERGENCY ORDER**

IN RE: EMERGENCY ORDER)	
CONCERNING)	ORDER NO.
)	2016-256
HAPP CONTROLS, INC. TRANSFER)	
OF SUPPLIER LICENSE OWNERSHIP)	

EMERGENCY ORDER

Under 68 IAC 5-1, supplier licensees that are publicly traded companies must comply with certain requirements before transferring an ownership interest in order to protect the Indiana Gaming Commission's ("Commission") interest in suitability of its licensees.

Parties

1. The Commission is the Indiana administrative agency with its principal offices in Marion County, Indiana, with powers and duties to administer, regulate, and enforce the system of gambling games and riverboat gambling operations. Ind. Code § 4-33-4-1.
2. Happ Controls, Inc. ("HCI") is a subsidiary of ACON Suzo-Happ, LLC ("ACON") and the owner of a supplier license issued by the Commission under Ind. Code ch. 4-33-7.
3. Matthew R. Brown is President, CFO, Treasurer and Secretary of HCI and is licensed by the Indiana Gaming Commission as a Key Person of HCI. Mr. Brown will become sole officer and director of newly formed SUZOHAPP Gaming Solutions, Inc., the license holder, following approval of the transfer of ownership.

Law

4. The Commission is a state agency that was created under Ind. Code § 4-33-4-1.
5. An agency may conduct proceedings under Ind. Code ch. 4-21.5-4 if an emergency exists. Ind. Code § 4-21.5-4-1.
6. An order issued under Ind. Code ch. 4-21.5.-4 is effective when issued. Ind. Code § 4-21.5-4-3.
7. Commission Resolution 2012-151 grants the Executive Director authority to exercise the powers and duties of the Commission under Ind. Code § 4-33-4-1 or Ind. Code § 4-35-4-1 where an emergency exists and failure to act would be impractical, burdensome, or not in the best interest of the public or the gaming industry. The Executive Director is required to

obtain consent from one Commissioner before exercising authority under Resolution 2012-151.

8. Applicants for transfer of supplier license ownership are required to follow all procedures outlined in 68 IAC 5-1-2.

Facts

9. On December 2, 2016, the Commission received a request for transfer of ownership from HCI.
10. The proposed transfer of ownership involves the purchase by Matthew R. Brown of 100% of the outstanding shares of HCI. Mr. Brown is currently the President, CFO, Secretary, and Treasurer of HCI and is licensed by the Indiana Gaming Commission as a Key Person of HCI. After the purchase of all shares, Mr. Brown will be the sole officer and director of HCI and HCI will change its name to SUZOHAPP Gaming Solutions, Inc. ("SGS"). SGS will retain HCI's Federal Employer Identification Number after the transaction is complete.
11. HCI is licensed in numerous jurisdictions, all of which require filing of license renewals and annual updates. These filing requirements impose a substantial monetary and time cost on HCI.
12. Without approval of the transfer request, HCI would be required to pay these costs twice, across numerous jurisdictions, in the form of an initial renewal fee and then a transfer of ownership fee.
13. Additionally, failure to approve the transfer request will result in waste of Commission resources as investigations occurring prior to the reorganization and transfer of ownership will be moot.
14. Approval of the transfer request would pose no additional risk to the Commission as HCI and Matthew R. Brown have been investigated previously and have had no issues with failing to comply with any Commission rules or regulations.
15. The transfer of ownership must be approved by December 31, 2016, or the transaction cannot proceed and HCI will be forced to relinquish its Indiana supplier license and reapply at a later date.
16. Per the requirement to obtain Commissioner approval before taking action, the Executive Director has consulted with and received approval from Commission Chairman Cris Johnston to exercise the authority granted in Resolution 2012-151.

Discussion

Based on the exigent circumstances surrounding the proposed transaction, and the possibility of extra costs being imposed on the licensee and the Commission, the Executive

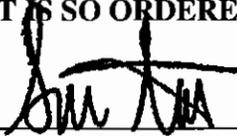
Director has determined that the transaction should be approved under authority granted in Resolution 2012-151.

Order

In accordance with and subject to Ind. Code 4-33-7 and 4-35-6 and Title 68 of the Indiana Administrative Code, the Commission has completed the background investigation and financial investigation of Matthew R. Brown and SUZOHAPP Gaming Solutions, Inc. The Commission has determined that Matthew R. Brown and SUZOHAPP Gaming Solutions, Inc. are substantially compliant with Indiana statutes and regulations and has satisfied the requirements for transfer of ownership under 68 IAC 5-1.

In accordance with and subject to the conditions set forth herein, the Commission hereby **APPROVES** the transfer of ownership interest from ACON to SUZOHAPP Gaming Solutions, Inc.

IT IS SO ORDERED THIS 28 DAY OF DECEMBER, 2016.



Sara Gonso Tait, Executive Director
Indiana Gaming Commission