SCIENTIFIC GAMES CORP
Form S-4/A
April 27, 2010

Table of Contents

As Filed With the Securities and Exchange Commission on April 27, 2010

Registration No. 333-165490

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2
to
FORM S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SCIENTIFIC GAMES INTERNATIONAL, INC.

(as Issuer)

(Exact Name of registrant as specified in its charter)

Delaware	**2754**	**58-1943521**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number))

SCIENTIFIC GAMES CORPORATION

(as guarantor)
(and the other guarantors identified in the Table of Additional Registrants below)

Delaware	**7373**	**81-0422894**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number))

Scientific Games Corporation
750 Lexington Avenue, 25th Floor
New York, New York 10022
(212) 754-2233

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Ira H. Raphaelson, Esq.
Scientific Games Corporation
750 Lexington Avenue, 25th Floor
New York, New York 10022
(212) 754-2233

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Marc D. Jaffe, Esq.
Senet S. Bischoff, Esq.
Latham & Watkins LLP
885 Third Avenue
New York, New York 10022
(212) 906-1200

Approximate date of commencement of proposed sale to the public:

As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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

Large accelerated filer ý	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

o Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

o Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

TABLE OF ADDITIONAL REGISTRANTS

Name of Additional Registrant	State of Incorporation or Formation	IRS Employer Identification Number	Commission File Number
Autotote Enterprises, Inc.**	Connecticut	06-1370549	333-165490-08
Autotote Gaming, Inc.***	Nevada	88-0415955	333-165490-07
MDI Entertainment, LLC***	Delaware	58-1943521	333-165490-06
Scientific Games Products, Inc.***	Delaware	45-0565615	333-165490-05
Scientific Games Racing, LLC***	Delaware	58-1943521	333-165490-04
Scientific Games SA, Inc.***	Delaware	58-1673074	333-165490-03
SG Racing, Inc.***	Delaware	74-3141546	333-165490-02
TRACKPLAY, LLC***	Delaware	03-0398820	333-165490-01

Addresses of Principal Executive Offices:

**

600 Long Wharf Drive
New Haven, CT 06511

***

1500 Bluegrass Lakes Parkway
Alpharetta, GA 30004

Table of Contents

The information in this prospectus is not complete and may be changed. We may not sell these securities or accept any offer to buy these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED APRIL 27, 2010

PRELIMINARY PROSPECTUS

$125,000,000

SCIENTIFIC GAMES INTERNATIONAL, INC.

(as Issuer)

SCIENTIFIC GAMES CORPORATION

(as Guarantor)

Exchange Offer for
9.250% Senior Subordinated Notes due 2019

The Exchange Offer:

Scientific Games International, Inc., referred to as the "Issuer," issued an additional $125,000,000 in aggregate principal amount of its 9.250% Senior Subordinated Notes due 2019 on November 5, 2009 and will exchange all $125,000,000 of the outstanding additional 9.250% senior subordinated notes due 2019, referred to as the "old notes," that are validly tendered and not validly withdrawn for an equal principal amount of 9.250% senior subordinated notes due 2019, referred to as the "new notes," that are, subject to specified conditions, freely transferable.

The exchange offer expires at 5:00 p.m., New York City time, on , 2010, unless extended. We do not currently intend to extend the expiration date.

You may withdraw tenders of old notes at any time prior to the expiration date of the exchange offer.

Neither Scientific Games Corporation nor the Issuer will receive any cash proceeds from the exchange offer.

The New Notes:

We are offering new notes to satisfy certain obligations under the registration rights agreement entered into in connection with the private offering of the old notes.

The terms of the new notes are substantially identical to the old notes, except that the new notes, subject to specified conditions, will be freely transferable.

The new notes will be guaranteed on a senior subordinated unsecured basis by Scientific Games Corporation and all of its 100%-owned domestic subsidiaries (other than the Issuer), which are referred to as the "guarantors."

We do not plan to list the new notes on a national securities exchange or automated quotation system.

Please see "Risk Factors" beginning on page 18 of this prospectus for a discussion of certain factors that you should consider before participating in this exchange offer.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes as required by applicable securities laws and regulations. The letter of transmittal states that, by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act.

This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of up to 180 days after the expiration of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale.

None of the Securities and Exchange Commission, any state securities commission, the Nevada Gaming Commission, the Nevada State Gaming Control Board, the Mississippi Gaming Commission, the Louisiana Gaming Control Board, the Indiana Gaming Commission, the New Jersey Casino Control Commission or any other gaming authority or other regulatory agency has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2010.

Table of Contents

TABLE OF CONTENTS

We have not authorized any dealer, salesperson or other person to give any information or represent anything to you other than the information contained in this prospectus. You must not rely on unauthorized information or representations.

This prospectus does not offer to sell nor ask for offers to buy any of the securities in any jurisdiction where it is unlawful, where the person making the offer is not qualified to do so, or to any person who cannot legally be offered the securities. The information in this prospectus is current only as of the date on its cover and may change after that date.

This prospectus incorporates important business and financial information about us that is not included in or delivered with this document. You may obtain information incorporated by reference, at no cost, by writing or telephoning us at the following address:

Scientific Games Corporation
Attention: Investor Relations
750 Lexington Avenue, 25th Floor
New York, New York 10022
(212) 754-2233

To obtain timely delivery, you must request the information no later than five (5) business days prior to the expiration of the exchange offer, or , 2010. See "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference" beginning on page ii.

Table of Contents

INDUSTRY AND MARKET DATA

Certain market data and other statistical information included in this prospectus (including the documents incorporated by reference in this prospectus) are based on independent industry publications, government publications, reports by market research firms or other published independent sources. Some data is also based on our good faith estimates, which are derived from our review of internal surveys, as well as the independent sources listed above. Although we believe these sources are reliable, we have not independently verified the information and cannot guarantee its accuracy and completeness.

BASIS OF PRESENTATION

Unless the context indicates otherwise, references in this prospectus to Scientific Games International, Inc. and the "Issuer" refer to Scientific Games International, Inc., a Delaware corporation, the issuer of the new notes, and references to the "guarantors" refer to Scientific Games Corporation and its wholly owned domestic subsidiaries (other than the Issuer) that will guarantee the new notes. Unless the context indicates otherwise, references to "Scientific Games," "the Company," "we," "our," "ours" and "us" refer to Scientific Games Corporation and its consolidated subsidiaries, including the Issuer.

WHERE YOU CAN FIND MORE INFORMATION

The Issuer is not subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to Rule 12h-5 under the Exchange Act. Scientific Games Corporation, however, is subject to the informational requirements of the Exchange Act and, accordingly, files annual, quarterly and current reports, proxy statements and other information with the United States Securities and Exchange Commission (the "SEC"). You may read and copy any document we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room and its copy charges. Our SEC filings are also available to the public on the SEC's website at www.sec.gov.

We have filed with the SEC a registration statement on Form S-4 under the Securities Act with respect to the exchange offer. This prospectus does not contain all of the information contained in the registration statement and the exhibits to the registration statement. Copies of our SEC filings, including the exhibits to the registration statement, are available through us or from the SEC through the SEC's website or at its facilities described above.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

In this prospectus, we "incorporate by reference" information we file with the SEC (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with the SEC rules), which means that we can disclose important information to you by referring to that information. The information incorporated by reference is considered to be an important part of this prospectus. Any statement in a document incorporated by reference in this prospectus will be deemed to be modified or superseded to the extent a statement contained in this prospectus or any other subsequently filed document that is incorporated by reference in this prospectus modifies or supersedes such statement. In addition, information contained in this prospectus shall be modified or superseded by information in any such subsequently filed documents which are incorporated by reference in this prospectus. We incorporate by reference in this prospectus the following documents filed with the SEC pursuant to the Exchange Act:

Annual Report on Form 10-K for the year ended December 31, 2009, filed on March 1, 2010.

Current Reports on Form 8-K filed on February 1, 2010, February 10, 2010, February 19, 2010 and April 23, 2010.

Table of Contents

We also incorporate by reference any future filings made by us with the SEC (other than information furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K or as otherwise permitted by the SEC's rules) under Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act (i) on or after the date of this prospectus and prior to the termination of the offering, and any reoffering, of the securities offered hereby and (ii) after the date of the filing of Amendment No. 2 to the registration statement of which this prospectus is a part and prior to the effectiveness of the registration statement.

References in this prospectus to this prospectus will be deemed to include the documents incorporated by reference, which are an integral part of this prospectus. You should obtain and review carefully copies of the documents incorporated by reference. Any statement contained in the documents incorporated by reference will be modified or superseded for purposes of this prospectus to the extent that a statement contained in a subsequently dated document incorporated by reference or in this prospectus modifies or supersedes the statement. Information that we file later with the SEC will automatically update the information incorporated by reference and the information in this prospectus. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You may request a copy of these filings, at no cost, by writing or telephoning us at the address on page i of this prospectus. Exhibits to the filings will not be sent, however, unless those exhibits have been specifically incorporated by reference in this prospectus.

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained or incorporated by reference in this prospectus constitute "forward-looking statements." Forward-looking statements describe future expectations, plans, results or strategies, and can often be identified by the use of terminology such as "may," "will," "estimate," "intend," "continue," "believe," "expect," "anticipate," "could," "potential," "opportunity," or similar terminology. These statements are based upon management's current expectations, assumptions and estimates, and are not guarantees of future results or performance. Actual results may differ materially from those projected in these statements due to a variety of risks and uncertainties and other factors, including, among other things: competition; material adverse changes in economic and industry conditions; technological change; retention and renewal of existing contracts and entry into new or revised contracts; availability and adequacy of cash flow to satisfy obligations and indebtedness or future needs; protection of intellectual property; security and integrity of software and systems; laws and government regulations, including those relating to gaming licenses, permits and operations; inability to identify, complete and integrate future acquisitions; seasonality; inability to benefit from, and risks associated with, our joint ventures and strategic investments and relationships; inability to complete the proposed sale of our racing and venue management businesses; seasonality; inability to enhance and develop successful gaming concepts; dependence on suppliers and manufacturers; liability for product defects; factors associated with foreign operations; influence of certain stockholders; dependence on key personnel; failure to perform on contracts; resolution of pending or future litigation; labor matters; and stock market volatility. For a discussion of these and other factors that may affect our business, you should also read carefully the factors described in the "Risk Factors" section of this prospectus. Additional information regarding risks and uncertainties and other factors that could cause actual results to differ materially from those contemplated in forward-looking statements is included from time to time in the Company's filings with the SEC. Forward-looking statements speak only as of the date they are made and, except for the Company's ongoing obligations under the U.S. federal securities laws, the Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Table of Contents

SUMMARY

This is only a summary of the prospectus. You should read carefully the entire prospectus, including "Risk Factors," and our consolidated financial statements and related notes as well as the documents incorporated by reference in this prospectus, before making an investment decision.

Our Company

Overview

We were incorporated in the state of Delaware on July 2, 1984. We are a leading global supplier of products and services to lotteries, and a leading provider of gaming technology and content to other gaming operators worldwide. We also gain access to technology and pursue global expansion through strategic joint ventures and minority investments. We report our operations in three business segments: Printed Products Group; Lottery Systems Group; and Diversified Gaming Group.

Printed Products Group

Our Printed Products Group, which represented approximately 50% of our revenues in 2009, is primarily comprised of our instant lottery ticket business.

We believe we are the leading provider of instant lottery tickets in the world. We supply instant tickets to 43 of the 44 U.S. jurisdictions that currently sell instant lottery tickets, and we sell instant tickets and/or related services to lotteries in over 50 other countries. We operate six printing facilities across five continents and have the capacity to print in excess of 45 billion 2" × 4" standard instant ticket units annually. We believe that our extensive service offerings, coupled with our innovative products and extensive library of licensed properties, enable us to effectively support lotteries in increasing their retail sales of instant tickets.

Our instant ticket and related services businesses include ticket design and manufacturing, as well as value-added services including game design, sales and marketing support, specialty games and promotions, inventory management and warehousing and fulfillment services. Through our licensed properties business, we provide lotteries with access to some of the world's most popular entertainment brands, including Deal or No Deal®, Major League Baseball®, National Basketball Association, Harley-Davidson®, Wheel-of-Fortune®, Monopoly and World Poker Tour®. We also provide lotteries with customized partnerships, or cooperative service programs, to help them efficiently and effectively manage and support their operations to achieve greater retail sales and lower operating costs.

We also manufacture paper-based prepaid phone cards, which utilize the secure process employed by us in the production of instant lottery tickets, helping to ensure the integrity and reliability of the product. Prepaid phone cards offer consumers a cost-effective way to purchase cellular airtime, without requiring wireless service providers to extend credit or consumers to commit to contracts.

The Company has a 20% equity ownership interest in Consorzio Lotterie Nazionali ("CLN"), a consortium consisting principally of ourselves, Lottomatica Group S.p.A ("Lottomatica"), Arianna 2001, a company owned by the Federation of Italian Tobacconists, and Olivetti S.p.A. The consortium holds a concession from the Italian Monopoli di Stato to be the exclusive operator of the Italian Gratta e Vinci instant ticket lottery. The concession commenced in 2004 and expires on May 31, 2010. Under our contract with CLN, we supply instant lottery tickets, game development services, marketing support, the instant ticket management system and systems support during the term of the concession. We also participate in the profits or losses of CLN as a 20% equity owner, and assist Lottomatica in the lottery operations.

In October 2009, the members of CLN tendered for a new concession to operate the Gratta e Vinci instant ticket lottery upon the termination of CLN's existing concession. Although a maximum of four concessions could have been granted under the terms of the tender, our bidding group was the only group that submitted a bid. Under the terms of the tender, the winning bidding group would be

Table of Contents

responsible for upfront payments totaling €800.0 million (which upfront payments would be evenly divided in the event more than one bidding group was awarded a concession). We would be responsible for our pro rata share of these payments (which would be €160 million, assuming our bidding group was awarded the sole concession and our ownership interest in the entity that holds the new concession remains at 20%). The new concession would have an initial term of nine years (subject to a performance evaluation during the fifth year) and could be extended by the Monopoli di Stato for an additional nine years.

In November 2009, following a challenge to the tender process by another lottery operator that complained that the terms of the tender process were onerous to non-incumbent bidding groups, an administrative court in Italy voided the tender process. The ruling was appealed by the Italian regulatory authorities and CLN. On March 9, 2010, the appellate court issued an initial ruling that upheld the validity of the tender process, but struck down a term of the tender that contemplated CLN continuing to manage existing instant lottery games during a transition period through January 31, 2012. The court remanded the case to the Italian regulatory authorities for further action regarding completion of the tender process. Until the court's full opinion is made available and the Italian regulatory authorities determine the next steps in the tender process, we are unable to predict whether or to what extent the tender process will be amended or re-opened. Although we believe that our bidding group will be awarded a concession to continue to operate the instant ticket lottery following the termination of CLN's existing concession, there can be no assurance that our bidding group will be awarded such a concession or that other operators will not also be awarded a concession.

We have a 49% equity ownership interest in a joint venture that supplies instant tickets to the China Sports Lottery (the "CSL").

Lottery Systems Group

Our Lottery Systems Group, which represented approximately 28% of our revenues in 2009, is a leading provider of sophisticated, customized computer software, software support and equipment and data communication services to government sponsored and privately operated lotteries in the U.S. and internationally. We have contracts to operate online lottery systems with 13 of the 45 U.S. jurisdictions that operate online lotteries. We believe we are the second largest online lottery provider in Europe. Our Lottery Systems Group offering includes the provision of transaction processing software for the accounting and validation of both instant and online lottery games, point-of-sale terminals, central site computers, communications technology, and ongoing support and maintenance for these products. Central computer systems, terminals and associated software are typically provided in the U.S. through facilities management contracts, under which we deploy and operate the system on behalf of the lottery, and internationally through outright sales, which often include a service and maintenance component.

We are the exclusive instant ticket validation network provider to the CSL. In addition, we have a 50% equity ownership interest in Guard Libang, a provider of systems and services to a majority of the China Welfare Lottery jurisdictions.

Diversified Gaming Group

Our Diversified Gaming Group, which represented approximately 22% of our revenues in 2009, provides services and systems to private and public operators in the wide area gaming and pari-mutuel wagering industries, including server-based gaming machines, video lottery terminals ("VLTs") and sports betting systems and services.

The Diversified Gaming Group includes The Global Draw Limited and certain related companies ("Global Draw"), a leading supplier of gaming machines, central monitoring systems and game content to licensed bookmakers, primarily in betting shops in the U.K. and increasingly outside the U.K. with recent deployments in Austria, Mexico and the Caribbean. The Diversified Gaming Group also includes

Table of Contents

Games Media Limited ("Games Media"), a supplier of gaming terminals and content to U.K. public house ("pub") operators, and our racing and venue management businesses, which include Scientific Games Racing, a leading supplier of computerized systems for pari-mutuel wagering, and our venue management gaming operations in Connecticut, Maine and the Netherlands. We also have a 29.4% equity interest in Roberts Communications Network, LLC ("RCN"), which provides communications services to racing and non-racing customers.

On January 27, 2010, we entered into a definitive agreement to sell our racing and venue management businesses to Sportech Plc ("Sportech") for approximately $33 million in cash at closing, 39,742,179 shares of Sportech stock (valued at approximately $32 million as of the signing of the agreement), representing approximately 20% of the outstanding shares at closing, and $10 million in deferred cash consideration payable in September 2013. The transaction is expected to close in the first half of 2010, subject to the satisfaction of certain conditions, including the closing of Sportech's financing arrangements, receipt of certain regulatory approvals and other customary conditions. In connection with the pending sale, we have classified the businesses as held for sale and have taken a pre-tax charge of $54.4 million.

On January 21, 2010, we entered into a number of strategic agreements with Playtech Limited or its affiliates (collectively, "Playtech") to jointly develop and market Internet and land-based gaming products and services to regulated gaming operators. These agreements contemplate, among other things, the establishment of new joint ventures with Playtech to deliver comprehensive Internet gaming solutions to government-sponsored and other lotteries and certain other gaming operators under the brand name *Sciplay*. The joint ventures seek to capitalize on the combination of Playtech's Internet gaming software and content and our experience and relationships with government-sponsored and other gaming operators. Profits realized under these joint ventures would generally be evenly split between us and Playtech. In addition, we and Playtech have entered into strategic agreements relating to server-based gaming machines and VLTs and systems development, in which we will have access to Playtech's Videobet technology for our gaming terminal business in North America, the United Kingdom and other key jurisdictions. The agreements also contemplate Playtech leading the development of our next-generation central monitoring and control system that meets emerging industry standards and protocols.

Company Strengths

Attractive industry fundamentals. We operate in industries that we believe offer attractive fundamentals.

Lottery Industry: On a global basis, the lottery industry generated total retail sales of approximately $278 billion in calendar year 2008. The lottery industry is driven by the retail sales of lottery products sold primarily by government entities and government-sponsored lottery operators. During the severe economic downturn of 2009, the lottery industry proved to be relatively recession-resistant, registering an estimated 1% growth in the U.S. compared to a decline of approximately 7% in U.S. retail sales, according to the Census Bureau. We believe that meaningful opportunities exist to partner with many of our customers to address their budget deficits by increasing sales of lottery products. We also believe that growth opportunities exist in many jurisdictions throughout the world that are currently underserved, or not served at all, by lotteries.

Gaming Industry: We believe the gaming industry, particularly wide area gaming, where we focus, has substantial growth potential due to greater acceptance of gaming, easier access to gaming venues and increasing interest of governments in generating revenue from gaming. For example, in 2009, our server-based gaming business in U.K. licensed betting shops experienced 0.9% growth in gross win per day per machine (*i.e*, cash retained per day per machine after payout) and 4.5% growth in local currency revenues. We believe that this

Table of Contents

compares favorably to destination-based gaming jurisdictions, such as Las Vegas and Atlantic City, which reportedly experienced declines in gross gaming revenue of 9.4% and 13.2%, respectively, during 2009. In addition, as a result of the current economic environment, we believe there is potential for further liberalization and favorable regulatory changes in the wide area gaming industry, as governments seek enhanced revenues from gaming.

Leading industry positions. We are a leading, global provider of products and services to lotteries and a leading supplier of content, entertainment and interactive media. We attribute our leadership position in our businesses primarily to our well-established customer relationships and brand identities, our technological and marketing expertise, our ability to offer a broad array of content-driven products and value-added services, and our commitment to, and reputation for, rigorous compliance standards within the regulated gaming industry. We have invested heavily in security technologies, marketing information systems and branding initiatives that have allowed us to maintain our leadership positions.

Printed Products: We believe we are the world's leading supplier of instant tickets. We supply instant tickets to 43 of the 44 U.S. jurisdictions that currently sell instant lottery tickets, and we sell instant tickets and/or related services to lotteries in over 50 other countries. For the majority our U.S. instant ticket contracts, we are the primary supplier of instant lottery tickets. We operate six instant ticket production facilities across five continents and have annual production capacity in excess of 45 billion standard instant ticket units. We believe the efficiency and geographic and technological diversity of our printing facilities allow us to be a cost leader in the instant ticket industry. We also believe we maintain the largest portfolio of licensed properties in the industry.

Lottery Systems: We have contracts to operate online lotteries for 13 of the 45 U.S. jurisdictions that currently operate online lotteries, and we believe that we are the second largest online lottery systems provider in Europe. We also operate central monitoring systems linked to over 96,500 VLTs globally.

Diversified Gaming: We are a leading supplier of wide area gaming systems and terminals with approximately 14,500 terminals or gaming systems in licensed betting shops in the U.K. and approximately 2,800 terminals and gaming systems outside of the U.K. In addition, we have approximately 2,400 terminals located in U.K. pubs.

Recurring revenue model. We typically provide our lottery and diversified gaming services pursuant to long-term contracts. U.S. instant ticket lottery contracts typically have an initial term of three years and frequently include multiple renewal options held by the lotteries ranging from one to five years. Historically, we have experienced a high success rate on our re-bidding efforts for existing contracts. Under contracts in our instant lottery business, we typically receive either a fixed price for printing tickets for our customers or are compensated based on the retail sales of the products. Our U.S. online lottery contracts typically have a minimum initial term of five years, with additional renewal options held by the lotteries, with compensation to us based on a percentage of the retail sales generated by the lottery. Contracts in the wide area gaming industry are typically for an initial term of two to four years and we are typically paid a fee equal to a percentage of our customer's revenues generated from wagers on each terminal. For the year ended December 31, 2009, we estimate that approximately 93% of our revenues were recurring in nature.

Superior technology. We believe that we are a technology leader in our businesses. The increased application of computer-based technologies to the manufacturing and service of instant lottery tickets continues to separate the printing of instant lottery tickets from conventional forms of printing. We believe we are generally recognized within the lottery business as a leader in applying these technologies to the manufacture and sale of instant lottery tickets. In the

Table of Contents

Diversified Gaming Group, we believe that we are a technology leader in computerized wagering systems and related equipment. In our Global Draw business unit, we provide customers with a turnkey offering that includes remote management of game content and wagering terminals, central computer systems and data communications. We believe our strategic agreements with Playtech will provide us with access to leading technology that will expand the capabilities of our server-based gaming business and enable us to pursue Internet gaming opportunities where legally permitted. We intend to continue to explore joint ventures and other strategic relationships as a cost effective way to gain access to critical technology where we determine internal development to be uneconomical or infeasible.

Well-positioned to capitalize on growth opportunities. We believe that we are well-positioned to capitalize on trends and growth opportunities that we see in the lottery and gaming industries. Although the extent and timing is uncertain, we believe new growth opportunities will emerge as jurisdictions consider gaming revenues as a way to address significant budget shortfalls and fund public programs. In the lottery systems business, U.S. lotteries recently agreed to begin cross-selling Powerball® and Mega Millions lottery games, enabling players in all lottery states to play a large jackpot game four days a week. We believe this cross-selling will grow the online lottery business by exposing a larger population to these games (thereby increasing jackpots), and may only be the first step in expanding and differentiating the products offered by lotteries. In our instant ticket business, we see opportunities to expand the global footprint of instant tickets, as we believe instant ticket sales represent less than 20% of lottery sales outside of the U.S. We also expect continued growth in our existing instant ticket business from retailer expansion and growth in average selling price points. In addition, we believe there are opportunities to expand our services by supporting Internet-based lottery initiatives such as second chance drawings, player loyalty clubs and prize drawings. In wide area gaming, we believe growth opportunities exist in land-based venues, such as bars, restaurants, betting shops, racetracks and other easily accessible venues, as well as the Internet and other new media. We believe we can exploit these opportunities, particularly with our recently gained access to Playtech's leading terminal and Internet gaming technology.

Improving financial profile. During 2009, we increased our focus on cash flow generation and took a number of steps to improve our cost structure, as discussed in more detail below under " Business Strategies Maintain Financial Discipline." During the last year, we completed a number of financing transactions that have extended the weighted average maturity of our debt from approximately 3.1 years to approximately 5.2 years. We also managed liquidity concerns related to our convertible debentures and the earn-out payable in connection with our 2006 acquisition of Global Draw. As of the end of 2009, we had approximately $260 million of cash and cash equivalents and $168 million of capacity under our revolving credit facility. We believe these steps have improved our financial profile and position us to pursue growth opportunities.

Business Strategies

Our goal is to deliver sustainable, profitable growth and thereby create value for our stockholders. The following are the four primary elements of our strategy to accomplish this goal:

Build and Expand Our Core Businesses

We believe we have significant growth potential around the world, and our focus is on bringing new products, services and technology solutions to existing and new customers across geographies. We believe we can drive core business growth in our lottery and wide area gaming businesses in the following ways:

Lottery We believe new growth opportunities are likely to emerge in our core instant and online lottery business as jurisdictions seek to address significant budget shortfalls and fund public programs without raising taxes. In the U.S., we believe there is

Table of Contents

potential to increase instant ticket sales by expanding distribution to "big box" retail stores and other outlets. We also seek to grow our instant ticket business by bundling with our core instant ticket offering value-added products and services such as our recently-launched Properties Plus offerings relating to player tracking, second chance drawings, player loyalty programs and other programs. Outside the U.S., we are focused on expanding instant ticket penetration in both existing and new jurisdictions, particularly those undergoing technological and regulatory change. We believe that instant ticket penetration currently represents approximately 18% of lottery sales outside of the U.S., compared to approximately 57% of lottery sales in the U.S., and that this under-penetration presents us with growth opportunities.

Wide Area Gaming We believe many of the growth opportunities in the gaming industry will be in wide area gaming venues such as pubs, bars, restaurants, truck stops, betting shops and other easily accessible land-based venues, as well as via the Internet and other new media. We seek to expand our leadership position in server-based gaming machines in the U.K. to the U.S. and other jurisdictions, such as Mexico, the Caribbean and Austria (where permitted by law). We are also seeking to expand our growing gaming machine presence in U.K. pubs. We anticipate that our recently announced strategic relationship with Playtech will enable us to enhance and upgrade our gaming machine technology platform, providing a highly cost-effective way of delivering leading gaming content to land-based venues.

Pursue Strategic Initiatives and Focus the Portfolio on Growth

Beyond core business growth, we believe that joint ventures and other strategic relationships, such as those with Playtech, can offer us access to new and tactically important geographies, business opportunities and technological expertise, while simultaneously offering the potential for reducing capital requirements. In addition, we believe there is significant strategic value to focusing our portfolio on our core gaming and lottery businesses and divesting assets whose value can be best maximized by another entity (and, where appropriate, maintaining an ownership interest to share in any potential upside). We believe that the proposed sale of our racing and venue management businesses is an example of this component of our strategy.

Evolve our Business Model to Capitalize on Global Convergence Trends

We believe the global gaming industry is undergoing significant change, as players want the ability to play anytime and anywhere with one common electronic wallet, or account, to facilitate payment. As such, we believe the industry will be increasingly characterized by convergence, or the interlinking of land-based and virtual (*e.g.*, Internet) gaming technologies, networks and content. We also expect that regulators will play an increasingly important role in this convergence (often as sponsors and not just regulators) and that we will be well-positioned to capitalize on this trend in light of our deep and longstanding relationships with government-sponsored gaming entities. We believe that our recently announced Internet-focused joint ventures with Playtech, known as *Sciplay*, bring together a unique combination of experience, government relationships, content and technological expertise that has the potential to capitalize on these trends.

Maintain Financial Discipline

We believe that the long-term success of our strategy requires that we maintain strong financial discipline, continue to focus on enhancing operating efficiencies and make resource allocation decisions that focus on maximizing our return on investment.

Improving our Cost Structure We believe that building and maintaining a culture of disciplined cost management across the entire organization is critical to improving our

Table of Contents

margins. In 2009, we implemented a Profitability Improvement Program resulting in approximately $24 million of cost savings for 2009, which exceeded our goal of $15 to $20 million of savings. We have also commenced a global procurement initiative designed to optimize our purchasing efficiency by aggregating our purchasing power, ensuring competitive bids for large expenditures and outsourcing where appropriate. We have hired a chief procurement officer to oversee our efforts in this area.

Maximizing Cash Flow and Return on Investment We are focused on maximizing our cash flow and returns on invested capital, and we have implemented a rigorous process around capital allocation decisions. As a result, in 2009 we were able to reduce our capital expenditures by more than $118.0 million compared to 2008, which drove a meaningful improvement in cash flow for the year. We expect to continue to selectively bid on contracts on a basis that is consistent with our internal rate of return requirements. In addition, where appropriate, we expect to continue to pursue investment structures such as joint ventures that diversify and minimize our required capital investments and drive higher returns.

Strengthening our Balance Sheet and Improving our Liquidity We remain committed to strengthening our balance sheet and liquidity profile, building on the progress we made in 2009.

Corporate Information

Our principal executive offices are located at 750 Lexington Avenue, 25th Floor, New York, New York 10022 and our telephone number is (212) 754-2233. We maintain a website on the Internet at http://www.scientificgames.com. Our website and the information it contains are not a part of this registration statement.

The Issuer is a direct wholly owned subsidiary of Scientific Games Corporation. The Issuer's principal executive offices are located at 1500 Bluegrass Lakes Parkway, Alpharetta, Georgia 30004, and its telephone number is (770) 664-3700. The Issuer is our primary domestic operating company.

Table of Contents

The Exchange Offer

The following summary contains basic information about the exchange offer and the new notes. It does not contain all the information that is important to you. For a more complete understanding of the new notes, please refer to the sections of this prospectus entitled "The Exchange Offer" and "Description of Notes."

On November 5, 2009, the Issuer issued an additional $125.0 million in aggregate original principal amount of its 9.250% senior subordinated notes due 2019 (the old notes) in a private offering to a group of initial purchasers in reliance on exemptions from, or in transactions not subject to, the registration requirements of the Securities Act and applicable state securities laws. The old notes were, and the new notes will be, equal in right of payment with, of the same series as, and voted as a single class on any matter submitted to the holders of, the Issuer's $225.0 million aggregate principal amount of 9.250% senior subordinated notes due 2019 issued pursuant to an Indenture dated May 21, 2009 (the original 2019 notes). We refer to the old notes, the new notes and the original 2019 notes collectively herein as the "notes." The notes are unconditionally guaranteed, jointly and severally, on a senior subordinated unsecured basis, by the guarantors.

The Exchange Offer	The Issuer is offering to exchange an aggregate of $125.0 million principal amount of new notes for $125.0 million principal amount of the old notes. To exchange your old notes, you must properly tender them, and the Issuer must accept them. You may tender outstanding old notes only in denominations of the principal amount of $2,000 and integral multiples of $1,000 in excess thereof. The Issuer will exchange all old notes that you validly tender and do not validly withdraw. The Issuer will issue registered new notes promptly after the expiration of the exchange offer. The form and terms of the new notes will be substantially identical to those of the old notes except that the new notes will have been registered under the Securities Act. Therefore, the new notes will not be subject to certain contractual transfer restrictions, registration rights and certain additional interest provisions applicable to the old notes prior to consummation of the exchange offer.
Resale of New Notes	We believe that, if you are not a broker-dealer, you may offer new notes (together with the guarantees thereof) for resale, resell and otherwise transfer the new notes (and the related guarantees) without complying with the registration and prospectus delivery requirements of the Securities Act if you: acquired the new notes in the ordinary course of business; are not engaged in, do not intend to engage in and have no arrangement or understanding with any person to participate in a "distribution" (as defined under the Securities Act) of the new notes; and are not an "affiliate" (as defined under Rule 405 of the Securities Act) of the Issuer or any guarantor.

Table of Contents

	If any of these conditions are not satisfied, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction. Our belief that transfers of new notes would be permitted without registration or prospectus delivery under the conditions described above is based on the interpretations of the SEC given to other, unrelated issuers in transactions similar to the exchange offer. We cannot assure you that the SEC would take the same position with respect to the exchange offer. Each broker-dealer that receives new notes for its own account in exchange for old notes, where the old notes were acquired by it as a result of market-making activities or other trading activities, may be deemed to be an "underwriter" within the meaning of the Securities Act and must acknowledge that it will deliver a prospectus that meets the requirements of the Securities Act in connection with any resale of the new notes. However, by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on , 2010, unless we extend it.
Withdrawal	You may withdraw your tender of old notes under the exchange offer at any time before the exchange offer expires. Any withdrawal must be in accordance with the procedures described in "The Exchange Offer Withdrawal Rights."
Procedures for Tendering Old Notes	Each holder of old notes that wishes to tender old notes for new notes pursuant to the exchange offer must, before the exchange offer expires, either: transmit a properly completed and duly executed letter of transmittal, together with all other documents required by the letter of transmittal, including the old notes, to the exchange agent, or if old notes are tendered in accordance with book-entry procedures, arrange with The Depository Trust Company ("DTC"), to cause to be transmitted to the exchange agent an agent's message indicating, among other things, the holder's agreement to be bound by the letter of transmittal, or comply with the procedures described below under " Guaranteed Delivery." A holder of old notes that tenders old notes in the exchange offer must represent, among other things, that: the holder is not an "affiliate" of the Issuer or any guarantor as defined under Rule 405 of the Securities Act;

Table of Contents

	the holder is acquiring the new notes in its ordinary course of business; the holder is not engaged in, does not intend to engage in and has no arrangement or understanding with any person to participate in a distribution of the new notes within the meaning of the Securities Act; if the holder is a broker-dealer that will receive new notes for its own account in exchange for outstanding notes that were acquired as a result of market-making or other trading activities, then the holder will deliver a prospectus in connection with any resale of the new notes; and the holder is not acting on behalf of any person who could not truthfully make the foregoing representations. Do not send letters of transmittal, certificates representing old notes or other documents to us or DTC. Send these documents only to the exchange agent at the address given in this prospectus and in the letter of transmittal.
Special Procedures for Tenders by Beneficial Owners of Old Notes	If you beneficially own old notes, those old notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee or custodian, and you wish to tender your old notes in the exchange offer, you should contact the registered holder as soon as possible and instruct it to tender the old notes on your behalf and comply with the instructions set forth in this prospectus and the letter of transmittal.
Guaranteed Delivery	If you hold old notes in certificated form or if you own old notes in the form of a book-entry interest in a global note deposited with the trustee, as custodian for DTC, and you wish to tender those old notes but the certificates for your old notes are not immediately available or all required documents are unlikely to reach the exchange agent before the exchange offer expires, or you cannot complete the procedure for book-entry transfer on time, you may tender your old notes in accordance with the procedures described in "The Exchange Offer Procedures for Tendering Old Notes Guaranteed Delivery."

Table of Contents

Consequences of Not Exchanging Old Notes	If you do not tender your old notes or we reject your tender, your old notes will remain outstanding and will continue to be subject to the provisions in the indenture regarding the transfer and exchange of the old notes and the existing restrictions on transfer set forth in the legends on the old notes. In general, the old notes may not be offered or sold unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Holders of old notes will not be entitled to any further registration rights under the registration rights agreement. We do not currently plan to register the old notes under the Securities Act.
	You do not have any appraisal or dissenters' rights in connection with the exchange offer.
Material U.S. Federal Income Tax Considerations	Your exchange of old notes for new notes will not be treated as a taxable exchange for U.S. federal income tax purposes. See "Material U.S. Federal Income Tax Considerations."
Conditions to the Exchange Offer	The exchange offer is subject to the conditions that it not violate applicable law or any applicable interpretation of the staff of the SEC. The exchange offer is not conditioned upon any minimum principal amount of old notes being tendered for exchange.
Use of Proceeds	We will not receive any cash proceeds from the exchange offer.
Acceptance of Old Notes and Delivery of New Notes	Subject to the satisfaction or waiver of the conditions to the exchange offer, we will accept for exchange any and all old notes properly tendered prior to the expiration of the exchange offer. We will complete the exchange offer and issue the new notes promptly after the expiration of the exchange offer.
Exchange Agent	The Bank of Nova Scotia Trust Company of New York is serving as exchange agent for the exchange offer. The address and the facsimile and telephone numbers of the exchange agent are provided in this prospectus under "The Exchange Offer Exchange Agent" and in the letter of transmittal.

Table of Contents

The New Notes

The exchange offer applies to the $125.0 million principal amount of the old notes outstanding as of the date hereof. The form and the terms of the new notes will be identical in all material respects to the form and the terms of the old notes except that the new notes:

- will have been registered under the Securities Act;
- will not be subject to restrictions on transfer under the Securities Act;
- will not be entitled to the registration rights that apply to the old notes; and
- will not be subject to any increase in annual interest rate as described below under "Description of Notes Registration Rights."

The new notes evidence the same debt as the old notes exchanged for the new notes and will be entitled to the benefits of the same indenture under which the old notes, and the original 2019 notes, were issued, which is governed by New York law. The old notes are, and the new notes will be, equal in right of payment with, of the same series as, and vote on any matter submitted to holders of the original 2019 notes. Following the exchange offer, the new notes will trade as a single class of notes with the original 2019 notes. See "Description of Notes."

Issuer	Scientific Games International, Inc., a Delaware corporation and a direct wholly owned subsidiary of Scientific Games Corporation.
Securities Offered	$125.0 million in principal amount of 9.250% Senior Subordinated Notes due 2019.
Maturity Date	The notes will mature on June 15, 2019.
Interest Payment Dates	June 15 and December 15 of each year, commencing December 15, 2009.
Optional Redemption	The Issuer may redeem some or all of the notes at any time prior to June 15, 2014 at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest, if any, to the date of redemption plus a "make-whole" premium. The Issuer may redeem some or all of the notes on or after June 15, 2014 at the redemption prices listed under "Description of Notes Redemption Optional Redemption," plus accrued and unpaid interest, if any, to the date of redemption. In addition, at any time prior to June 15, 2012, the Issuer may redeem up to 35% of the initially outstanding aggregate principal amount of the notes at a redemption price of 109.25% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of redemption, with the net cash proceeds contributed to the capital of the Issuer from one or more equity offerings of the Company. See "Description of Notes Redemption Optional redemption upon equity offering."
Regulatory Redemption	The notes are subject to redemption requirements imposed by gaming laws and regulations of gaming authorities in jurisdictions in which we conduct gaming operations. See "Description of Notes Redemption Regulatory redemption."

Table of Contents

Guarantees	The old notes are, and the new notes will be, fully and unconditionally guaranteed on a senior subordinated basis, jointly and severally, by the Company and each of its wholly owned domestic subsidiaries (other than the Issuer).
Ranking	The new notes will be the Issuer's unsecured senior subordinated obligations and will rank: junior in right of payment to all of the Issuer's existing and future senior indebtedness, including its indebtedness under our credit facilities; equal in right of payment with the Issuer's existing and future senior subordinated indebtedness, including the old notes, the original 2019 notes, its 7.875% senior subordinated notes due 2016 (referred to as the "2016 notes"), its guarantee of the Company's 6.25% senior subordinated notes due 2012 (referred to as the "2012 notes" and, together with the 2016 notes, the "existing notes") and its guarantee of the Company's 0.75% convertible senior subordinated debentures due 2024 (referred to as the "convertible debentures") ; senior in right of payment to any of the Issuer's future indebtedness that is expressly subordinated in right of payment to the new notes; and structurally junior in right of payment to all of the liabilities of any of the Company's other subsidiaries that do not guarantee the new notes. Similarly, the guarantee of each guarantor of the new notes will rank: junior in right of payment to all of such guarantor's existing and future senior indebtedness, including its guarantee of borrowings under our credit facilities; equal in right of payment with any existing and future senior subordinated indebtedness of such guarantor, including (in the case of the Company) the 2012 notes, the convertible debentures and its guarantee of the old notes, the original 2019 notes and the 2016 notes and (in the case of each of the other guarantors) its guarantee of the old notes, the original 2019 notes, the existing notes and the convertible debentures; senior in right of payment to any future indebtedness of such guarantor that is expressly subordinated in right of payment to its guarantee of the new notes; and structurally junior in right of payment to all of the liabilities of any subsidiary of such guarantor if that subsidiary does not guarantee the new notes.

Table of Contents

	As of December 31, 2009: the Issuer had $622.4 million of senior indebtedness, including $82.1 million of outstanding and undrawn letters of credit, all of which was secured senior indebtedness under our credit facilities, with $167.9 million of additional availability under our credit facilities (all of which would be secured) (excluding the Issuer's obligations as a guarantor of the promissory notes with an aggregate principal amount of approximately £28.1 million, or approximately $45.5 million (based on the exchange rate used in our consolidated balance sheet as of December 31, 2009), issued in connection with the deferral of a portion of the earn-out and contingent bonuses that were payable in connection with our 2006 acquisition of Global Draw, referred to as the "Global Draw promissory notes"); the Company and the other guarantors of the new notes had $195.7 million of senior indebtedness in the form of outstanding surety bonds (excluding their obligations as guarantors of (1) the Issuer's obligations under our credit facilities and (2) the Global Draw promissory notes); the Issuer and the guarantors had $747.0 million of senior subordinated indebtedness outstanding, consisting entirely of the old notes, the original 2019 notes, the existing notes and the convertible debentures (or guarantees thereof); and our subsidiaries which are not guaranteeing the new notes had outstanding third-party liabilities of approximately $226.6 million, including the Global Draw promissory notes and trade payables.
Change of Control	If we experience a change of control, the Issuer will be required to repurchase the notes at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the purchase date. See "Description of Notes Change of Control."
Certain Covenants	The indenture governing the notes contains certain covenants which will, among other things, limit our ability and the ability of our restricted subsidiaries to: incur indebtedness; pay dividends or make distributions in respect of capital stock or make certain other restricted payments or investments; sell assets, including capital stock of our restricted subsidiaries; agree to payment restrictions affecting restricted subsidiaries;

Table of Contents

	enter into transactions with our affiliates; and merge, consolidate or sell all or substantially all of the Company's assets. These covenants are subject to important exceptions and qualifications described under the heading "Description of Notes Covenants."
No Public Market	The new notes are new securities and there is currently no established trading market for the new notes. The initial purchasers have advised us that they presently intend to make a market in the new notes. However, you should be aware that they are not obligated to make a market in the new notes and may discontinue their market-making activities at any time without notice. As a result, a liquid market for the new notes may not be available if you try to sell your new notes. We do not intend to apply for a listing of the new notes on any securities exchange or any automated dealer quotation system.
Use of proceeds	We will not receive any proceeds from the exchange offer. See "Use of Proceeds."

Risk Factors

Investment in the notes involves certain risks. You should carefully consider the information under "Risk Factors" and all other information included or incorporated by reference in this prospectus before investing in the notes.

Table of Contents

SUMMARY HISTORICAL AND CONSOLIDATED FINANCIAL DATA

The following table sets forth our summary historical financial data as of and for the periods indicated. The summary statement of operations data for the years ended December 31, 2007, 2008 and 2009 and the summary balance sheet data as of December 31, 2008 and 2009 have been derived from and should be read in conjunction with our audited consolidated financial statements, the notes thereto and the related "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K filed on March 1, 2010, which report is incorporated herein by reference. The summary balance sheet data as of December 31, 2007 has been derived from our audited consolidated financial statements for the year then ended.

	Years Ended December 31,		
	2007	2008	2009
	(in thousands, except per share amounts)		
Statement of operations data:			
Operating revenues:			
Instant ticket revenue	$ 498,179	$ 548,308	$ 453,238
Services	424,236	451,664	410,014
Sales	124,289	118,857	64,497
Total revenues	$ 1,046,704	$ 1,118,829	$ 927,749
Cost of instant ticket revenue (exclusive of depreciation and amortization)	283,924	331,501	270,836
Cost of services (exclusive of depreciation and amortization)	237,509	263,284	234,093
Cost of sales (exclusive of depreciation and amortization)	90,347	85,856	44,539
Selling, general and administrative expenses	165,080	184,213	168,248
Write-down of assets held for sale			54,356
Employee termination costs	3,642	13,695	3,920
Depreciation and amortization	160,366	218,643	151,784
Operating income (loss)	$ 105,836	$ 21,637	$ (27)
Net income (loss) available to common stockholders	$ 53,155	$ (4,485)	$ (39,879)
Basic net income (loss) available to common stockholders per share	$ 0.57	$ (0.05)	$ (0.43)
Diluted net income (loss) available to common stockholders per share	$ 0.55	$ (0.05)	$ (0.43)

	As of December 31,		
	2007	2008	2009
Balance sheet data:			
Cash and cash equivalents	$ 29,403	$ 140,639	$ 260,131
Total assets	2,098,786	2,182,453	2,291,792
Total long-term debt (including current installments)	1,043,938	1,239,467	1,367,063
Total stockholders' equity	693,591	595,829	619,758

Table of Contents

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for the years ended December 31, 2005, 2006, 2007, 2008 and 2009. For the purpose of determining the ratio of earnings to fixed charges, "earnings" consist of earnings (loss) before income tax expense (benefit) plus fixed charges, and "fixed charges" consist of interest expense, including amortization of deferred financing costs, plus one-third of rental expense (this portion is considered to be representative of the interest factor).

	Year Ended December 31,				
	2005	**2006**	**2007**	**2008**	**2009**
Ratio of earnings to fixed charges	3.3x	2.2x	1.5x	0.4x	0.1x

Table of Contents

RISK FACTORS

Before making any decision to participate in the exchange offer, you should carefully consider the following risk factors in addition to the other information contained in this prospectus and incorporated by reference in this prospectus, although the risk factors (other than those dealing specifically with the new notes) are generally applicable to the old notes as well as the new notes. Any of the following risks could materially and adversely affect our business, financial condition or results of operations. The risks described below are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition or results of operations. In the following discussion of risk factors, when we refer to the term "note" or "notes," we are referring to both the old notes and the new notes to be issued in the exchange offer.

Risks Relating to Our Business

We operate in highly competitive industries and our success depends on our ability to effectively compete with numerous domestic and foreign businesses.

We face competition from a number of domestic and foreign businesses, some of which have substantially greater financial resources than we do, which could impact our ability to win new contracts and renew existing contracts. We continue to operate in a period of intense price-based competition, which could affect the number and the profitability of the contracts we win.

Contract awards by lottery authorities are sometimes challenged by unsuccessful bidders, which can result in costly and protracted legal proceedings that can result in delayed implementation or cancellation of the award. In addition, the domestic lottery industry has matured such that the number of states conducting lotteries is unlikely to increase materially in the near-term.

We believe our principal competitors in the instant ticket lottery business are increasing their production capacity, which could increase pricing pressures in the instant ticket business and adversely affect our ability to win or renew instant ticket contracts or reduce the profitability of instant ticket contracts that we do win. Our domestic instant ticket business could also be adversely affected should additional foreign competitors in Canada or Mexico export their lottery products to the U.S. or should other foreign competitors establish printing facilities in the U.S., Canada or Mexico to supply the U.S.

We also face increased price competition in the online lottery business from our two principal competitors. Since late 2007, the lottery authorities in South Carolina, West Virginia, South Dakota, New Hampshire and Vermont awarded new online lottery contracts to our competitors. Our online lottery contracts with South Carolina, West Virginia and South Dakota terminated on November 15, 2008, June 27, 2009 and August 2, 2009, respectively, and our online lottery contracts with New Hampshire and Vermont each terminate on June 30, 2010. We also compete in the international instant ticket lottery business with low-price, low-quality printers in a regulated environment where laws are being reinterpreted so as to create competition from non-traditional lottery vendors and products.

Pricing pressures and potential privatization of some lotteries may also change the manner in which online and instant ticket contracts are awarded and the profitability of those contracts. Any future success of our lottery business will also depend, in part, on the success of the lottery industry in attracting and retaining players in the face of increased competition for these players' entertainment dollars, as well as our own success in developing innovative products and systems to achieve this goal. Our failure to achieve this goal could reduce revenues from our lottery operations. As a result of pressures on state and other government budgets, other forms of gaming may be legalized, which could adversely impact our business.

We also operate in competitive markets in other parts of our business. Our pari-mutuel business faces competition from other operators, other gaming venues such as casinos and state-sponsored lotteries and other forms of legal and illegal gaming. The market for pari-mutuel wagering has seen

Table of Contents

declines over a period of years and the continuing popularity of horse and dog racing is important to the operating results of our pari-mutuel business. Our other gaming-related businesses face competition from other vendors and illegal operators, as well as changes in law and regulation that can affect our future profitability. In our prepaid phone card business, we are operating in a period of intense price-based competition, which may continue to negatively affect our revenues and operating margins. Moreover, the cellular telephone industry is undergoing technological changes such that other technologies, including electronic commerce, could impact our growth opportunities and our customer relationships in connection with our prepaid phone card business.

Unfavorable economic conditions may adversely affect our business and financial condition.

Unfavorable general economic conditions have had and may continue to have a negative effect on our business and results of operations. We cannot fully predict the effects that the current economic slowdown will have on us as it also impacts our customers, vendors and business partners. However, we believe that the difficult economic conditions have contributed to reductions in spending on marketing by our customers and, in certain instances, less favorable terms under our contracts, as many of our customers face significant budget shortfalls.

We believe that the lottery and wide area gaming businesses are less susceptible to reductions in consumer spending than the destination gaming business (*e.g.*, resort/casino venues, which are typically less accessible than lottery and wide area gaming retail outlets) and other parts of the consumer sector. However, we believe that declines in consumer spending have adversely impacted the lottery and wide area gaming businesses to some extent, and further declines will likely exasperate these negative effects.

We have foreign operations, which subjects us to additional risks.

We are a global business and derive a substantial and growing portion of our revenue and profits from operations outside the U.S. In fiscal year ended December 31, 2009, we derived approximately 50% of our total revenues from our operations outside of the U.S. Our operations in foreign markets subject us to risks customarily associated with such operations, including:

the complexity of foreign laws, regulations and markets;

the impact of foreign labor laws and disputes;

other economic, tax and regulatory policies of local governments; and

the ability to attract and retain key personnel in foreign jurisdictions.

Additionally, foreign taxes paid by our foreign subsidiaries and joint venture interests on their earnings may not be recovered against our U.S. tax liability. At December 31, 2009, we had a deferred tax asset for our foreign tax credit ("FTC") carry forward of approximately $54.8 million. Although we will continue to explore tax planning strategies to use all of our FTC, at December 31, 2009, we established a valuation allowance of approximately $43.7 million against the FTC deferred tax asset to reduce the asset to the net amount our management estimates is "more likely than not" to be realized.

Our consolidated financial results are significantly affected by foreign currency exchange rate fluctuations. Foreign currency exchange rate exposures arise from current transactions and anticipated transactions denominated in currencies other than U.S. dollars and from the translation of foreign currency balance sheet accounts into U.S. dollar-denominated balance sheet accounts. We are exposed to currency exchange rate fluctuations because a significant portion of our revenues is denominated in currencies other than the U.S. dollar, particularly the British pound sterling and the Euro. Exchange rate fluctuations have in the past adversely affected our operating results and cash flows and may adversely affect our results of operations and cash flows and the value of our assets outside the U.S. in the future.

In addition, our ability to expand successfully in foreign jurisdictions involves other risks, including difficulties in integrating our foreign operations, risks associated with entering jurisdictions in which we

Table of Contents

may have little experience and the day-to-day management of a growing and increasingly geographically diverse company. Our investment in foreign jurisdictions often entails entering into joint ventures or other business relationships with locally based entities, which can involve additional risks arising from our lack of sole decision-making authority, our reliance on a partner's financial condition, inconsistency between our business interests or goals and those of our partners and disputes between us and our partners. In particular, our investment in CLN is a minority investment in an Italian consortium whose largest equity holder is Lottomatica, an Italian entity, and we do not control decisions relating to the governance of the consortium, including with respect to the distribution of its cash earnings.

Through our joint ventures and wholly owned foreign enterprises, we have lottery-related investments and business operations in China, from which we expect to derive a growing portion of income. Our business and results of operations in China are subject to a number of risks, including risks relating to our ability to finance our operations in China, the complex regulatory environment in China, the political climate in China, the Chinese economy and our joint venture and other business partners in China. Two of our joint ventures are with locally based state-owned enterprises, which can potentially heighten the joint venture-related risks described above relating to inconsistency of business interests and disputes.

We anticipate that continued lottery-related growth in China depends in part on sustained demand for lottery tickets at higher price points, as well as continued expansion of the retailer network and further optimization of retailer inventories. During 2009, we observed that retailers on occasion ran out of the most desirable and highest priced games and that retail sales declined in certain provinces after they had met their 2009 sales targets set by the CSL well in advance of the end of the year, notwithstanding continued product demand. In 2010, we understand that sales targets were adjusted to be more in line with product demand on a province by province basis. There can be no assurance that lottery ticket demand will be sustained at higher price points, and we cannot predict the rate of retailer expansion or the extent of inventory optimization.

We believe that our operations in China are in compliance with all applicable legal and regulatory requirements. However, there can be no assurance that legal and regulatory requirements in China will not change or that China's central or local governments will not impose new, stricter regulations or interpretations of existing regulations that would impose additional costs on our operations in China or even restrict or prohibit such operations. For example, comprehensive legislation regulating competition took effect in August 1, 2008. This law, among other things, prohibits certain types of agreements (unless they fall within specified exemptions) and certain behavior classified as abuse of dominant market position or intellectual property rights. Additionally, new lottery regulations providing for enhanced supervision of the lottery industry in China became effective on July 1, 2009. Although we do not believe these laws and regulations will have a material adverse effect on our results of operations, we cannot predict with certainty what impact such laws and regulations (or implementing rules or enforcement policy) will have on our business in China.

We may not realize the operating efficiencies, competitive position or financial results that we anticipate from our investments in foreign jurisdictions and our failure to effectively manage the foregoing risks associated with our operations in foreign jurisdictions could have a material adverse effect on our results of operations, business or prospects.

Our business is subject to evolving technology.

The markets for all of our products and services are affected by changing technology, new legislation and evolving industry standards. Our ability to anticipate or respond to such changes and to develop and introduce new and enhanced products and services on a timely basis will be a significant factor in our ability to expand, remain competitive, attract new customers and retain existing contracts.

Table of Contents

We can give no assurance that we will achieve the necessary technological advances or have the financial resources needed to introduce new products or services on a timely basis or that we will otherwise have the ability to compete effectively in the markets we serve.

We are heavily dependent on our ability to renew our long-term contracts with our customers and we could lose substantial revenue and profits if we are unable to renew certain of our contracts.

Generally, our contracts are for initial terms of one to five years, with optional renewal periods held by the customer. Upon the expiration of a contract, including any extensions thereof, new contracts may be awarded through a competitive bidding process. Since late 2007, the lottery authorities in South Carolina, West Virginia, South Dakota, New Hampshire and Vermont awarded new online lottery contracts to our competitors. Our revenues from our online contracts in these states represented approximately $23.0 million, or approximately 2%, of our total 2008 revenues.

In addition, CLN's existing concession from the Italian Monopoli di Stato under which CLN is the exclusive operator of the Italian Gratta e Vinci instant ticket lottery, and our contract to supply instant lottery tickets and other services to CLN, our largest customer, are scheduled to expire on May 31, 2010.

In October 2009, the members of CLN tendered for a new concession to operate the Gratta e Vinci instant ticket lottery upon the termination of CLN's existing concession. Although a maximum of four concessions could have been granted under the terms of the tender, our bidding group was the only group that submitted a bid. Under the terms of the tender, the winning bidding group would be responsible for upfront payments totaling €800.0 million (which upfront payments would be evenly divided in the event more than one bidding group was awarded a concession). We would be responsible for our pro rata share of these payments (which would be €160.0 million assuming our bidding group was awarded the sole concession and our ownership interest in the entity that holds the new concession remains at 20%). The new concession would have an initial term of nine years (subject to a performance evaluation during the fifth year) and could be extended by the Monopoli di Stato for an additional nine years.

In November 2009, following a challenge to the tender process by another lottery operator that complained that the terms of the tender process were onerous to non-incumbent bidding groups, an administrative court in Italy voided the tender process. The ruling was appealed by the Italian regulatory authorities and CLN. On March 9, 2010, the appellate court issued an initial ruling that upheld the validity of the tender process, but struck down a term of the tender that contemplated CLN continuing to manage existing instant lottery games during a transition period through January 31, 2012. The court remanded the case to the Italian regulatory authorities for further action regarding completion of the tender process. Until the court's full opinion is made available and the Italian regulatory authorities determine the next steps in the tender process, we are unable to predict whether or to what extent the tender process will be amended or re-opened. Although we believe that our bidding group will be awarded a concession to continue to operate the instant ticket lottery following the termination of CLN's existing concession, there can be no assurance that our bidding group will be awarded such a concession or that other operators will not also be awarded a concession.

In the event that our bidding group is awarded a new concession, we anticipate that our bidding group will form and capitalize a new vehicle to hold the concession consistent with the tender requirements. We have entered into a memorandum of understanding with our current CLN partners with respect to the formation and governance of any new concession vehicle on terms substantially similar to the terms governing CLN. However, we cannot guarantee that we will be able to enter into definitive governing agreements, nor can we predict the final terms of any such definitive agreements (including terms relating to the structure of the vehicle and governance rights).

We believe that the uncertainty related to the results of the tender process has reduced the rate of instant ticket orders CLN has recently received from the Italian lottery authority, which may have an

Table of Contents

adverse effect on CLN's results of operations for at least a portion of 2010. In addition, we expect that the capitalization and amortization of the significant upfront payments that would be payable by our joint venture if it were to be awarded a new concession will negatively impact the earnings from our share of the joint venture. We also anticipate that increased competition from the proliferation of other forms of gaming in Italy may put pressure on the results of operations of CLN (or the successor joint venture vehicle).

We are also required by certain of our lottery customers to provide surety or performance bonds in connection with our contracts. There can be no assurance that we will continue to be able to obtain surety or performance bonds on commercially reasonable terms or at all. Our inability to provide such bonds would materially and adversely affect our ability to renew existing, or obtain new, lottery contracts.

There can be no assurance that our current contracts will be extended or that we will be awarded new contracts as a result of competitive bidding processes in the future. The termination, expiration or failure to renew one or more of our contracts could cause us to lose substantial revenues and profits, which could have an adverse effect on our ability to win or renew other contracts or pursue acquisitions or other growth initiatives.

We may not have sufficient cash flows from operating activities, cash on hand and available borrowings under our credit facilities to finance required capital expenditures under new contracts, service our indebtedness and meet our other cash needs. These obligations require a significant amount of cash.

As indicated above, in the event our bidding group is the sole bidder to be awarded a new concession to operate the Gratta e Vinci instant ticket lottery in Italy, we expect that we would be required to make our pro rata share of the significant upfront payments that would be required of our bidding group, which would total €160.0 million assuming our ownership interest in the joint venture entity that holds the new concession remains at 20%. During 2009, we have taken steps in anticipation of any such award, including incurring additional debt, that provide us with sufficient liquidity as of the date hereof to make these payments. However, there can be no assurance as to our available liquidity at the time these payments may be due.

In addition, our online lottery, wide area gaming and pari-mutuel contracts generally require significant up-front capital expenditures for terminal assembly, software customization and implementation, systems 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 or our ability to obtain additional financing on commercially reasonable terms. If we do not have adequate liquidity or are unable to obtain financing for these up-front costs on favorable terms or at all, we may not be able to bid on certain contracts, which could restrict our ability to grow and have a material adverse effect on our results of operations.

Moreover, we may not realize the return on investment that we anticipate on new contracts due to a variety of factors, including lower than anticipated retail sales and unanticipated regulatory developments or litigation.

As of December 31, 2009, we had total indebtedness of approximately $1,367.1 million, or approximately 68.8% of our total capitalization, consisting primarily of senior secured term loan and revolving credit facilities under our credit agreement, the old notes, the original 2019 notes, and the existing notes. Our ability to make payments on and to refinance our indebtedness will depend on our ability to generate cash in the future. This, to some extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

If we are unable to generate sufficient cash flow from operations in the future to meet our commitments, we will be required to adopt one or more alternatives, such as refinancing or

Table of Contents

restructuring our indebtedness, selling material assets or operations or seeking to raise additional debt or equity capital. There can be no assurance that any of these actions could be completed on a timely basis or on satisfactory terms or at all, or that these actions would enable us to continue to satisfy our capital requirements. Moreover, our existing or future debt agreements contain restrictive covenants that may prohibit us from adopting these alternatives. Our failure to comply with these covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our debt.

On October 29, 2009, the Issuer entered into a commitment letter with J.P. Morgan Securities Inc. and JPMorgan Chase Bank, N.A. ("JPMorgan"), pursuant to which JPMorgan has committed, subject to certain conditions, to provide up to $75.0 million of senior secured term loans under one or more incremental term loan facilities pursuant to our credit agreement. Any proceeds from borrowings under these incremental term loan facilities would be available to be applied for general corporate purposes, which may include the payment of a portion of potential upfront payment or other obligations in connection with an award of a new Italian instant ticket lottery concession. The Issuer is not obligated to utilize this commitment or to borrow any amounts thereunder. This commitment expires on June 30, 2010.

Under the terms of the convertible debentures, the holders of the convertible debentures may require us to repurchase some or all of their debentures for cash on June 1, 2010 at a repurchase price equal to 100% of the principal amount of the debentures being repurchased, plus accrued and unpaid interest. As of December 31, 2009, there was approximately $9.9 million in aggregate principal amount of the convertible debentures outstanding. We expect to have enough available liquidity to retire all of the outstanding convertible debentures on June 1, 2010 if need be.

In addition, a substantial portion of our long-term indebtedness may accelerate and become due in early 2011 unless the Global Draw promissory notes are no longer outstanding on February 7, 2011 or our available liquidity exceeds the aggregate principal amount of such notes then outstanding plus $50.0 million. Although we expect that we will be able to satisfy this condition and thereby prevent the acceleration of such indebtedness, there can be no assurance that we will be able to do so. See " Risks Relating to the Notes The Global Draw promissory notes will mature in May and June 2011, and the 2012 notes will mature in December 2012. The maturity of borrowings under our credit facilities will be accelerated to February 2011 or September 2012, respectively, if certain conditions related to the Global Draw promissory notes or 2012 notes, as applicable, are not satisfied."

Our business depends on the protection of our intellectual property and proprietary information.

We believe that our success depends, in part, on protecting our intellectual property in the U.S. and in foreign countries. Our intellectual property includes certain patents and trademarks relating to our instant ticket games and wagering systems, as well as proprietary or confidential information that is not subject to patent or similar protection. Our intellectual property protects the integrity of our games, systems, products and services, which is a core value of the industries in which we operate. For example, our intellectual property is designed to ensure the security of the printing of our instant lottery tickets and prepaid phone cards and provide simple and secure validation of our lottery tickets. Competitors may independently develop similar or superior products, software, systems or business models. In cases where our intellectual property is not protected by an enforceable patent, such independent development may result in a significant diminution in the value of our intellectual property.

There can be no assurance that we will be able to protect our intellectual property. We enter into confidentiality or license agreements with our employees, vendors, consultants, and, to the extent legally permissible, our customers, and generally control access to, and the distribution of, our game designs, systems and other software documentation and other proprietary information, as well as the designs, systems and other software documentation and other information we license from others. Despite our

Table of Contents

efforts to protect these proprietary rights, unauthorized parties may try to copy our gaming products, business models or systems, use certain of our confidential information to develop competing products, or develop independently or otherwise obtain and use our gaming products or technology, any of which could have a material adverse effect on our business. Policing unauthorized use of our technology is difficult and expensive, particularly because of the global nature of our operations. The laws of other countries may not adequately protect our intellectual property.

There can be no assurance that our business activities, games, products and systems will not infringe upon the proprietary rights of others, or that other parties will not assert infringement claims against us. Any such claim and any resulting litigation, should it occur, could subject us to significant liability for damages and could result in invalidation of our proprietary rights, distract management, and/or require us to enter into costly and burdensome royalty and licensing agreements. Such royalty and licensing agreements, if required, may not be available on terms acceptable to us, or may not be available at all. In the future, we may also need to file lawsuits to defend the validity of our intellectual property rights and trade secrets, or to determine the validity and scope of the proprietary rights of others. Such litigation, whether successful or unsuccessful, could result in substantial costs and diversion of resources.

We rely on products and technologies that we license from third parties. There can be no assurance that these third-party licenses, or the support for such licenses, will continue to be available to us on commercially reasonable terms, if at all.

Our business competes on the basis of the security and integrity of our systems and products.

We believe that our success depends, in part, on providing secure products and systems to our vendors and customers. Attempts to penetrate security measures may come from various combinations of customers, retailers, vendors, employees and others. Our ability to monitor and ensure quality of our products is periodically reviewed and enhanced. Similarly, we constantly assess the adequacy of our security systems to protect against any material loss to any of our customers and the integrity of the product to end-users. There can be no assurance that our business will not be affected by a security breach or lapse, which could have a material adverse impact on our results of operations, business or prospects.

Our industry is subject to strict government regulations that may limit our existing operations and have a negative impact on our ability to grow.

In the U.S. and many other countries, lotteries, pari-mutuel and other forms of wagering must be expressly authorized by law. Once authorized, such activities are subject to extensive and evolving governmental regulation. Moreover, such gaming regulatory requirements vary from jurisdiction to jurisdiction. Therefore, we are subject to a wide range of complex gaming laws and regulations in the jurisdictions in which we are licensed. Most jurisdictions require that we be licensed, that our key personnel and certain of our security holders be found suitable or be licensed, and that our products be reviewed and approved before placement. If a license, approval or finding of suitability is required by a regulatory authority and we fail to seek or do not receive the necessary approval, license or finding of suitability, then we may be prohibited from distributing our products for use in the particular jurisdiction. While in the past we have been the subject of enforcement proceedings instituted by one or more regulatory bodies, we have been able to consensually resolve any such proceedings upon the implementation of remedial measures and/or the payment of settlements of monetary fines to such bodies. However, there can be no assurance that similar proceedings in the future will be similarly resolved, or that such proceedings will not have a material adverse impact on our ability to retain and renew existing licenses or to obtain new licenses in other jurisdictions.

Table of Contents

The regulatory environment in any particular jurisdiction may change in the future, and any such change could have a material adverse effect on our results of operations, business or prospects. Moreover, there can be no assurance that the operation of lotteries, pari-mutuel wagering facilities, video gaming machines, Internet gaming or other forms of lottery or wagering systems will be approved by additional jurisdictions or that those jurisdictions in which these activities are currently permitted will continue to permit such activities. Although we believe that we have developed procedures and policies designed to comply with the requirements of evolving laws, there can be no assurance that law enforcement or gaming regulatory authorities will not seek to restrict our business in their jurisdictions or even institute enforcement proceedings.

Moreover, in addition to the risk of an enforcement action, we also potentially risk an impact on our reputation in the event of any potential legal or regulatory investigation whether or not we are ultimately accused of or found to have committed any violation. We are required to obtain and maintain licenses from various state and local jurisdictions in order to operate certain aspects of our pari-mutuel business and we are subject to extensive background investigations and suitability standards in our lottery business. We also will become subject to regulation in any other jurisdiction where our customers operate in the future. There can be no assurance that we will be able to obtain new licenses or renew any of our existing licenses, or that if such licenses are obtained, that such licenses will not be conditioned, suspended or revoked, and the loss, denial or non-renewal of any of our licenses could have a material adverse effect on our results of operations, business or prospects. Lottery authorities generally conduct background investigations of the winning vendor and its employees prior to and after the award of a lottery contract. Generally, regulatory authorities have broad discretion when granting, renewing or revoking these approvals and licenses. Lottery authorities with which we do business may require the removal of any of our employees deemed to be unsuitable and are generally empowered to disqualify us from receiving a lottery contract or operating a lottery system as a result of any such investigation. Our failure, or the failure of any of our key personnel, systems or machines, in obtaining or retaining a required license or approval in one jurisdiction could negatively impact our ability (or the ability of any of our key personnel, systems or gaming machines) to obtain or retain required licenses and approvals in other jurisdictions. The failure to obtain or retain a required license or approval in any jurisdiction would decrease the geographic areas where we may operate and generate revenues, decrease our share in the gaming industry and put us at a disadvantage compared with our competitors.

Some jurisdictions also require extensive personal and financial disclosure and background checks from persons and entities beneficially owning a specified percentage (typically 5% or more) of our equity securities. The failure of these beneficial owners to submit to such background checks and provide required disclosure could jeopardize the award of a lottery contract to us or provide grounds for termination of an existing lottery contract. Additional restrictions are often imposed by international jurisdictions in which we market our lottery systems on foreign corporations, such as us, seeking to do business in such jurisdictions. In light of these regulations and the potential impact on our business, in 2007, our Board of Directors and our stockholders adopted an amendment to our restated certificate of incorporation that allows for the restriction of stock ownership by persons or entities who fail to comply with informational or other regulatory requirements under applicable gaming law, who are found unsuitable to hold our stock by gaming authorities or whose stock ownership adversely affect our ability to obtain, maintain, renew or qualify for a license, contract, franchise or other regulatory approval from a gaming authority. The licensing procedures and background investigations of the authorities that regulate our businesses and the amendment may inhibit potential investors from becoming significant stockholders or inhibit existing shareholders from retaining or increasing their ownership.

We have developed and implemented an internal compliance program in an effort to ensure that we comply with legal requirements imposed in connection with our wagering-related activities, as well

Table of Contents

as legal requirements generally applicable to all publicly traded corporations. The compliance program is run on a day-to-day basis by our Chief Compliance Officer with legal advice provided by our General Counsel and outside experts. The compliance program is overseen by the Compliance Committee of our Board of Directors, consisting of three outside directors. While we are firmly committed to full compliance with all applicable laws, there can be no assurance that such steps will prevent the violation of one or more laws or regulations, or that a violation by us or an employee will not result in the imposition of a monetary fine or suspension or revocation of one or more of our licenses.

The U.K. revenue and customs department has proposed to reclassify Skill With Prize ("SWP") machines as amusement machines subject to the amusement machine license duty. An April 1, 2010 deadline has been set for the filing of applications for new licenses for these machines that will make them subject to the same taxes as paid on SWPs, in the absence of which retroactive tax and penalties may be assessed with respect to such machines. If the proposed rate of tax remains unchanged, and to the extent it is found to be applicable to Games Media's SWP business, this will adversely affect the SWP component of Game Media's digital product offering to pub operators. It is unclear whether the U.K. Gambling Commission will require the provisions of the U.K. Gambling Act to also apply to such machines reclassified for tax purposes.

We may not succeed in realizing the anticipated benefits of our joint ventures and strategic investments and relationships.

Part of our corporate strategy is to pursue growth through joint ventures and strategic investments as a means to, among other things, gain access to new and tactically important geographies, business opportunities and technical expertise, while simultaneously offering the potential for reducing capital requirements.

These joint ventures and strategic investments currently include our CLN joint venture, our joint ventures in China and our minority interest in RCN, as well as our recently-announced joint ventures with Playtech to deliver Internet gaming solutions to government-sponsored and other lotteries and certain other gaming operators under the brand name *Sciplay*. In addition, we have entered into other strategic agreements with Playtech relating to gaming machines, VLTs and systems development that contemplate our use of and reliance on Playtech's technology. We cannot assure you that we will be able to successfully develop and market Internet and land-based gaming products under our agreements with Playtech.

We may not realize the anticipated benefits of these joint ventures, investments and other strategic relationships or others that we may enter into, or may not realize them in the timeframe expected. These arrangements pose significant risks that could have a negative effect on our operations, including: the potential diversion of our management's attention from our core business to, for example, integrate technologies; the potential failure to realize anticipated synergies, economies of scale or other value associated with the arrangements; unanticipated costs and other unanticipated events or circumstances; possible adverse effects on our operating results during any integration process; impairment charges if joint ventures, or strategic investments or relationships are not as successful as we originally anticipate; and our possible inability to achieve the intended objectives of the arrangements.

Furthermore, our joint ventures and other strategic relationships pose risks arising from our lack of sole decision-making authority, which may give rise to disputes between us and our joint venture and other strategic partners. Our joint venture and other strategic partners may have economic or business interests or goals that are inconsistent with our interests and goals, take actions contrary to our objectives or policies, undergo a change of control, experience financial and other difficulties or be unable or unwilling to fulfill their obligations under our arrangements.

Table of Contents

The failure to avoid the risks described above or other risks associated with such arrangements could have a material adverse effect on our business, financial condition and results of operation.

We may not be able to successfully complete the proposed sale of our racing and venue management businesses.

In January 2010, we entered into a definitive agreement to sell our racing and venue management businesses to Sportech for approximately $33 million in cash at closing, 39,742,179 shares of Sportech stock (valued at approximately $32 million as of the signing of the agreement), representing approximately 20% of the outstanding shares at closing, and $10 million in deferred cash consideration payable in September 2013. The closing of the transaction is conditioned upon, among other things, the closing of Sportech's financing arrangements, the receipt of certain regulatory approvals and other customary closing conditions. Subject to the satisfaction of these conditions, the transaction is expected to close in the first half of 2010. There can be no assurance that all of these conditions will be satisfied. If these conditions are not satisfied or waived, we may be unable to complete the transaction. If we fail to complete the transaction, it could have a material adverse effect on our business, financial condition or results of operation. In connection with the pending sale, we have classified the businesses as held for sale and have taken a pre-tax charge of $54.4 million.

We may be required to recognize additional impairment charges.

We assess our goodwill and other intangible assets and our long-lived assets as and when required by accounting principles generally accepted in the U.S. to determine whether they are impaired. In 2009, we recorded asset impairment charges of approximately $24.7 million primarily related to underperforming lottery systems contracts in Connecticut and Maryland. In 2008, we recorded approximately $76.2 million in impairment charges primarily related to the impairment of certain hardware and software assets and underperforming lottery systems contracts in Mexico and Oklahoma. In 2007, approximately $26.3 million in impairment charges were recorded related to the rationalization of our Printed Products Group operations. Refer to the heading "Critical Accounting Policies Valuation of long-lived and intangible assets and goodwill" of "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 1 (Description of the Business and Summary of Significant Accounting Policies) and Note 4 (Property and Equipment) included in the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K filed on March 1, 2010, which report is incorporated herein by reference, for additional discussion of impairment charges.

Our ability to complete future acquisitions of gaming and related businesses and integrate those businesses successfully could limit our future growth.

Part of our corporate strategy is to continue to pursue expansion and acquisition opportunities in gaming and related businesses. In connection with any such acquisitions, we could face significant challenges in managing and integrating the expanded or combined operations, including acquired assets, operations and personnel. There can be no assurance that acquisition opportunities will be available on acceptable terms or at all or that we will be able to obtain necessary financing or regulatory approvals to complete potential acquisitions. Our ability to succeed in implementing our strategy will depend to some degree upon the ability of our management to identify, complete and successfully integrate commercially viable acquisitions. Acquisition transactions may disrupt our ongoing business and distract management from other responsibilities.

Gaming opponents persist in their efforts to curtail the expansion of legalized gaming, which, if successful, could limit our existing operations.

Legalized gaming is subject to opposition from gaming opponents. There can be no assurance that this opposition will not succeed in preventing the legalization of gaming in jurisdictions where these

Table of Contents

activities are presently prohibited or prohibiting or limiting the expansion of gaming where it is currently permitted, in either case to the detriment of our business, financial condition, results and prospects.

Our revenues fluctuate due to seasonality and timing of equipment sales and, therefore, our periodic operating results are not guarantees of future performance.

Our pari-mutuel service revenues are subject to seasonality related to weather variations. The first and fourth quarters of the calendar year traditionally comprise the weakest period for our pari-mutuel wagering service revenue. 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. Additionally, the fourth quarter is typically the weakest quarter for Global Draw due to reduced wagering during the holiday season. This adversely affects the amounts wagered and our corresponding service revenues. In addition, our revenues in our Lottery Systems Group can be somewhat dependent on the size of jackpots of lottery games such as Powerball® and Mega Millions during the relevant period.

Lottery and wagering equipment sales and software license revenues usually reflect a limited number of large transactions, which may not recur on an annual basis. Consequently, revenues and operating margins can vary substantially from period to period as a result of the timing and magnitude of major equipment sales and software license revenue. As a general matter, lottery and wagering equipment sales generate lower operating margins than revenue from other aspects of our business. In addition, instant ticket and prepaid phone card sales may vary depending on the season and timing of contract awards, changes in customer budgets, ticket inventory levels, lottery retail sales and general economic conditions.

Our business could also be impacted by natural or man-made disasters such as Hurricane Katrina or the terrorist attack in New York on September 11, 2001. Although we have taken steps to have disaster recovery plans in place and maintain business interruption insurance, there can be no assurance that such an event would not have a significant impact on our business.

Our success depends in part on our ability to develop, enhance and/or introduce successful gaming concepts and game content.

In the Diversified Gaming Group, our Global Draw and Games Media businesses develop and source game content both internally and through third party suppliers. Games Media also seeks to secure third party brands for incorporation into its game content. We believe creative and appealing game content produces more revenue and net win for the gaming machine customers of these businesses and provides them with a competitive advantage, which in turn enhances the revenues of Global Draw and Games Media and their ability to attract new business or to retain existing business. In our lottery business, we believe that innovative gaming concepts and game content, such as multiplier games for our Lottery Systems Group and licensed brand game content for our Printed Products Group, can enhance the revenue of our lottery customers and distinguish us from our competitors. There can be no assurance that we will be able to sustain the success of our existing game content or effectively develop or obtain from third parties new and enhanced game content that will be widely accepted both by our customers and their end users.

We are dependent on our suppliers and contract manufacturers, and any failure of these parties to meet our performance and quality standards or requirements could cause us to incur additional costs or lose customers.

Our production of instant lottery tickets and prepaid phone cards, in particular, depends upon a continuous supply of raw materials, supplies, power and natural resources. Our operating results could be adversely affected by an interruption or cessation in the supply of these items or a serious quality assurance lapse.

Table of Contents

We transmit certain wagering data utilizing satellite transponders, generally pursuant to long-term contracts. The technical failure of any of these satellites would require us to obtain other communication services, including other satellite access. In some cases, we employ backup systems to limit our exposure in the event of such a failure. There can be no assurance of access to such other satellites or, if available, the ability to obtain the use of such other satellites on favorable terms or in a timely manner. While satellite failures are infrequent, the operation of satellites is outside of our control.

Our contracts for the broadcast of signals are usually one-year contracts. Because of competitive and other factors, we cannot provide assurance that these broadcast contracts will be renewed. Elimination of our access to racing broadcast signals could have a material adverse effect on racing revenue as well as our ability to expand the business into new markets.

In addition, Global Draw has entered into a number of significant contracts whose performance depends upon our third party suppliers delivering equipment on schedule for Global Draw to meet its contract commitments. Failure of the suppliers to meet their delivery commitments could result in Global Draw being in breach of and subsequently losing those contracts, which loss could have a material adverse effect on our results of operations.

We may be liable for product defects or other claims relating to our products.

Our products could be defective, fail to perform as designed or otherwise cause harm to our customers, their equipment or their products. If any of our products are defective, we may be required to recall the products and/or repair or replace them, which could result in substantial expenses and affect our profitability. Any problems with the performance of our products could harm our reputation, which could result in a loss of sales to customers and/or potential customers. In addition, if our customers believe that they have suffered harm caused by our products, they could bring claims against us that could result in significant liability. Any claims brought against us by customers may result in diversion of management's time and attention, expenditure of large amounts of cash on legal fees, expenses, and payment of damages, decreased demand for our products and services, and injury to our reputation. Our insurance may not sufficiently cover a large judgment against us or a large settlement payment, and is subject to customary deductibles, limits and exclusions.

We recognize significant earnings from our investment in CLN but we do not control distributions of its cash. CLN's existing concession to operate the Gratta e Vinci instant ticket lottery and our contract with CLN to supply CLN instant lottery tickets and other services are scheduled to expire in 2010.

We are a 20% equity owner in CLN, the income from which we account for under the equity method of accounting. Our investment in CLN resulted in a significant portion of our income in 2009. For the year ended December 31, 2009, we recorded equity in net income of approximately $49.7 million attributable to our interest in CLN. Our investment in CLN is a minority investment and we do not control decisions relating to the distribution of its cash earnings. Lottomatica, which owns one of our principal competitors, has a 63% interest in CLN. If CLN does not distribute earnings to its equity holders, we may record significant income attributable to our interest in CLN but will not receive commensurate cash flow.

In addition, CLN's existing concession as the exclusive operator of the Gratta e Vinci instant ticket lottery and our contract to supply instant lottery tickets and other services to CLN are scheduled to expire on May 31, 2010.

In October 2009, the members of CLN tendered for a new concession to operate the Gratta e Vinci instant ticket lottery upon the termination of CLN's existing concession. Although a maximum of four concessions could have been granted under the terms of the tender, our bidding group was the only group that submitted a bid. Under the terms of the tender, the winning bidding group would be

Table of Contents

responsible for upfront payments totaling €800.0 million (which upfront payments would be evenly divided in the event more than one bidding group was awarded a concession). We would be responsible for our pro rata share of these payments (which would total €160.0 million, assuming our bidding group was awarded the sole concession and our ownership interest in the entity that holds the new concession remains at 20%). The new concession would have an initial term of nine years (subject to a performance evaluation during the fifth year) and could be extended by the Monopoli di Stato for an additional nine years.

In November 2009, following a challenge to the tender process by another lottery operator that complained that the terms of the tender process were onerous to non-incumbent bidding groups, an administrative court in Italy voided the tender process. The ruling was appealed by the Italian regulatory authorities and CLN. On March 9, 2010, the appellate court issued an initial ruling that upheld the validity of the tender process, but struck down a term of the tender that contemplated CLN continuing to manage existing instant lottery games during a transition period through January 31, 2012. The court remanded the case to the Italian regulatory authorities for further action regarding completion of the tender process. Until the court's full opinion is made available and the Italian regulatory authorities determine the next steps in the tender process, we are unable to predict whether or to what extent the tender process will be amended or re-opened. Although we believe that our bidding group will be awarded a concession to continue to operate the instant ticket lottery following the termination of CLN's existing concession, there can be no assurance that our bidding group will be awarded such a concession or that other operators will not also be awarded a concession.

In the event that our bidding group is awarded a new concession, we anticipate that our bidding group will form and capitalize a new vehicle to hold the concession consistent with the tender requirements. We have entered into a memorandum of understanding with our current CLN partners with respect to the formation and governance of any new concession vehicle on terms substantially similar to the terms governing CLN. However, we cannot guarantee that we will be able to enter into definitive governing agreements, nor can we predict the final terms of any such definitive agreements (including terms relating to the structure of the vehicle and governance rights).

We believe that the uncertainty related to the results of the tender process has reduced the rate of instant ticket orders CLN has recently received from the Italian lottery authority, which may have an adverse effect on CLN's results of operations for at least a portion of 2010. In addition, we expect that the capitalization and amortization of the significant upfront payments that would be payable by our joint venture if it were to be awarded a new concession will negatively impact the earnings from our share of the joint venture. We also anticipate that increased competition from the proliferation of other forms of gaming in Italy may put pressure on the results of operations of CLN (or the successor joint venture vehicle).

Certain holders of our common stock exert significant influence over the Company and may make decisions with which other stockholders may disagree.

In August 2004, MacAndrews & Forbes Holdings Inc. was issued approximately 25% of our outstanding common stock in connection with its conversion of our then outstanding Series A Convertible Preferred Stock. According to a Form 4 filed with the SEC on March 8, 2010, this holder beneficially owns 26,385,737 shares of our common stock, or approximately 28% of our currently outstanding common stock. Such holder is entitled to appoint up to four members of our Board of Directors under a stockholders' agreement with us, as supplemented, which we originally entered into with holders of the Series A Convertible Preferred Stock, and certain actions of the Company require the approval of such holder. As a result, this holder has the ability to exert significant influence over our business and may make decisions with which other stockholders may disagree, including, among other things, delaying, discouraging or preventing a change of control of the Company or a potential merger, consolidation, tender offer, takeover or other business combination.

Table of Contents

We are dependent on our employees.

Our ability to develop and market innovative products and services depends on our ability to recruit and retain talented employees. The market for qualified executives and highly skilled employees is very competitive. The loss or unavailability of key employees could adversely affect our ability to compete.

We could incur costs in the event of violations of or liabilities under environmental laws.

Our operations and real properties are subject to U.S. and foreign environmental laws and regulations, including those relating to air emissions, the management and disposal of hazardous substances and wastes, and the cleanup of contaminated sites. We could incur costs, including cleanup costs, fines or penalties, and third-party claims as a result of violations of or liabilities under environmental laws. Some of our operations require environmental permits and controls to prevent or reduce environmental pollution, and these permits are subject to review, renewal and modification by issuing authorities. We believe that our operations are currently in substantial compliance with all environmental laws, regulations and permits and have not historically incurred material costs for noncompliance with, or liabilities under, these requirements.

Failure to perform under our lottery contracts may result in litigation, substantial monetary liquidated damages and contract termination.

Our business subjects us to contract penalties and risks of litigation, including due to potential allegations that we have not fully performed under our contracts or that goods or services we supply are defective in some respect. Litigation is pending in Colombia arising out of the termination of certain Colombian lottery contracts in 1993. An agency of the Colombian government has asserted claims against certain parties, including the Issuer, which owned a minority interest in Wintech de Colombia S.A., or Wintech (now liquidated), the former operator of the Colombian national lottery. The claims are for, among other things, contract penalties, interest and the costs of a bond issued by a Colombian surety. For additional information regarding this litigation, see "Item 3 Legal Proceedings" included in our Annual Report on Form 10-K filed on March 1, 2010, which report is incorporated by reference herein. Although we believe that any potential losses arising from this litigation will not result in a material adverse effect on our consolidated financial position or results of operations, we cannot predict the final outcome, and there can be no assurance that this litigation will not be finally resolved adversely to us or result in material liability.

In addition, our lottery contracts typically permit a lottery authority to terminate the contract at any time for material failure to perform, other specified reasons and, in many cases, for no reason at all. Lottery contracts to which we are a party also frequently contain exacting implementation schedules and performance requirements and the failure to meet these schedules and requirements may result in substantial monetary liquidated damages, as well as possible contract termination. We are also required by certain of our lottery customers to provide surety or performance bonds. We have paid or incurred liquidated damages under our lottery contracts and material amounts of liquidated damages could be imposed on us in the future, which could, if imposed, have a material adverse effect on our results of operations, business or prospects.

Labor disputes may have an adverse effect on our operations.

Although we have increasingly automated our pari-mutuel field operations and created two hub centers, we have union employees in our pari-mutuel field operations in the U.S. and Canada. We collectively bargain with the labor unions that represent these employees. The collective bargaining agreement representing the majority of our union employees in our pari-mutuel field operations in the U.S. runs through October 2011. The collective bargaining agreement relating to our Canadian racing

Table of Contents

operations expired on October 20, 2009. We are presently in negotiations with respect to our agreement relating to Canadian racing operations. Although we believe we will be able to reach a new collective bargaining agreement covering our Canadian racing operations, there can be no assurance that we will be able to do so. In addition, notwithstanding these agreements and negotiations, if we were to experience a union strike or work stoppage, it would be difficult to find sufficient replacement employees with the proper skills. Certain of our other employees are represented by unions, including certain employees at our printing facilities in Australia, Canada, Chile and the United Kingdom and at one of our Connecticut off-track betting locations. There can be no assurance that we will not encounter any conflicts or strikes with any labor union that represents our employees, which could have an adverse effect on our business or results of operations, could cause us to lose customers or could cause our customers' operations to be affected and might have permanent effects on our business.

The price of our common stock has been volatile and may continue to be volatile.

Our stock price may fluctuate in response to a number of events and factors, such as, variations in operating results, actions by various regulatory agencies, litigation, market perceptions of our financial reporting, financial estimates and recommendation by securities analysts, rating agency reports, performance of other companies that investors or security analysts deem comparable to us, news reports relating to our business, our markets or general market conditions. During the 52-week period ended March 11, 2010, our stock price fluctuated between a high of $20.16 and a low of $10.14. This significant stock price fluctuation may make it more difficult for our stockholders to sell their common stock when they want and at prices they find attractive.

Risks Relating to the Notes

Our indebtedness could make it more difficult to pay our debts, divert our cash flow from operations for debt payments, limit our ability to borrow funds and increase our vulnerability to general adverse economic and industry conditions.

As of December 31, 2009, we had total debt of approximately $1.4 billion, or approximately 69%, of our total capitalization. Our debt service obligations with respect to this debt could have an adverse impact on our earnings and cash flow for as long as the indebtedness is outstanding.

Our indebtedness could have important consequences to holders of the notes. For example, it could:

- make it more difficult to pay our debts, including payments on the notes, as they become due during general negative economic and market industry conditions because if our revenues decrease due to general economic or industry conditions, we may not have sufficient cash flow from operations to make our scheduled debt payments;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate and, consequently, place us at a competitive disadvantage to our competitors with less debt;
- require a substantial portion of our cash flow from operations for debt payments, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes;
- make us more highly leveraged than some of our competitors, which could place us at a competitive disadvantage; and
- limit our ability to borrow additional funds.

Table of Contents

Despite our current levels of debt, we may still incur more debt and increase the risks described above.

We may be able to incur significant additional indebtedness in the future. For example, as of December 31, 2009, there was $167.9 million of additional availability under the revolving credit facility, and we have entered into a commitment letter pursuant to which one of our lenders has committed, subject to certain conditions, to provide us with up to $75.0 million of additional senior secured term loans. If we add new debt to our current debt levels, the related risks that we now face could intensify, making it less likely that we will be able to fulfill our obligations to holders of the notes.

We may not have sufficient cash flows from operating activities, cash on hand and available borrowings under our credit facilities to service our indebtedness and meet our other cash needs. These obligations require a significant amount of cash.

Our ability to make payments on and to refinance our indebtedness will depend on our ability to generate cash in the future. This, to some extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. We cannot assure you that our future cash flow, cash on hand or available borrowings will be sufficient to meet our obligations and commitments. If we are unable to generate sufficient cash flow from operations in the future to service our indebtedness and to meet our other commitments, we will be required to adopt one or more alternatives, such as refinancing or restructuring our indebtedness (including the notes), selling material assets or operations or seeking to raise additional debt or equity capital. We cannot assure you that any of these actions could be effected on a timely basis or on satisfactory terms or at all, or that these actions would enable us to continue to satisfy our capital requirements. In addition, our existing or future debt agreements, including the indenture governing the notes and the existing notes and the credit facilities, will contain restrictive covenants that may prohibit us from adopting any of these alternatives. Our failure to comply with these covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our debt. See "Description of Other Indebtedness" and "Description of Notes."

Our credit facilities and the indentures governing the notes, the convertible debentures and our existing notes impose certain restrictions. Failure to comply with any of these restrictions could result in the acceleration of the maturity of our indebtedness. Were this to occur, we would not have sufficient cash to pay our accelerated indebtedness.

The operating and financial restrictions and covenants in our debt agreements, including our credit facilities and the indentures governing the notes, our convertible debentures and the existing notes, may adversely affect our ability to finance future operations or capital needs or to engage in new business activities. Our credit facilities and/or indentures restrict our ability to, among other things:

declare dividends or redeem or repurchase capital stock;

prepay, redeem or purchase other debt;

incur liens;

make loans, guarantees, acquisitions and investments;

incur additional indebtedness;

engage in sale and leaseback transactions;

amend or otherwise alter debt and other material agreements;

make capital expenditures;

engage in mergers, acquisitions or asset sales;

33

Table of Contents

transact with affiliates; and

alter the business we conduct.

In addition, our credit facilities require us to maintain certain financial ratios. As a result of these covenants, we will be limited in the manner in which we can conduct our business, and may be unable to engage in favorable business activities or finance future operations or capital needs. Accordingly, these restrictions may limit our ability to successfully operate our business. A failure to comply with the restrictions contained in the credit facilities or the indentures, or to maintain the financial ratios required by the credit facilities, could lead to an event of default which could result in an acceleration of the indebtedness. See "Description of Other Indebtedness Credit Facilities" for additional information regarding these financial ratios.

There can be no assurance that our future operating results will be sufficient to enable compliance with the covenants in our credit facilities, our indentures or other indebtedness or to remedy any such default. In addition, in the event of an acceleration, we may not have or be able to obtain sufficient funds to make any accelerated payments.

The Global Draw promissory notes will mature in May and June 2011, and the 2012 notes will mature in December 2012. The maturity of borrowings under our credit facilities will be accelerated to February 2011 or September 2012, respectively, if certain conditions related to the Global Draw promissory notes or 2012 notes, as applicable, are not satisfied.

As of December 31, 2009, there was approximately £28.1 million in aggregate principal amount of the Global Draw promissory notes outstanding. The Global Draw promissory notes mature in May and June 2011. In connection with the maturity of the Global Draw promissory notes, the terms of our credit facilities provide that the term loan facility and revolving credit facility will both mature on February 7, 2011 unless either:

no such promissory notes remain outstanding on such date; or

the sum of the aggregate unused and revolving facility commitments plus unrestricted cash held by the Issuer and the guarantors on such date is not less than the sum of the principal amount of such promissory notes then outstanding plus $50.0 million.

As of December 31, 2009, there was approximately $187.1 million in aggregate principal amount of our 2012 notes outstanding. The 2012 notes mature on December 15, 2012. In connection with the maturity of the 2012 notes, the terms of our credit facilities provide that the term loan facility and revolving credit facility will both mature on September 15, 2012, unless either:

the 2012 notes are refinanced, redeemed or defeased on or prior to September 15, 2012; or

the sum of the aggregate unused and available revolving facility commitments plus unrestricted cash held by the Issuer and the guarantors on September 15, 2012 is not less than the sum of the principal amount of the 2012 notes then outstanding plus $50.0 million.

We expect that we will be able to satisfy the conditions described above and thereby prevent the acceleration of such indebtedness. However, there can be no assurance that we will be able to satisfy these conditions or to repay any accelerated indebtedness under our credit facilities, or to repay the Global Draw promissory notes in 2011 or the 2012 notes in 2012.

On March 1, 2010, we had sufficient unrestricted cash and availability under our revolving credit facility to satisfy the liquidity condition in our credit agreement related to the convertible debentures and thereby prevent the acceleration of borrowings under the credit agreement.

Table of Contents

The notes are not secured by any of our assets. However, our credit facilities are secured and, therefore, our bank lenders have a prior claim on our and certain of our subsidiaries' assets.

The notes are not secured by any of our assets. However, our credit facilities are secured by a pledge of the Company's and its existing and future domestic subsidiaries' assets (including those of the Issuer), including 65% of the stock of existing and future foreign subsidiaries directly held by the Company or its domestic subsidiaries (including the Issuer). If we become insolvent or are liquidated, or if payment under any of the instruments governing our secured debt is accelerated, the lenders under these instruments will be entitled to exercise the remedies available to a secured lender under applicable law and pursuant to instruments governing such debt. Accordingly, the lenders under our credit facilities have a prior claim on certain of our and our subsidiary guarantors' assets. In that event, because the notes are not secured by any of our assets, it is possible that our remaining assets might be insufficient to satisfy your claims in full. In addition, the terms of the notes allow us to secure significant amounts of additional debt with our assets, all of which would be senior to the notes.

Your right to receive payments on the notes is subordinated to the Issuer's senior debt and the senior debt of the guarantors.

Payment on the notes is subordinated in right of payment to all of the Issuer's and the guarantors' senior debt, including obligations under the credit facilities. As a result, upon any distribution to the Issuer's or the guarantors' creditors in a bankruptcy, liquidation or reorganization or similar proceeding relating to the Issuer or the guarantors or its or their property, the holders of senior debt will be entitled to be paid in full in cash before any payment may be made on the notes. In these cases, sufficient funds may not be available to pay all of our creditors, and holders of notes may receive less, ratably, than the holders of senior debt and, due to the turnover provisions in the indenture, less, ratably, than the holders of unsubordinated obligations, including trade payables. See "Description of Notes Ranking." In addition, all payments on the notes and the guarantees will be blocked in the event of a payment default on senior debt and may be blocked for limited periods in the event of certain nonpayment defaults on our credit facilities.

As of December 31, 2009, the notes and the guarantees of the notes were subordinated to approximately $818.2 million of senior indebtedness (excluding $226.6 million of third party liabilities of our non-guarantor subsidiaries, to which the notes are structurally subordinated, and excluding the guarantees of the Global Draw promissory notes), including $82.1 million of outstanding and undrawn letters of credit of the Issuer and the guarantors and $195.7 million in outstanding surety bonds. We will be permitted to incur additional indebtedness, including senior debt, in the future under the terms of the indentures governing the notes and the existing notes.

In the event of a bankruptcy, liquidation or reorganization or similar proceeding relating to us or the guarantors, holders of the notes will participate with trade creditors and all other holders of our and the subsidiary guarantors' senior subordinated indebtedness in the assets remaining after we and the subsidiary guarantors have paid all of our and their senior debt.

The Issuer will rely in part on its subsidiaries and the other subsidiaries of the Company for funds necessary to meet its financial obligations, including the notes.

We conduct a significant portion of our activities through subsidiaries other than the Issuer. The Issuer will depend in part on those subsidiaries for dividends and other payments to generate the funds necessary to meet its financial obligations, including the payment of principal and interest on the notes. We cannot assure you that the earnings from, or other available assets of, these operating subsidiaries, together with the Issuer's operations, will be sufficient to enable the Issuer to pay principal or interest on the notes when due.

Table of Contents

Federal or state laws allow courts, under specific circumstances, to void debts, including guarantees, and could require holders of notes to return payments received from guarantors.

The old notes are, and the new notes will be, guaranteed by the Company and its wholly owned domestic subsidiaries (other than the Issuer). If a bankruptcy proceeding or lawsuit were to be initiated by unpaid creditors, the notes and the guarantees of the notes could come under review for federal or state fraudulent transfer violations. Under federal bankruptcy law and comparable provisions of state fraudulent transfer laws, obligations under the notes or a guarantee of the notes could be voided, or claims in respect of the notes or a guarantee of the notes could be subordinated to all other debts of the debtor or that guarantor if, among other things, the debtor or the guarantor, at the time it incurred the debt evidenced by such notes or guarantee:

received less than reasonably equivalent value or fair consideration for the incurrence of such debt or guarantee; and

one of the following applies:

it was insolvent or rendered insolvent by reason of such incurrence;

it was engaged in a business or transaction for which its remaining assets constituted unreasonably small capital; or

it intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature.

In addition, any payment by the debtor or guarantor under the notes or guarantee of the notes could be voided and required to be returned to the debtor or guarantor, as the case may be, or deposited in a fund for the benefit of the creditors of the debtor or guarantor.

The measure of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a debtor or a guarantor would be considered insolvent if:

the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets;

the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

it could not pay its debts as they become due.

We cannot be sure as to the standards that a court would use to determine whether or not a guarantor was solvent at the relevant time, or, regardless of the standard that the court uses, that the issuance of the guarantees of the notes would not be voided or subordinated to the guarantor's other debt.

If a guarantee was legally challenged, it could also be subject to the claim that, because it was incurred for our benefit, and only indirectly for the benefit of the guarantor, the obligations of the guarantor were incurred for less than fair consideration.

A court could thus void the obligations under a guarantee or subordinate a guarantee to a guarantor's other debt or take other action detrimental to holders of the notes.

Table of Contents

The old notes are, and the new notes will be, structurally subordinated to the obligations of the Company's non-guarantor subsidiaries. Your right to receive payment on the notes could be adversely affected if any of our non-guarantor subsidiaries declares bankruptcy, liquidates or reorganizes.

Some but not all of the Company's subsidiaries guaranteed the old notes and will guarantee the new notes. Our foreign subsidiaries are not guarantors on the notes, and will become so in the future only if they guarantee other debt of us or any of our domestic restricted subsidiaries. Furthermore, a subsidiary guarantee of the notes may be released under the circumstances described under "Description of Notes Guarantees." Our obligations under the old notes are, and under the new notes will be, structurally subordinated to the obligations of our non-guarantor subsidiaries (or to those of any subsidiary whose guarantee is voided as provided above). Holders of notes will not have any claim as a creditor against our subsidiaries that are not guarantors of the notes. Therefore, in the event of any bankruptcy, liquidation or reorganization of a non-guarantor subsidiary, the rights of the holders of notes to participate in the assets of such non-guarantor subsidiary will rank behind the claims of that subsidiary's creditors, including trade creditors (except to the extent we have a claim as a creditor of such subsidiary) and preferred stockholders of such subsidiaries, if any. For the year ended December 31, 2009, our non-guarantor subsidiaries had operating revenues equivalent to $412.1 million and operating income equivalent to $95.5 million.

We may be unable to finance a change of control offer.

If certain change of control events occur, the Issuer will be required to make an offer for cash to purchase the notes at 101% of their principal amount, plus accrued and unpaid interest and additional interest, if any. However, we cannot assure you that the Issuer will have the financial resources necessary to purchase the notes upon a change of control or that it will have the ability to obtain the necessary funds on satisfactory terms, if at all. A change of control would result in an event of default under our credit agreement and may result in a default under other of our indebtedness that may be incurred in the future and would also require us to offer to purchase the existing notes at 101% of the principal amount thereof, plus accrued and unpaid interest, and our convertible debentures at 100% of the principal amount thereof, plus accrued and unpaid interest. The credit agreement prohibits the purchase of outstanding notes prior to repayment of the borrowings under the credit agreement and any exercise by the holders of the notes, the existing notes or the convertible debentures of their right to require us to repurchase the notes will cause an event of default under our credit agreement. In addition, certain important corporate events, such as leveraged recapitalizations that would increase the level of our indebtedness, would constitute a "Change of Control" under the indenture. See "Description of Notes Change of Control."

Investors may not be able to determine when a change of control giving rise to their right to have the notes repurchased by the Issuer has occurred following a sale of "substantially all" of our assets.

A change of control, as defined in the indenture governing the notes, will require the Issuer to make an offer to repurchase all outstanding notes. The definition of change of control includes a phrase relating to the sale, lease or transfer of "all or substantially all" of our assets. There is no precisely established definition of the phrase "substantially all" under applicable law. Accordingly, the ability of a holder of notes to require the Issuer to repurchase their notes as a result of a sale, lease or transfer of less than all of our or the Issuer's assets to another individual, group or entity may be uncertain.

If an active trading market does not develop for the new notes, you may not be able to resell them.

We do not intend to apply for listing of the new notes on any securities exchange. The initial purchasers have informed us that they currently intend to make a market in the new notes. However,

Table of Contents

the initial purchasers are not obligated to do so and may discontinue any such market-making at any time without notice.

The liquidity of any market for the new notes will depend upon various factors, including:

- the number of holders of the new notes;
- the interest of securities dealers in making a market for the new notes;
- the overall market for high yield securities;
- our financial performance or prospects; and
- the prospects for companies in our industry generally.

Accordingly, we cannot assure you that a market or liquidity will develop for the new notes.

Historically, the market for non-investment grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the new notes. We cannot assure you that the market for the new notes, if any, will not be subject to similar disruptions. Any such disruptions may adversely affect you as a holder of the new notes.

You may be required to dispose of, or we may be permitted to redeem, the notes pursuant to gaming laws.

Certain gaming authorities currently may require a holder of the notes to be licensed or found qualified or suitable under applicable laws and regulations. It is possible that gaming authorities in additional jurisdictions could impose similar requirements. If, at any time, a holder of notes is required to be licensed or found qualified under any applicable gaming laws or regulations and that holder does not become so licensed or found qualified or suitable, we will have the right, at our option, (1) to require that holder of notes to dispose of all or a portion of those notes within 60 days after the holder receives notice of that finding, or at some other time as prescribed by the applicable gaming authorities, or (2) to redeem the notes of that holder upon not less than 30 nor more than 60 days prior notice, at a redemption price equal to the lesser of the principal amount thereof, or the price at which such holder or beneficial owner acquired the notes, together with, in each case, accrued and unpaid interest to the earlier of the date of redemption or the date of the denial of license or qualification or of the finding of unsuitability by such gaming authority (or if such gaming authority restricts the redemption price to a lesser amount, then such lesser amount shall be the redemption price).

The Issuer took the position that the issue price of the old notes was the same as the issue price of the original 2019 notes for U.S. federal income tax purposes

The Issuer took the position that the issuance of the old notes constituted a "qualified reopening" of the original 2019 notes within the meaning of the relevant Treasury Regulations, and that therefore the issue price of the old notes was the same as the issue price of the original 2019 notes and the old notes were issued with the same amount of original issue discount for U.S. federal income tax purposes as the original 2019 notes. If the Issuer's position is not respected, the old notes and the new notes may not be fungible with the original 2019 notes for U.S. federal income tax purposes. See "Material U.S. Federal Income Tax Considerations."

Risks Relating To The Exchange Offer

If you fail to follow the exchange offer procedures, your old notes will not be accepted for exchange.

We will not accept your old notes for exchange if you do not follow the exchange offer procedures. We will issue new notes as part of this exchange offer only after timely receipt of your old notes, a

Table of Contents

properly completed and duly executed letter of transmittal and all other required documents or if you comply with the guaranteed delivery procedures for tendering your old notes. Therefore, if you want to tender your old notes, please allow sufficient time to ensure timely delivery. If we do not receive your old notes, letter of transmittal, and all other required documents by the expiration date of the exchange offer, or you do not otherwise comply with the guaranteed delivery procedures for tendering your old notes, we will not accept your old notes for exchange. Neither we nor the exchange agent is required to give notification of defects or irregularities with respect to the tenders of old notes for exchange. If there are defects or irregularities with respect to your tender of old notes, we will not accept your old notes for exchange unless we decide in our sole discretion to waive such defects or irregularities.

Any outstanding old notes after the consummation of the exchange offer will continue to be subject to existing transfer restrictions, and the holders of old notes after the consummation of the exchange offer may not be able to sell their old notes.

We did not register the old notes under the Securities Act or any state securities laws, nor do we intend to do so after the exchange offer. As a result, the old notes may only be transferred in limited circumstances under the securities laws. If you do not exchange your old notes in the exchange offer, you will lose your right to have the old notes registered under the Securities Act, subject to certain limitations. If you continue to hold old notes after the exchange offer, you may be unable to sell the old notes because there will be fewer old notes outstanding. Old notes that are not tendered or are tendered but not accepted will, following the exchange offer, continue to be subject to existing transfer restrictions.

Lack of an active market for the new notes may adversely affect the liquidity and market price of the new notes.

We do not intend to apply for a listing of the new notes on any securities exchange. We do not know if an active public market for the new notes will develop or, if developed, will continue. If an active public market does not develop or is not maintained, the market price and liquidity of the new notes may be adversely affected. We cannot make any assurances regarding the liquidity of the market for the new notes, the ability of holders to sell their new notes or the price at which holders may sell their new notes. In addition, the liquidity and the market price of the new notes may be adversely affected by changes in the overall market for securities similar to the new notes, by changes in our business, financial condition or results of operations and by changes in conditions in our industry. In addition, if a large amount of old notes are not tendered or are tendered improperly, the amount of new notes that would be issued and outstanding after we consummate the exchange offer (along with our original 2019 notes) could lower the market price of such new notes.

The market price for the new notes may be volatile.

Historically, the market for non-investment grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the new notes offered hereby. The market for the new notes, if any, may be subject to similar disruptions. Any such disruptions may adversely affect the value of your new notes.

Table of Contents

USE OF PROCEEDS

We will not receive any proceeds from the exchange offer. Because we are exchanging the new notes for the old notes, which have substantially identical terms, the issuance of the new notes will not result in any increase in our indebtedness. The exchange offer is intended to satisfy our obligations under the registration rights agreement.

Table of Contents

CAPITALIZATION

The following is a summary of our consolidated debt and total capitalization as of December 31, 2009. You should read this table in conjunction with "Summary Historical and Consolidated Financial Data," "Selected Financial Data" and our consolidated financial statements and the notes thereto and related sections included in our Annual Report on Form 10-K filed on March 1, 2010, which report is incorporated by reference herein.

	As of December 31, 2009 (in thousands)
Debt:	
Revolving credit facility(1)	$
Term loan(2)	540,375
9.250% Senior Subordinated Notes(2)	344,932(3)
7.875% Senior Subordinated Notes due 2016(2)	200,000
6.25% Senior Subordinated Notes due 2012(2)	187,075
0.75% Convertible Senior Subordinated Debentures due 2024(2)	9,731(4)
Capital leases and other indebtedness	84,950
Total debt	$ 1,367,063
Stockholders' equity:	
Class A common stock	$ 939
Additional paid-in capital	651,348
Accumulated earnings	18,180
Treasury stock, at cost	(48,125)
Accumulated other comprehensive loss	(2,584)
Total stockholders' equity	$ 619,758
Total capitalization	$ 1,986,821

(1) As of December 31, 2009, availability under our $250.0 million revolving credit facility was $167.9 million. As of December 31, 2009, there were no borrowings and $82.1 million in letters of credit outstanding.

(2) Amounts do not include accrued and unpaid interest.

(3) Balance is net of a debt discount and premium. Principal balance outstanding at December 31, 2009 was $350.0 million.

(4) Balance reflects a convertible debenture accounting valuation adjustment. Principal balance outstanding at December 31, 2009 was $9.9 million.

Table of Contents

THE EXCHANGE OFFER

Purpose of the Exchange Offer

Simultaneously with the issuance and sale of the old notes on November 5, 2009, the Issuer and the guarantors entered into a registration rights agreement with J.P. Morgan Securities Inc. and other financial institutions named in the agreement, the initial purchasers of the old notes. Under the registration rights agreement, the Issuer and the guarantors agreed, among other things, to:

- use their commercially reasonable efforts to file with the SEC an exchange offer registration statement relating to the new notes;
- use their commercially reasonable efforts to have the registration statement declared effective by the SEC and remain effective until 180 days after the closing of the exchange offer; and
- use their commercially reasonable efforts to complete an exchange offer, in which new notes will be issued in exchange for old notes, not later than 60 days after the registration statement is declared effective.

The Issuer and the guarantors are conducting the exchange offer to satisfy these obligations under the registration rights agreement.

Under some circumstances, the Issuer and the guarantors may be required to file and use their commercially reasonable efforts to cause to be declared effective by the SEC, in addition to or in lieu of the exchange offer registration statement, a shelf registration statement covering resales of the old notes. If the Issuer and the guarantors fail to meet specified deadlines under the registration rights agreement, then the Issuer, and, to the extent of their guarantees of the notes, the guarantors, will be obligated to pay liquidated damages to holders of the old notes in the amount of a 0.25% per annum increase in the annual interest rate borne by the notes for the first 90-day period following such failure (which interest rate will increase by 0.25% per annum with respect to each subsequent 90-day period, up to a maximum additional rate of 1.0% per annum) until such failure is cured. See "Description of Notes Registration Rights." A copy of the registration rights agreement has been filed as an exhibit to the registration statement of which this prospectus is a part, and the summary of the material provisions of the registration rights agreement does not purport to be complete and is qualified in its entirety by reference to the complete registration rights agreement.

Terms of the Exchange Offer

The Issuer and the guarantors are offering to exchange an aggregate principal amount of up to $125.0 million of new notes and guarantees thereof for a like aggregate principal amount of old notes and guarantees thereof. The form and the terms of the new notes are identical in all material respects to the form and the terms of the old notes except that the new notes:

- will have been registered under the Securities Act;
- will not be subject to restrictions on transfer under the Securities Act;
- will not be entitled to the registration rights that apply to the old notes; and
- will not be subject to any increase in annual interest rate as described below under "Description of Notes Registration Rights."

The new notes evidence the same debt as the old notes exchanged for the new notes and will be entitled to the benefits of the same indenture under which the old notes, and the original 2019 notes, were issued, which is governed by New York law. The old notes are, and the new notes will be, equal in right of payment with, of the same series as, and vote on any matter submitted to holders of the original 2019 notes. Following the exchange offer, the new notes will trade as a single class of notes

42

Table of Contents

with the original 2019 notes. For a complete description of the terms of the new notes, see "Description of Notes." We will not receive any cash proceeds from the exchange offer.

The exchange offer is not extended to holders of old notes in any jurisdiction where the exchange offer would not comply with the securities or blue sky laws of that jurisdiction.

As of the date of this prospectus, $125.0 million aggregate principal amount of old notes is outstanding and registered in the name of Cede & Co., as nominee for DTC. Only registered holders of the old notes, or their legal representatives and attorneys-in-fact, as reflected on the records of the trustee under the indenture, may participate in the exchange offer. The Issuer and the guarantors will not set a fixed record date for determining registered holders of the old notes entitled to participate in the exchange offer. This prospectus, together with the letter of transmittal, is being sent to all registered holders of old notes and to others believed to have beneficial interests in the old notes.

Upon the terms and subject to the conditions described in this prospectus and in the accompanying letter of transmittal, the Issuer will accept for exchange old notes which are properly tendered on or before the expiration date and not withdrawn as permitted below. As used in this section of the prospectus entitled, "The Exchange Offer," the term "expiration date" means 5:00 p.m., New York City time, on , 2010. If, however, the Issuer and the guarantors, in their sole discretion, extend the period of time for which the exchange offer is open, the term "expiration date" means the latest time and date to which the exchange offer is so extended. Old notes tendered in the exchange offer must be in denominations of the principal amount of $2,000 and any integral multiple of $1,000 in excess thereof.

If you do not tender your old notes or if you tender old notes that are not accepted for exchange, your old notes will remain outstanding and continue to accrue interest but will not retain any rights under the registration rights agreement. Existing transfer restrictions would continue to apply to old notes that remain outstanding. See " Consequences of Failure to Exchange Old Notes" and "Risk Factors Any outstanding old notes after the consummation of the exchange offer will continue to be subject to existing transfer restrictions, and the holders of old notes after the consummation of the exchange offer may not be able to sell their old notes" for more information regarding old notes outstanding after the exchange offer. Holders of the old notes do not have any appraisal or dissenters' rights in connection with the exchange offer.

None of the Issuer and the guarantors, their respective boards of directors or their management recommends that you tender or not tender old notes in the exchange offer or has authorized anyone to make any recommendation. You must decide whether to tender old notes in the exchange offer and, if you decide to tender, the aggregate amount of old notes to tender. We intend to conduct the exchange offer in accordance with the applicable requirements of the Exchange Act and the rules and regulations of the SEC promulgated under the Exchange Act.

The Issuer and the guarantors have the right, in their reasonable discretion and in accordance with applicable law, at any time:

- to extend the expiration date;
- to delay the acceptance of any old notes or to terminate the exchange offer and not accept any old notes for exchange if the Issuer and the guarantors determine that any of the conditions to the exchange offer described below under " Conditions to the Exchange Offer" have not occurred or have not been satisfied; and
- to amend the terms of the exchange offer in any manner.

During an extension, all old notes previously tendered will remain subject to the exchange offer and may be accepted for exchange by the Issuer.

Table of Contents

We will give oral or written notice of any extension, delay, non-acceptance, termination or amendment to the exchange agent as promptly as practicable and make a public announcement of the extension, delay, non-acceptance, termination or amendment. In the case of an extension, the announcement will be made no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date.

If the Issuer and the guarantors amend the exchange offer in a manner that we consider material, we will as promptly as practicable distribute to the holders of the old notes a prospectus supplement or, if appropriate, an updated prospectus from a post-effective amendment to the registration statement of which this prospectus is a part disclosing the change and extend the exchange offer for a period of five to ten business days, depending upon the significance of the amendment of the exchange offer and the manner of disclosure to the registered holders, if the exchange offer would otherwise expire during the five to ten business day period.

Procedures for Tendering Old Notes

Valid Tender

When the holder of old notes tenders, and the Issuer accepts, old notes for exchange, a binding agreement between the Issuer and the guarantors, on the one hand, and the tendering holder, on the other hand, is created, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal.

Except as described below under " Guaranteed Delivery," a holder of old notes who wishes to tender old notes for exchange must, on or prior to the close of business on the expiration date:

- transmit a properly completed and duly executed letter of transmittal, together with all other documents required by the letter of transmittal, to the exchange agent at the address provided below under " Exchange Agent"; or

- if old notes are tendered in accordance with the book-entry procedures described below under " Book-Entry Transfers," arrange with DTC to cause an agent's message to be transmitted to the exchange agent at the address provided below under " Exchange Agent."

The term "agent's message" means a message transmitted to the exchange agent by DTC which states that DTC has received an express acknowledgment that the tendering holder agrees to be bound by the letter of transmittal and that the Issuer and the guarantors may enforce the letter of transmittal against that holder.

In addition, on or prior to the expiration date:

- the exchange agent must receive the certificates for the old notes being tendered;

- the exchange agent must receive a confirmation, referred to as a "book-entry confirmation," of the book-entry transfer of the old notes being tendered into the exchange agent's account at DTC, and the book-entry confirmation must include an agent's message; or

- the holder must comply with the guaranteed delivery procedures described below under " Guaranteed Delivery."

If you beneficially own old notes and those notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee or custodian and you wish to tender your old notes in the exchange offer, you should contact the registered holder as soon as possible and instruct it to tender the old notes on your behalf and comply with the instructions set forth in this prospectus and the letter of transmittal.

Table of Contents

The method of delivery of the certificates for the old notes, the letter of transmittal and all other required documents is at your election and risk. If delivery is by mail, we recommend registered mail with return receipt requested, properly insured, or overnight delivery service. In all cases, you should allow sufficient time to assure delivery to the exchange agent before the expiration date. Delivery is complete when the exchange agent actually receives the items to be delivered. Delivery of documents to DTC in accordance with DTC's procedures does not constitute delivery to the exchange agent. Do not send letters of transmittal or old notes to the Issuer or any guarantor.

The Issuer will not accept any alternative, conditional or contingent tenders. Each tendering holder, by execution of a letter of transmittal or by causing the transmission of an agent's message, waives any right to receive any notice of the acceptance of such tender.

Signature Guarantees

Signatures on a letter of transmittal or a notice of withdrawal, as the case may be, must be guaranteed by an "Eligible Guarantor Institution" within the meaning of Rule 17Ad-15 under the Exchange Act unless the old notes surrendered for exchange are tendered:

- by a registered holder of old notes who has not completed the box entitled "Special Issuance Instructions" or "Special Delivery Instructions" on the letter of transmittal; or
- for the account of an eligible institution.

An "eligible institution" is a firm or other entity which is identified as an "Eligible Guarantor Institution" in Rule 17Ad-15 under the Exchange Act, including:

- a bank;
- a broker, dealer, municipal securities broker or dealer or government securities broker or dealer;
- a credit union;
- a national securities exchange, registered securities association or clearing agency; or
- a savings association.

If signatures on a letter of transmittal or notice of withdrawal are required to be guaranteed, the guarantor must be an eligible institution.

If old notes are registered in the name of a person other than the signer of the letter of transmittal, the old notes surrendered for exchange must be endorsed or accompanied by a written instrument or instruments of transfer or exchange, in satisfactory form as determined by the Issuer and the guarantors in their sole discretion, duly executed by the registered holder with the holder's signature guaranteed by an eligible institution, and must also be accompanied by such opinions of counsel, certifications and other information as the Issuer and the guarantors or the trustee under the indenture for the old notes may require in accordance with the restrictions on transfer applicable to the old notes.

Book-Entry Transfers

For tenders by book-entry transfer of old notes cleared through DTC, the exchange agent will make a request to establish an account at DTC for purposes of the exchange offer. Any financial institution that is a DTC participant may make book-entry delivery of old notes by causing DTC to transfer the old notes into the exchange agent's account at DTC in accordance with DTC's procedures for transfer. The exchange agent and DTC have confirmed that any financial institution that is a participant in DTC may use the Automated Tender Offer Program, or ATOP, procedures to tender old notes. Accordingly, any participant in DTC may make book-entry delivery of old notes by causing DTC

45

Table of Contents

to transfer those old notes into the exchange agent's account at DTC in accordance with DTC's ATOP procedures.

Notwithstanding the ability of holders of old notes to effect delivery of old notes through book-entry transfer at DTC, either:

- the letter of transmittal or an agent's message in lieu of the letter of transmittal, with any required signature guarantees and any other required documents, such as endorsements, bond powers, opinions of counsel, certifications and powers of attorney, if applicable, must be transmitted to and received by the exchange agent prior to the expiration date at the address given below under " Exchange Agent"; or

- the guaranteed delivery procedures described below must be complied with.

Guaranteed Delivery

If a holder wants to tender old notes in the exchange offer and (1) the certificates for the old notes are not immediately available or all required documents are unlikely to reach the exchange agent on or prior to the expiration date, or (2) a book-entry transfer cannot be completed on a timely basis, the old notes may be tendered if:

- the tender is made by or through an eligible institution; and

- the eligible institution delivers a properly completed and duly executed notice of guaranteed delivery, substantially in the form provided, to the exchange agent by hand, facsimile, mail or overnight delivery service on or prior to the expiration date:

  - stating that the tender is being made;

  - setting forth the name and address of the holder of the old notes being tendered and the amount of the old notes being tendered;

  - guaranteeing that, within three New York Stock Exchange trading days after the date of execution of the notice of guaranteed delivery, the certificates for all physically tendered old notes, in proper form for transfer, or a book-entry confirmation, as the case may be, together with a properly completed and duly executed letter of transmittal, or an agent's message, with any required signature guarantees and any other documents required by the letter of transmittal, will be deposited by the eligible institution with the exchange agent; and

  - the exchange agent receives the certificates for the old notes, or a book-entry confirmation, and a properly completed and duly executed letter of transmittal, or an agent's message in lieu thereof, with any required signature guarantees and any other documents required by the letter of transmittal within three New York Stock Exchange trading days after the date of execution of the notice of guaranteed delivery.

Determination of Validity

The Issuer and the guarantors, in their sole discretion, will resolve all questions regarding the form of documents, validity, eligibility, including time of receipt, and acceptance for exchange of any tendered old notes. The determination of these questions by the Issuer and the guarantors, as well as their interpretation of the terms and conditions of the exchange offer, including the letter of transmittal, will be final and binding on all parties. A tender of old notes is invalid until all defects and irregularities have been cured or waived. Holders must cure any defects and irregularities in connection with tenders of old notes for exchange within such reasonable period of time as the Issuer and the guarantors will determine, unless they waive the defects or irregularities. None of the Issuer and the

46

Table of Contents

guarantors, any of their respective affiliates or assigns, the exchange agent or any other person is under any obligation to give notice of any defects or irregularities in tenders, nor will any of them be liable for failing to give any such notice.

The Issuer and the guarantors reserve the absolute right, in their sole and absolute discretion:

- to reject any tenders determined to be in improper form or unlawful;
- to waive any of the conditions of the exchange offer; and
- to waive any condition or irregularity in the tender of old notes by any holder, whether or not we waive similar conditions or irregularities in the case of other holders.

If any letter of transmittal, certificate, endorsement, bond power, power of attorney, or any other document required by the letter of transmittal is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, that person must indicate such capacity when signing. In addition, unless waived by the Issuer, the person must submit proper evidence satisfactory to the Issuer, in its sole discretion, of the person's authority to so act.

Acceptance of Old Notes for Exchange; Delivery of New Notes

Upon satisfaction or waiver of all of the conditions to the exchange offer, the Issuer will, promptly after the expiration date, accept all old notes properly tendered and issue new notes registered under the Securities Act. See " Conditions to the Exchange Offer" for a discussion of the conditions that must be satisfied or waived before old notes are accepted for exchange. The exchange agent might not deliver the new notes to all tendering holders at the same time. The timing of delivery depends upon when the exchange agent receives and processes the required documents.

For purposes of the exchange offer, the Issuer will be deemed to have accepted properly tendered old notes for exchange when it gives oral or written notice to the exchange agent of acceptance of the tendered old notes, with written confirmation of any oral notice to be given promptly thereafter. The exchange agent is the agent of the Issuer for receiving tenders of old notes, letters of transmittal and related documents.

For each old note accepted for exchange, the holder will receive a new note registered under the Securities Act having a principal amount equal to, and in the denomination of, that of the surrendered old note. Accordingly, registered holders of new notes issued in the exchange offer on the relevant record date for the first interest payment date following the consummation of the exchange offer will receive interest accruing from the most recent date to which interest has been paid on the old notes or, if no interest has been paid on the old notes, from May 21, 2009. Old notes accepted for exchange will cease to accrue interest from and after the date of consummation of the exchange offer.

In all cases, the Issuer will issue new notes in the exchange offer for old notes that are accepted for exchange only after the exchange agent timely receives:

- certificates for those old notes or a timely book-entry confirmation of the transfer of those old notes into the exchange agent's account at DTC;
- a properly completed and duly executed letter of transmittal or an agent's message; and
- all other required documents, such as endorsements, bond powers, opinions of counsel, certifications and powers of attorney, if applicable.

If for any reason under the terms and conditions of the exchange offer the Issuer does not accept any tendered old notes, or if a holder submits old notes for a greater principal amount than the holder desires to exchange, the Issuer will return the unaccepted or non-exchanged old

notes without cost to

Table of Contents

the tendering holder promptly after the expiration or termination of the exchange offer. In the case of old notes tendered by book-entry transfer through DTC, any unexchanged old notes will be credited to an account maintained with DTC.

Resales of New Notes

Based on interpretive letters issued by the SEC staff to other, unrelated issuers in transactions similar to the exchange offer, we believe that a holder of new notes, other than a broker-dealer, may offer new notes (together with the guarantees thereof) for resale, resell and otherwise transfer the new notes (and the related guarantees) without delivering a prospectus to prospective purchasers, if the holder acquired the new notes in the ordinary course of business, has no intention of engaging in a "distribution," as defined under the Securities Act, of the new notes and is not an "affiliate," as defined under the Securities Act, of the Issuer or any guarantor. We will not seek our own interpretive letter. As a result, we cannot assure you that the SEC staff would take the same position with respect to this exchange offer as it did in interpretive letters to other parties in similar transactions.

If the holder is an affiliate of the Issuer or any guarantor or is engaged in, or intends to engage in, or has an arrangement or understanding with any person to participate in, a distribution of the new notes, that holder or other person may not rely on the applicable interpretations of the staff of the SEC and must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction.

By tendering old notes, the holder of those old notes will represent to the Issuer and the guarantors that, among other things:

the holder is not an "affiliate," as defined under Rule 405 under the Securities Act, of the Issuer or any guarantor;

the holder is acquiring the new notes in its ordinary course of business;

the holder is not engaged in, does not intend to engage in and has no arrangement or understanding with any person to participate in a distribution of the new notes within the meaning of the Securities Act; and

the holder is not acting on behalf of any person who could not truthfully make the foregoing representations.

Any broker-dealer that holds old notes acquired for its own account as a result of market-making activities or other trading activities (other than old notes acquired directly from the Issuer) may exchange those old notes pursuant to the exchange offer; however, such broker-dealer may be deemed to be an "underwriter" within the meaning of the Securities Act and must, therefore, deliver a prospectus meeting the requirements of the Securities Act in connection with any resales of the new notes received by such broker-dealer in the exchange offer. To date, the SEC has taken the position that broker-dealers may use a prospectus such as this one to fulfill their prospectus delivery requirements with respect to resales of new notes received in an exchange such as the exchange pursuant to the exchange offer, if the old notes for which the new notes were received in the exchange were acquired for their own accounts as a result of market-making or other trading activities. Any profit on these resales of new notes and any commissions or concessions received by a broker-dealer in connection with these resales may be deemed to be underwriting compensation under the Securities Act. The letter of transmittal states that by acknowledging that it will deliver and by delivering a prospectus, a broker-dealer will not admit that it is an "underwriter" within the meaning of the Securities Act. See "Plan of Distribution and Selling Restrictions" for a discussion of the exchange and resale obligations of broker-dealers in connection with the exchange offer and the new notes.

Table of Contents

Withdrawal Rights

You can withdraw tenders of old notes at any time prior to the expiration date. For a withdrawal to be effective, you must deliver a written notice of withdrawal to the exchange agent or comply with the appropriate procedures of ATOP. Any notice of withdrawal must:

- specify the name of the person that tendered the old notes to be withdrawn;
- identify the old notes to be withdrawn, including the principal amount of such old notes;
- include a signed statement that you are withdrawing your election to have your securities exchanged; and
- where certificates for old notes are transmitted, include the name of the registered holder of the old notes if different from the person withdrawing the old notes.

If you delivered or otherwise identified certificated old notes to the exchange agent, you must submit the serial numbers of the old notes to be withdrawn and the signature on the notice of withdrawal must be guaranteed by an eligible institution, except in the case of old notes tendered for the account of an eligible institution. See "The Exchange Offer Procedures for Tendering Old Notes Signature Guarantees" for further information on the requirements for guarantees of signatures on notices of withdrawal. If you tendered old notes in accordance with applicable book-entry transfer procedures, the notice of withdrawal must specify the name and number of the account at DTC to be credited with the withdrawn old notes and you must deliver the notice of withdrawal to the exchange agent. You may not rescind withdrawals of tender; however, old notes properly withdrawn may again be tendered at any time on or prior to the expiration date in accordance with the procedures described under "The Exchange Offer Procedures for Tendering Old Notes."

The Issuer and the guarantors will determine, in their sole discretion, all questions regarding the validity, form and eligibility, including time of receipt, of notices of withdrawal. Their determination of these questions as well as their interpretation of the terms and conditions of the exchange offer (including the letter of transmittal) will be final and binding on all parties. None of the Issuer and the guarantors, any of their respective affiliates or assigns, the exchange agent or any other person is under any obligation to give notice of any irregularities in any notice of withdrawal, nor will any of them be liable for failing to give any such notice.

Withdrawn old notes will be returned to the holder as promptly as practicable after withdrawal without cost to the holder. In the case of old notes tendered by book-entry transfer through DTC, the old notes withdrawn will be credited to an account maintained with DTC.

Conditions to the Exchange Offer

Notwithstanding any other provision of the exchange offer, the Issuer is not required to accept for exchange, or to issue new notes in exchange for, any old notes, and the Issuer and the guarantors may terminate or amend the exchange offer, if at any time prior to the expiration date, the Issuer and the guarantors determine that the exchange offer violates applicable law, any applicable interpretation of the staff of the SEC or any order of any governmental agency or court of competent jurisdiction.

The foregoing conditions are for our sole benefit, and we may assert them regardless of the circumstances giving rise to any such condition, or we may waive the conditions, completely or partially, whenever or as many times as we choose, in our sole discretion. The foregoing rights are not deemed waived because we fail to exercise them, but continue in effect, and we may still assert them whenever or as many times as we choose. If we determine that a waiver of conditions materially changes the exchange offer, the prospectus will be amended or supplemented, and the exchange offer extended, if appropriate, as described under " Terms of the Exchange Offer."

Table of Contents

In addition, at a time when any stop order is threatened or in effect with respect to the registration statement of which this prospectus constitutes a part or with respect to the qualification of the indenture under the Trust Indenture Act of 1939, as amended, we will not accept for exchange any old notes tendered, and no new notes will be issued in exchange for any such old notes.

If the Issuer and the guarantors are not permitted to consummate the exchange offer because the exchange offer is not permitted by applicable law, any applicable interpretation of the staff of the SEC or any order of any governmental agency or court of competent jurisdiction, the registration rights agreement requires that the Issuer and the guarantors file a shelf registration statement to cover resales of the old notes by the holders thereof who satisfy specified conditions relating to the provision of information in connection with the shelf registration statement. See "Description of Notes Registration Rights."

Exchange Agent

We have appointed The Bank of Nova Scotia Trust Company of New York as exchange agent for the exchange offer. You should direct questions and requests for assistance, requests for additional copies of this prospectus or of the letter of transmittal and requests for notices of guaranteed delivery to the exchange agent. Holders of old notes seeking to (1) tender old notes in the exchange offer should send certificates for old notes, letters of transmittal and any other required documents and/or (2) withdraw such tendered old notes should send such required documentation (in accordance with the procedures described under "The Exchange Offer Withdrawal Rights") to the exchange agent by hand-delivery, registered or certified first-class mail (return receipt requested), telex, telecopier or any courier guaranteeing overnight delivery, as follows:

By Registered and Certified Mail:

The Bank of Nova Scotia Trust Company of New York.
Attn: Pat Keane
One Liberty Plaza
New York, New York 10006

By Overnight Courier:

The Bank of Nova Scotia Trust Company of New York.
Attn: Pat Keane
One Liberty Plaza
New York, New York 10006

By Facsimile Transmission:
(212) 225-5436
Attn: Pat Keane

By Telephone:
(212) 225-5427

By Hand-Delivery:

The Bank of Nova Scotia Trust Company of New York.
Attn: Pat Keane
One Liberty Plaza
New York, New York 10006

AND

The Bank of Nova Scotia Trust Company of New York
One Liberty Plaza
New York, New York 10006

If you deliver the letter of transmittal or any other required documents to an address or facsimile number other than as indicated above, your tender of old notes will be invalid.

Fees and Expenses

The registration rights agreement provides that the Issuer and the guarantors will bear all expenses in connection with the performance of their obligations relating to the registration of the new notes and the conduct of the exchange offer. These expenses include registration and filing fees, rating agency fees, fees and disbursements of the trustee under the indenture, accounting and legal fees and

Table of Contents

printing costs, among others. We will pay the exchange agent reasonable and customary fees for its services and reasonable out-of-pocket expenses. We will also reimburse brokerage houses and other custodians, nominees and fiduciaries for customary mailing and handling expenses incurred by them in forwarding this prospectus and related documents to their clients that are holders of old notes and for handling or tendering for those clients.

We have not retained any dealer-manager in connection with the exchange offer and will not pay any fee or commission to any broker, dealer, nominee or other person, other than the exchange agent, for soliciting tenders of old notes pursuant to the exchange offer.

Transfer Taxes

Holders who tender their old notes for exchange will not be obligated to pay any transfer taxes in connection with the exchange. If, however, new notes issued in the exchange offer are to be delivered to, or are to be issued in the name of, any person other than the holder of the old notes tendered, or if a transfer tax is imposed for any reason other than the exchange of old notes in connection with the exchange offer, then any such transfer taxes, whether imposed on the registered holder or on any other person, will be payable by the holder or such other person. If satisfactory evidence of payment of, or exemption from, such taxes is not submitted with the letter of transmittal, the amount of such transfer taxes will be billed directly to the tendering holder.

Accounting Treatment

The new notes will be recorded at the same carrying value as the old notes. Accordingly, we will not recognize any gain or loss for accounting purposes. We intend to amortize the expenses of the exchange offer and issuance of the old notes over the term of the new notes.

Consequences of Failure to Exchange Old Notes

Holders of the old notes do not have any appraisal or dissenters' rights in the exchange offer. Old notes that are not tendered or are tendered but not accepted will, following the consummation of the exchange offer, remain outstanding and continue to be subject to the provisions in the indenture regarding the transfer and exchange of the old notes and the existing restrictions on transfer set forth in the legends on the old notes. In general, the old notes, unless registered under the Securities Act, may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Following the consummation of the exchange offer, except in limited circumstances with respect to specific types of holders of old notes, the Issuer and the guarantors will have no further obligation to provide for the registration under the Securities Act of the old notes. See "Description of Notes Registration Rights." We do not currently anticipate that we will take any action following the consummation of the exchange offer to register the old notes under the Securities Act or under any state securities laws.

The new notes, any old notes which remain outstanding after consummation of the exchange offer and the original 2019 notes will vote together for all purposes as a single class under the indenture.

Table of Contents

SELECTED FINANCIAL DATA

Selected historical financial data presented below as of and for the years ended December 31, 2005, 2006, 2007, 2008 and 2009 have been derived from our audited consolidated financial statements. Certain reclassifications have been made to prior years' amounts to conform to current presentation. This data should be read in conjunction with the consolidated financial statements and the notes thereto and the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 filed on March 1, 2009, which report is incorporated herein by reference. See "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference."

	Year Ended December 31,				
	2005(g)	2006(f)	2007(e)	2008(d)	2009(c)
	(in thousands, except per share amounts)				
Operating revenues:					
Instant ticket revenue	$ 331,087	$ 388,841	$ 498,179	$ 548,308	$ 453,238
Services	308,240	402,963	424,236	451,664	410,014
Sales	142,356	105,426	124,289	118,857	64,497
Total revenues	$ 781,683	$ 897,230	$ 1,046,704	$ 1,118,829	$ 927,749
Operating expenses:					
Cost of instant ticket revenue (exclusive of depreciation and amortization)	$ 170,097	$ 199,006	$ 283,924	$ 331,501	$ 270,836
Cost of services (exclusive of depreciation and amortization)	181,333	233,007	237,509	263,284	234,093
Cost of sales (exclusive of depreciation and amortization)	100,621	77,934	90,347	85,856	44,539
Selling, general and administrative expenses(a)	129,444	143,105	165,080	184,213	168,248
Write-down of assets held for sale					54,356
Employee termination costs	2,400	12,622	3,642	13,695	3,920
Depreciation and amortization	66,794	106,006	160,366	218,643	151,784
Operating income (loss)	$ 130,994	$ 125,550	$ 105,836	$ 21,637	$ (27)
Other (income) expense:					
Interest expense	$ 37,272	$ 54,843	$ 70,772	$ 78,071	$ 87,498
Equity in (earnings) loss of joint ventures(b)	2,064	(7,900)	(41,252)	(58,570)	(59,220)
(Gain) loss on early extinguishment of debt	478			2,960	(4,829)
Other income, net	(1,700)	(767)	(2,050)	(4,691)	2,856
	$ 38,114	$ 46,176	$ 27,470	$ 17,770	$ 26,305
Income (loss) before income taxes	$ 92,880	$ 79,374	$ 78,366	$ 3,867	$ (26,332)
Income tax expense	28,402	24,113	25,211	8,352	13,547
Net income (loss)	$ 64,478	$ 55,261	$ 53,155	$ (4,485)	$ (39,879)
Basic and diluted net income (loss) per share:					
Basic net income (loss) available to common stockholders	$ 0.72	$ 0.61	$ 0.57	$ (0.05)	$ (0.43)
	$ 0.70	$ 0.58	$ 0.55	$ (0.05)	$ (0.43)

Diluted net income (loss) available to common stockholders					
Weighted average number of shares used in per share calculations:					
Basic shares	89,327	91,066	92,566	92,875	92,701
Diluted shares	92,484	94,979	95,996	92,875	92,701
Selected balance sheet data (end of period)					
Total assets	$ 1,170,485	$ 1,757,938	$ 2,098,786	$ 2,182,453	$ 2,291,792
Total long-term debt (including current installments)	522,620	870,144	1,043,938	1,239,467	1,367,063
Total stockholders' equity	442,920	572,663	693,591	595,829	619,758

The following notes are an integral part of these selected historical consolidated financial data.

Table of Contents

(a)

Includes $34,589, $34,122, $25,312 and $18,100 in stock-based compensation expense in 2009, 2008, 2007 and 2006, respectively.

(b)

Includes income of $49,730, $51,700, $37,655 and $8,266 in 2009, 2008, 2007 and 2006 respectively, and a loss of $1,713 in 2005, for our 20% interest in CLN, our Italian joint venture that began selling instant tickets in 2004. Reflects income of $2,991, $3,923 and $3,330 in 2009, 2008 and 2007, respectively, from our 29.4% interest in RCN, which was acquired in February 2007. Reflects income of approximately $4,502 in 2009 and a loss of $428 in 2008 from our 49% interest in CSG Lottery Technology (Beijing) Co. Ltd. ("CSG"). Reflects income of approximately $2,427, $3,433 and $290 in 2009, 2008 and 2007, respectively, from our 50% interest in Guard Libang.

(c)

Includes a write-down of assets held for sale of approximately $54,400 resulting from our strategic decision to sell our racing and venue management businesses. Depreciation and amortization includes approximately $24,700 in asset impairment charges as a result of underperforming Lottery Systems contracts in Connecticut and Maryland. Selling, general and administrative expense reflects approximately $3,800 in due diligence acquisition costs, approximately $3,000 of restructuring advisory fees, $2,000 of CEO retirement costs and approximately $2,600 of professional fees related to the tender for the Italian instant ticket concession. Includes gain on early extinguishment of debt of approximately $4,500 related to the repurchase of our convertible debentures and 2012 notes during 2009.

(d)

Includes $13,700 of employee termination costs in 2008. Depreciation and amortization includes approximately $76,200 in impairment charges in 2008 primarily related to the impairment of certain hardware and software assets in the Printed Products Group ($6,400), the Lottery Systems Group ($64,100), the Diversified Gaming Group ($2,600) and from our corporate headquarters ($3,100) as a result of certain underperforming Lottery Systems contracts in Mexico and Oklahoma and the write-off of other impaired hardware. Cost of services includes contract loss accruals on Lottery Systems contracts in 2008 in Mexico ($4,400) and Oklahoma ($3,400). Selling, general and administrative expense includes a charge of approximately $4,400 in 2008 as a result of the Global Draw earn-out. Includes early extinguishment of long-term debt of $2,960 reflecting the write-off of unamortized deferred financing fees related to our old credit agreement, which was terminated and replaced with a new credit agreement. See "Description of Other Indebtedness Credit Facilities" for more information regarding our credit agreement.

(e)

Depreciation and amortization includes approximately $26,300 in impairment charges resulting from the rationalization of our global Printed Products Group operations during 2007. Selling, general and administrative expenses includes approximately $2,800 in charges resulting from the agreement we entered into during the fourth quarter of 2007 for the sale of our lottery operations in Peru, approximately $3,600 in charges related to a reduction in force that occurred in Germany during the fourth quarter of 2007 and income of approximately $3,900 during the fourth quarter of 2007 as a result of the reversal of an EssNet warranty reserve.

(f)

Depreciation and amortization includes approximately $9,700 related to pari-mutuel asset impairment charges in 2006. Includes approximately $12,600 in employee termination costs in 2006.

(g)

Includes a charge of $12,363 related to the discontinuance of the Supplemental Executive Retirement Plan in 2005, a charge of $1,658 in connection with the earn-out on the Honsel acquisition in 2005, a $2,230 charge in the Lottery segment related to defective tickets in 2005 and $2,400 in employee termination costs in the Diversified Gaming segment in 2005.

Table of Contents

DESCRIPTION OF OTHER INDEBTEDNESS

Credit Facilities

We and the Issuer are party to a credit agreement dated as of June 9, 2008 (as amended, which we refer to elsewhere in this prospectus collectively as the "credit facilities" or the "credit agreement"), among the Issuer, as borrower, the Company, as guarantor, JPMorgan Chase Bank, N.A. ("JPMorgan"), as administrative agent and the several lenders from time to time parties thereto. This credit agreement provides for a $250.0 million senior secured revolving credit facility (the "Revolver") and a $550.0 million senior secured term loan credit facility (the "Term Loan"). The lenders under the credit facilities are JPMorgan, Bank of America, N.A. and other financial institutions named in the agreements governing the credit facilities. During 2009 and the beginning of 2010, we entered into certain amendments to our credit facilities in order to revise certain financial covenants and provide us with additional operating and financing flexibility so that we can execute on pending and future strategic initiatives, including participation in the Italian instant ticket tender process, the proposed sale of our racing and venue management businesses and our strategic transactions with Playtech.

The credit facilities will terminate on June 9, 2013, provided that the Revolver and the Term Loan will both mature on February 7, 2011 unless either:

- no Global Draw promissory notes remain outstanding on such date; or
- the sum of the available Revolver commitments plus the unrestricted cash of the Issuer and the guarantors under the credit facilities on such date is not less than the sum of the principal amount of the Global Draw promissory notes then outstanding plus $50.0 million.

The Revolver and the Term Loan will both mature on September 15, 2012, unless one of the following conditions is met:

- the 2012 notes are refinanced, redeemed or defeased on or prior to such date; or
- the sum of the available Revolver commitments plus the unrestricted cash of the Issuer and the guarantors under the credit facilities on such date is not less than the sum of the principal amount of the 2012 notes then outstanding plus $50.0 million.

See "Risk Factors Risk Factors Relating to the Notes The Global Draw promissory notes will mature in May and June 2011, and the 2012 notes will mature in December 2012. The maturity of borrowings under our credit facilities will be accelerated to February 2011 or September 2012, respectively, if certain conditions related to the Global Draw promissory notes or 2012 notes, as applicable, are not satisfied."

On March 1, 2010, we had sufficient unrestricted cash and availability under the Revolver to satisfy the liquidity condition in our credit facilities related to the convertible debentures and thereby prevent the acceleration of borrowings under our credit facilities.

Amounts under the Revolver may be borrowed, repaid and re-borrowed by the Issuer from time to time until maturity. Voluntary prepayments and commitment reductions under the credit facilities are permitted at any time in whole or in part, without premium or penalty (other than break-funding costs), upon proper notice and subject to a minimum dollar requirement.

Borrowings under the credit facilities bear interest at a rate per annum equal to, at the Issuer's option, either (1) a base rate determined by reference to the higher of (a) the prime rate of JPMorgan and (b) the federal funds effective rate plus 0.50%, or (2) a reserve-adjusted LIBOR rate, in each case plus an applicable margin. The applicable margin varies based on the "Consolidated Leverage Ratio" (as defined in the credit facilities) of the Company from 1.00% to 2.50% above the base rate for base rate loans, and from 2.00% to 3.50% above LIBOR for LIBOR-based loans. Until the delivery of the financial statements required under the credit facilities for the fiscal quarter ending June 30, 2010, the

Table of Contents

applicable margins for base rate loans and LIBOR-based loans will be deemed to be 2.50% and 3.50%, respectively, regardless of the Consolidated Leverage Ratio.

During the term of the credit facilities, the Issuer will pay its lenders a fee equal to the product of (1) the available Revolver commitments and (2) either 0.50% per annum if the Consolidated Leverage Ratio as of the most recent determination date is less than 4.25 to 1.00 or 0.75% per annum if the Consolidated Leverage Ratio as of the most recent determination date is greater than or equal to 4.25 to 1.00 (and, in any event, until March 30, 2010).

The Company and its direct and indirect 100%-owned domestic subsidiaries (other than the Issuer) have guaranteed the payment of the Issuer's obligations under the credit facilities. In addition, the obligations under the credit facilities are secured by a first priority, perfected lien on (1) substantially all the property and assets (real and personal, tangible and intangible) of the Company and its direct and indirect 100%-owned domestic subsidiaries and (2) 100% of the capital stock (or other equity interests) of all of our direct and indirect 100%-owned domestic subsidiaries and 65% of the capital stock (or other equity interests) of the direct foreign subsidiaries of the Issuer and the guarantors held by the Issuer and the guarantors.

The credit facilities contain customary covenants, including negative covenants that, among other things, limit the ability of the Company and its 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.

In addition, the credit facilities require us to maintain the following financial ratios:

a Consolidated Leverage Ratio as at the last day of a fiscal quarter not to exceed the ratio set forth below with respect to such fiscal quarter or with respect to the period during which such fiscal quarter ends:

5.75 to 1.00 (fiscal quarter ended December 31, 2009 through March 31, 2012);

5.50 to 1.00 (fiscal quarter ended June 30, 2012); and

5.25 to 1.00 (fiscal quarter ending September 30, 2012 and thereafter).

a "Consolidated Senior Debt Ratio" (as defined in the credit facilities) as at the last day of each fiscal quarter not to exceed the ratio set forth below with respect to such fiscal quarter or with respect to the period during which such fiscal quarter ends:

2.75 to 1.00 (fiscal quarter ended December 31, 2009 through June 30, 2012); and

2.50 to 1.00 (fiscal quarter ended September 30, 2012 and thereafter).

a "Consolidated Interest Coverage Ratio" (as defined in the credit facilities) for any period of four consecutive fiscal quarters of not less than the ratio set forth below with respect to such period or with respect to the period during which such four consecutive fiscal quarters ends:

2.50 to 1.00 (four consecutive fiscal quarters ending December 31, 2009 through June 30, 2010); and

2.25 to 1.00 (four consecutive fiscal quarters ending September 30, 2010 and thereafter).

The credit facilities generally require mandatory prepayments of the Term Loan with the net cash proceeds from (1) the incurrence of indebtedness by us (excluding certain permitted debt) and (2) the sale of assets that yields to us net cash proceeds in excess of $5.0 million (excluding certain permitted

Table of Contents

asset sales) or any settlement of or payment in respect of any property or casualty insurance claim or any condemnation proceeding relating to any of our assets.

Under the terms of the credit facilities, the Issuer has the ability, subject to certain terms and conditions, to request additional tranches of term loans or to request an increase in the commitments under the Revolver, or a combination thereof, in a maximum aggregate amount of $200.0 million at a later date.

On October 29, 2009, the Issuer entered into a commitment letter with J.P. Morgan Securities Inc. and JPMorgan, pursuant to which JPMorgan has committed, subject to certain conditions, to provide up to $75.0 million of senior secured term loans under one or more incremental term loan facilities pursuant to the credit facilities. Any proceeds from borrowings under these incremental term loan facilities would be available to be applied for general corporate purposes, which may include the payment of a portion of potential upfront payment or other obligations in connection with an award of a new Italian instant ticket lottery concession. We are not obligated to utilize this commitment or to borrow any amounts thereunder. This commitment expires on June 30, 2010.

For more information regarding our credit facilities, see Note 8 to our consolidated financial statements included in our Annual Report on Form 10-K filed on March 1, 2010, which report is incorporated herein by reference.

2016 Notes

Our indebtedness includes $200.0 million in aggregate principal amount of the 2016 notes. The 2016 notes bear interest at the rate of 7.875% per annum, which accrues from June 11, 2008 and is payable semiannually in arrears on June 15 and December 15 of each year, commencing on December 15, 2008. The 2016 notes mature on June 15, 2016, unless earlier redeemed or repurchased, and are subject to the terms and conditions set forth in the indenture governing the 2016 notes, dated as of June 11, 2008 (the "2016 notes indenture").

The Issuer may redeem some or all of the 2016 notes at any time prior to June 15, 2012 at a price equal to 100% of the principal amount of the 2016 notes, plus accrued and unpaid interest, if any, to the date of redemption plus a "make whole" premium calculated as set forth in the 2016 notes. The Issuer may redeem some or all of the 2016 notes for cash at any time on or after June 15, 2012 at the prices specified in the 2016 notes indenture. In addition, at any time on or prior to June 15, 2011, the Issuer may redeem up to 35% of the initially outstanding aggregate principal amount of the 2016 notes at a redemption price equal to 107.875% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of redemption, with the net cash proceeds contributed to the capital of the Issuer from one or more equity offerings of the Company.

Additionally, if a holder of 2016 notes is required to be licensed or found qualified under any applicable gaming laws or regulations and that holder does not become so licensed or found qualified or suitable, then the Issuer will have the right to, subject to certain notice provisions set forth in the 2016 notes indenture, (1) require that holder to dispose of all or a portion of those 2016 notes or (2) redeem the 2016 notes of that holder at a redemption price calculated as set forth in the 2016 notes.

Upon the occurrence of a change of control (as defined in the 2016 notes indenture), the Issuer must make an offer to purchase the 2016 notes at a purchase price equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of repurchase. In addition, following an asset sale (as defined in the 2016 notes indenture) and subject to the limitations contained in the 2016 notes indenture, the Issuer must make an offer to purchase certain amounts of the 2016 notes using the net cash proceeds from such asset sale to the extent such proceeds are not applied as

Table of Contents

set forth in the 2016 notes indenture, at a purchase price equal to 100% of the principal amount of the 2016 notes to be repurchased, plus accrued interest to the date of repurchase.

The 2016 notes are unsecured senior subordinated obligations of the Issuer and are subordinated to all of the Issuer's existing and future senior debt, rank equally with all of the Issuer's existing and future senior subordinated debt and rank senior to all of the Issuer's future debt that is expressly subordinated to the 2016 notes. The 2016 notes are guaranteed on an unsecured senior subordinated basis by the Company and all of its 100%-owned domestic subsidiaries (other than the Issuer). The 2016 notes are structurally subordinated to all of the liabilities of our non-guarantor subsidiaries.

The 2016 notes indenture 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, or sell, transfer, lease or otherwise dispose of all or substantially all assets, or create certain liens and other encumbrances on assets. The 2016 notes indenture contains events of default customary for agreements of its type (with customary grace periods, as applicable).

For more information regarding the 2016 notes, see Note 8 to our consolidated financial statements included in our Annual Report on Form 10-K filed on March 1, 2010, which report is incorporated herein by reference.

2012 Notes

During 2009, we repurchased approximately $12.9 million in aggregate principal amount of our 2012 notes for an aggregate purchase price of $12.3 million. As a result of these repurchases, approximately $187.1 million in aggregate principal amount of the 2012 notes remain outstanding as of December 31, 2009.

The 2012 notes bear interest at the rate of 6.25% per annum payable semi-annually on each June 15 and December 15, commencing June 15, 2005. The 2012 notes mature on December 15, 2012 unless earlier redeemed or repurchased, and are subject to the terms and conditions set forth in the indenture governing the 2012 notes, dated as of December 23, 2004 (the "2012 notes indenture").

We may redeem some or all of the 2012 notes for cash at any time on or after December 15, 2008 at the prices specified in the 2012 notes indenture.

The 2012 notes are unsecured senior subordinated obligations of the Company and are subordinated to all of the Company's existing and future senior debt, rank equally with all of the Company's existing and future senior subordinated debt and rank senior to all of the Company's future debt that is expressly subordinated to the 2012 notes. The 2012 notes are guaranteed on an unsecured senior subordinated basis by all of the Company's 100%-owned domestic subsidiaries (including the Issuer). The 2012 notes are structurally subordinated to all of the liabilities of our non-guarantor subsidiaries.

Upon the occurrence of a change of control (as defined in the 2012 notes indenture), the Company must make an offer to purchase the 2012 notes at a purchase price equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of repurchase. In addition, following an asset sale (as defined in the 2012 notes indenture) and subject to the limitations contained in the 2012 notes indenture, the Company must make an offer to purchase certain amounts of the 2012 notes using the net cash proceeds from such asset sale to the extent such proceeds are not applied as set forth in the 2012 notes indenture, at a purchase price equal to 100% of the principal amount of the 2012 notes to be repurchased, plus accrued interest to the date of repurchase.

Table of Contents

The 2012 notes indenture 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 assets sales, effect a consolidation or merger, or sell, transfer, lease or otherwise dispose of all or substantially all assets, or create certain liens and other encumbrances on assets. The 2012 notes indenture contains events of default customary for agreements of its type (with customary grace periods, as applicable).

For more information regarding the 2012 notes, see Note 8 to our consolidated financial statements included in our Annual Report on Form 10-K filed on March 1, 2010, which report is incorporated herein by reference.

Convertible Debentures

During 2009, we repurchased approximately $263.8 million in aggregate principal amount of our convertible debentures for approximately $255.2 million in cash under our previously announced repurchase program and pursuant to a tender offer completed in the fourth quarter. As a result of these repurchases and the tender offer, approximately $9.9 million in aggregate principal amount of the convertible debentures remain outstanding as of December 31, 2009.

The convertible debentures bear interest at the rate of 0.75% per annum until June 1, 2010 and at the rate of 0.50% per annum thereafter, payable semi-annually on each June 1 and December 1, commencing June 1, 2005. The convertible debentures mature on December 1, 2024 unless earlier redeemed or repurchased, and are subject to the terms and conditions set forth in the indenture governing the convertible debentures dated as of December 23, 2004 (the "convertible debentures indenture").

The convertible debentures are convertible into cash and shares of our common stock at a rate of 34.3643 shares per $1 principal amount of convertible debentures, which equates to a conversion price of approximately $29.10 per share of common stock subject to adjustment as provided in the convertible debentures indenture. The convertible debentures contain a net settlement feature, which entitles holders of each $1,000 principal amount of convertible debentures being converted to receive cash up to $1,000 and shares for any excess conversion value determined in a manner provided in the convertible debentures indenture.

Holders of the convertible debentures may convert the convertible debentures prior to stated maturity under the following circumstances:

during any calendar quarter before December 31, 2019, if the market price of our common stock for at least 20 trading days in the period of 30 consecutive trading days ending on the last trading day of the preceding calendar quarter equals or exceeds 120% of the conversion price;

at any time on or after December 31, 2019 if the market price of our common stock on any date on or after December 31, 2019 equals or exceeds 120% of the conversion price;

if we call the convertible debentures for redemption, except for certain redemptions described in the convertible debentures indenture; or

upon the occurrence of certain corporate transactions described in the convertible debentures indenture.

We may redeem some or all of the convertible debentures at any time on or after June 1, 2010 at a redemption price equal to 100% of the principal amount thereof. Holders of the convertible debentures have the right to require us to repurchase some or all of their convertible debentures at a redemption price equal to 100% of the principal amount thereof on June 1, 2010, December 1, 2014,

Table of Contents

December 1, 2019, or in the event of a fundamental change as described in the convertible debentures indenture.

The convertible debentures are unsecured senior subordinated, unsecured obligations of the Company and are subordinated to all of the Company's existing and future senior debt, rank equally with all of the Company's existing and future senior subordinated debt and rank senior to all of the Company's future debt that is expressly subordinated to the convertible debentures. The convertible debentures are guaranteed on an unsecured senior subordinated basis by all of the Company's 100%-owned domestic subsidiaries (including the Issuer). The convertible debentures are structurally subordinated to all of the liabilities of our non-guarantor subsidiaries.

The convertible debentures indenture limits our ability, and the ability of our subsidiary guarantors, to effect a consolidation or merger, or sell, convey, transfer, or lease substantially all of our or their assets.

We maintain a bond hedge in the form of call options designed to mitigate the potential dilution from the conversion of the convertible debentures. During the term of the bond hedge (which expires no later than June 1, 2010), the sellers of the options (the "counterparties") will deliver to us upon our exercise of such options after a conversion of the convertible debentures a number of shares of common stock based on the extent to which the then market price of our Class A common stock exceeds $29.10 per share. The options provide for net share settlement upon exercise.

For more information regarding the convertible debentures, see Note 8 to our consolidated financial statements included in our Annual Report on Form 10-K filed on March 1, 2010, which report is incorporated herein by reference.

Global Draw Promissory Notes

On May 7, 2009, we entered into an agreement with the principal selling shareholder and key management of Global Draw related to the earn-out and contingent bonuses that were payable to them in connection with the Company's 2006 acquisition. Based on the performance of the business, the total amount payable was determined to be approximately £60.6 million of which approximately £30.5 million was paid in May 2009. Approximately £28.1 million of the total amount payable was deferred under the terms of two-year, senior unsecured promissory notes issued by certain of the Company's foreign subsidiaries (and guaranteed by the Company and certain of its U.S. subsidiaries, including the Issuer). The earn-out balance of approximately £2.0 million was paid in September 2009.

The Global Draw promissory note issued to the principal selling shareholder by Scientific Games Luxembourg Finance S.a.r.l. ("SGLF"), an indirect 100%-owned subsidiary of the Company, has a principal amount of approximately £26.0 million and bears simple interest at the rate of 6.90% per annum, which interest is payable on the last day of March, June, September and December of each year, commencing on June 30, 2009. The note matures on May 7, 2011.

SGLF may repay all or a portion of the principal amount of the note at any time prior to maturity without premium or penalty. The note is a senior unsecured obligation of SGLF and is guaranteed on a joint and several basis by the Company and certain of its 100%-owned domestic subsidiaries (including the Issuer). Such guaranty represents "senior debt" as that term is defined in our indentures.

If an event of default under the note shall occur and be continuing, the holder of the note may declare the principal amount of, and accrued interest on, the note to be immediately due and payable. An "event of default" under the note shall occur if (1) SGLF shall fail to pay the then unpaid principal amount under the note within 15 days after the maturity date or any interest payment that is due and payable within 15 days after the applicable interest payment date, or (2) an "event of default" (as defined in the credit facilities) shall occur and be continuing and, as a result thereof, the amounts owing under the credit facilities immediately become due and payable.

Table of Contents

The terms of the Global Draw promissory notes issued to key management of Global Draw and the related guaranties are substantially identical to the note and guaranties described above, except that one of the notes was issued by a different foreign subsidiary of the Company.

For more information regarding the Global Draw promissory notes, see Note 8 to our consolidated financial statements included in our Annual Report on Form 10-K filed on March 1, 2010, which report is incorporated herein by reference.

Other Debt

As of December 31, 2009, total debt outstanding included loans denominated in Chinese Renminbi Yuan ("RMB") totaling RMB256.0 million (the "China Loans") at interest rates ranging from 4.779% to 5.755%, which is 90% to 105% of the rate set by the People's Bank of China for similar type loans.

In January 2010, we repaid the China Loans with the proceeds of two new loans totaling RMB191.0 million, of which RMB126.0 million matures in December 2012 and RMB65.0 million matures in January 2013. These new loans bear interest at a rate of 4.86%, which is 90% of the rate set by the People's Bank for similar type loans. The lending banks have received standby letters of credit issued under the Revolver to guarantee repayment of these borrowings.

Surety Bonds

As of December 31, 2009, the Company had arranged for the issuance of a total of $195.7 million of surety bonds in respect of outstanding contracts to which we and/or our subsidiaries are parties. The Company has reimbursement or indemnification obligations with respect to these bonds in the event that the sureties are required to make payment and, in some cases, such bonds are supported by springing liens, solely on those assets related to the performance of the relevant contractual obligations, that may attach following payment on such bonds.

Table of Contents

DESCRIPTION OF NOTES

The old notes were, and the new notes will be, issued by Scientific Games International, Inc. (the "*Issuer"*) pursuant to an indenture, dated as of May 21, 2009, by and among the Issuer, Scientific Games Corporation (the "*Company"*), the other wholly owned domestic subsidiaries of the Company (together with the Company, the "*guarantors*") and The Bank of Nova Scotia Trust Company of New York, as trustee. On May 21, 2009, the Issuer issued and sold $225.0 million of 9.250% senior subordinated notes due 2019, or the "original 2019 notes" under the same indenture. The $125.0 million of additional notes issued on November 5, 2009, or the old notes, are, and the new notes will be, equal in right of payment with, of the same series as, and vote on any matter submitted to holders of the original 2019 notes. Following the exchange offer, the new notes will trade as a single class of notes with the original 2019 notes. Unless indicated otherwise, the old notes, the new notes and the original 2019 notes are collectively referred to in this description as the "notes." The form and terms of the new notes will be identical in all material respects to the form and term of the old notes, except that the terms of new notes:

include those stated in the indenture and those made part of the indenture by reference to the Trust Indenture Act of 1939, as amended ("*TIA*");

will be registered under the Securities Act;

will not be subject to restrictions on transfer under the Securities Act;

will not be entitled to the registration rights that apply to the old notes; and

will not be subject to any increase in annual interest rate as described below under "Description of Notes Registration Rights."

The following summary of certain provisions of the indenture is not complete and is qualified in its entirety by reference to the TIA, the indenture and the registration rights agreement. We urge you to read the indenture, the notes and the registration rights agreement because they, and not this description, define your rights as holders of these notes. You may request copies of these agreements at the Company's address set forth in the forepart of this registration statement. See "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference."

The definitions of certain capitalized terms used in the following summary are set forth below under " Certain Definitions." For purposes of this section, references to the Company include only Scientific Games Corporation and not its subsidiaries and references to the Issuer include only Scientific Games International, Inc. and not its subsidiaries or its ultimate parent company, Scientific Games Corporation. A holder of old notes may not sell or otherwise transfer the old notes except in compliance with the provisions described in this registration statement under "Transfer Restrictions" and " Registration Rights."

Brief Description of the Notes

The notes:

are unsecured senior subordinated obligations of the Issuer;

are subordinated in right of payment to all existing and future Senior Debt of the Issuer;

are senior in right of payment to any future Indebtedness that is specifically subordinated to the notes;

rank equally in right of payment to any future senior subordinated debt of the Issuer; and

are guaranteed on a senior subordinated basis by each guarantor.

Table of Contents

Principal, Maturity and Interest

The Issuer issued the old notes in an initial aggregate principal amount of $125.0 million. The old notes were issued in minimum denominations of $2,000 and any greater integral multiple of $1,000. The notes will mature on June 15, 2019. Interest on the notes will accrue at the rate of 9.250% per annum and will be payable semi-annually in cash on June 15 and December 15 of each year, with the initial interest payment made on December 15, 2009. The Issuer will make each interest payment to the persons who are registered holders of notes at the close of business on the immediately preceding June 1 and December 1. Interest on the notes will accrue from the most recent date to which interest has been paid or, if no interest has been paid, from the date of issuance. Interest will be computed on the basis of a 360-day year comprised of twelve 30-day months.

Initially, the trustee will act as paying agent and registrar for the notes. The Issuer may change any paying agent or registrar without notice to the holders of the notes. The Issuer will pay principal and premium, if any, on the notes at the trustee's corporate trust office in New York, New York. At the Issuer's option, interest may be paid at the trustee's corporate trust office in New York, New York or by check mailed to the registered address of holders of the notes.

Indenture May be Used for Future Issuances

Subject to compliance with the covenant described under the subheading " Covenants Limitation on incurrence of additional indebtedness," the Issuer may issue more notes under the indenture on the same terms and conditions as the notes being offered hereby, except for issue date and issue price, in an unlimited aggregate principal amount (the "*Additional Notes*"); *provided* that such Additional Notes are part of the same issue as the notes for U.S. federal income tax purposes. The notes and the Additional Notes, if any, will be treated as a single class for all purposes of the indenture, including waivers, amendments, redemptions and offers to purchase. Unless the context otherwise requires, for all purposes of the indenture and this "Description of Notes," references to the notes include any Additional Notes actually issued.

Redemption

Optional redemption. On and after June 15, 2014, the Issuer will be entitled, at its option on one or more occasions, to redeem all or any portion of the notes upon not less than 30 nor more than 60 days' notice, at the following redemption prices (expressed as percentages of the principal amount thereof) if redeemed during the 12-month period commencing on June 15 of the years set forth below, plus, in each case, accrued and unpaid interest to the date of redemption:

Period	Percentage
2014	104.625%
2015	103.083%
2016	101.542%
2017 and thereafter	100.000%

Optional redemption upon equity offering. On or prior to June 15, 2012, the Issuer may, at its option on one or more occasions, redeem up to 35% of the initially outstanding aggregate principal amount of the notes (which includes Additional Notes, if any) with the net cash proceeds contributed to the capital of the Issuer from one or more Equity Offerings, at a redemption price equal to 109.25% of the principal amount thereof, plus accrued and unpaid interest to the date of redemption; *provided*, *however*, that:

(1) at least 65% of the initially outstanding aggregate principal amount of notes (which includes Additional Notes, if any) remains outstanding immediately after any such redemption; and

(2) each such redemption occurs within 120 days after the date of the related Equity Offering.

Table of Contents

Redemption at make-whole premium. At any time prior to June 15, 2014, the Issuer may redeem all or any portion of the notes on one or more occasions upon not less than 30 nor more than 60 days' notice at a redemption price equal to 100% of the principal amount of notes redeemed plus the Applicable Premium as of, and accrued and unpaid interest, if any, to, the date of redemption subject to the rights of holders of notes on the relevant record dates occurring prior to the redemption date to receive interest due on the relevant interest payment date.

Regulatory redemption. At any time any holder or beneficial owner of notes is determined to be a Disqualified Holder, then the Issuer will have the right, at its option:

(1) to require such holder or beneficial owner to dispose of all or a portion of its notes within 60 days (or such earlier date as may be required by the applicable Gaming Authority) of receipt of the relevant notice of finding by the applicable Gaming Authority, or

(2) to redeem all or a portion of the notes of such holder or beneficial owner upon not less than 30 nor more than 60 days' notice at a redemption price equal to the lesser of:

(a) the principal amount thereof, and

(b) the price at which such holder or beneficial owner acquired the notes, together with, in the case of either clause (a) or (b), accrued and unpaid interest to the earlier of the date of redemption or the date of the denial of license or qualification or of the finding of unsuitability by such Gaming Authority (subject to the rights of holders of notes on the relevant record dates occurring prior to such redemption date to receive interest due on the relevant interest payment date); provided, however, that if such Gaming Authority restricts the redemption price to a lesser amount then such lesser amount will be the rede