

MULTIMEDIA GAMES INC  
Form 10-K  
December 14, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**Form 10-K**

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(Mark One)

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

For the fiscal year ended September 30, 2007

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-14551

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**Multimedia Games, Inc.**

(Exact name of registrant as specified in its charter)

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Texas  
(State or other jurisdiction of incorporation or organization)

74-2611034  
(IRS Employer Identification No.)

206 Wild Basin Road, Building B, Fourth Floor

Austin, Texas  
(Address of principal executive offices)

78746  
(Zip Code)

Registrant's telephone number, including area code: (512) 334-7500

Registrant's website: [www.multimedialogames.com](http://www.multimedialogames.com)

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**Securities Registered Pursuant to Section 12(b) of the Act:**

None

**Securities Registered Pursuant to Section 12(g) of the Act:**

**Common Stock, \$0.01 par value**

**Preferred Share Purchase Rights**

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in PART III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

The aggregate market value of voting and non-voting common equity held by nonaffiliates of the registrant computed by reference to the price at which common equity was last sold as of the last business day of the registrant's most recently completed second fiscal quarter (March 31, 2007) was \$318,757,000 (assuming, for this purpose, that only directors and officers are deemed affiliates.)

As of December 5th, 2007, the registrant had 26,268,697 outstanding shares of common stock.

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**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Proxy Statement for the registrant's 2008 Annual Meeting of Shareholders are incorporated by reference into Part III of this Form 10-K.

*This Annual Report on Form 10-K contains forward-looking statements reflecting Multimedia Games' current forecast of certain aspects of our future. It is based on current information that we have assessed but which by its nature is dynamic and subject to rapid and even abrupt changes. Forward-looking statements include statements regarding future operating results, liquidity, capital expenditures, product development and enhancements, numbers of personnel, customer and strategic relationships with third parties, our strategy, legal and regulatory uncertainties, including outcomes of litigation by the Department of Justice, the effects of such outcomes upon our business, changes in existing laws and regulations or in the interpretation of such laws and regulations, the effects of competition in the Class II market from games that we believe are non-Class II games, and the effects of uneven enforcement policies by the National Indian Gaming Commission in challenging such non-Class II games. The forward-looking statements are generally accompanied by words such as plan, estimate, expect, intend, believe, should, would, could, anticipate, or other words that convey the uncertainty of future events or outcomes. Our actual results could differ materially from those stated or implied by our forward-looking statements, due to risks and uncertainties associated with our business. These risks are described throughout this Annual Report on Form 10-K, which you should read carefully. We particularly refer you to the section under the heading Risk Factors for an extended discussion of certain of the risks confronting our business. The forward-looking statements in this Annual Report on Form 10-K should be considered in the context of these risk factors. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

**PART I**

**ITEM 1. Business**  
**General**

We are a supplier of interactive systems, server-based gaming systems, interactive electronic games, player terminals, stand-alone player terminals, video lottery terminals, electronic scratch ticket systems, electronic instant lottery systems, player tracking systems, casino cash management systems, slot accounting systems, slot management systems, unified currencies and electronic and paper bingo systems for Native American, racetrack casino, casino, charity and commercial bingo, sweepstakes, lottery and video lottery markets and provide support and services and operations support for our customers and products. We design and develop networks, software and content that provide our customers with, among other things, comprehensive gaming systems, some of which are delivered through a telecommunications network that links our player terminals with one another, both within and among gaming facilities. Our ongoing development and marketing efforts focus on Class II and Class III gaming systems and products for use by Native American tribes; video lottery terminals, video lottery systems, stand-alone player terminals, electronic instant scratch systems and other products for domestic and international lotteries; products for domestic and international charity and commercial bingo markets; and promotional, sweepstakes and amusement with prize systems.

We derive the majority of our gaming revenues from participation agreements under which we place gaming systems, player terminals, proprietary and licensed content operated on player terminals, and back-office systems and equipment, which we collectively refer to as gaming systems. To a lesser degree, we derive revenue from the sale of or placement of gaming systems in the Washington State Class III market under lease-purchase or participation arrangements, and from the small back-office fees generated by those video lottery systems. We also generate gaming revenues in return for providing the central determinant system for a network of player terminals operated by the New York State Division of the Lottery. A significantly smaller portion of our revenues is generated from the sale of gaming equipment in the Class III market in Washington State. We also derive a small portion of our revenue from the sale of lottery systems and the placement of nontraditional gaming products such as electronic scratch tickets, sweepstakes or linked interactive paper bingo systems. Recently, we entered the International electronic bingo market and currently supply bingo systems to two customers in Mexico and receive fees based on the net earnings of the system. During fiscal 2008, we intend to derive revenue from the sale of stand-alone slot machines to Class III Native American markets.

The gaming industry is highly regulated, and we may be affected by expected and/or unforeseen judicial rulings or changes in applicable laws, or other changes in dynamic political, regulatory, socioeconomic, competitive and technological environments.

We specialize in server-based gaming systems commonly known as central determinant and down loadable systems. We provide these systems for use by Native American gaming operators in both Class II and Class III facilities, to racetrack casinos and commercial casinos, to operators of charity and commercial bingo gaming facilities, and for use in domestic and international lottery jurisdictions. We also provide player terminals for bingo systems and central-determinant video lottery systems.

We provide proprietary content that has been designed and developed by us for our gaming systems. We also implement game themes for and on our systems that we have licensed from others.

We market gaming support products such as back-office systems, player tracking systems, slot accounting systems, slot management systems, and slot monitoring systems both to gaming operators and to domestic and international lotteries. In addition, we market certain proprietary and nonproprietary hardware products that are used in conjunction with our systems and occasionally broker gaming products made by other game suppliers.

Our gaming systems typically operate across proprietary local-area and wide-area broadband networks. We provide linked interactive Class II gaming to our tribal customers via nationwide, broadband telecommunications network. Player terminals in the Class II market are typically interconnected within a gaming facility and to other facilities via fiber optic and telephonic networks, thereby enabling players to simultaneously participate in the same game and to compete against one another to win pooled prizes. In the charity bingo market, player terminals are typically only interconnected within the gaming facility where the terminals are located.

Our gaming systems are typically provided to customers under revenue-sharing arrangements, although sales models are common in some markets. For example, in the Native American Class III market in Washington State, player terminals and other products are typically sold for an up-front purchase price. Historically, we have focused our development and marketing efforts on Class II gaming systems for use by Native American tribes throughout the United States, and Class III gaming systems for use by Native American tribes under compact with the states of Washington and Oklahoma. We also focus our marketing efforts on the emerging charity markets in the United States, domestic and international video lottery markets, and international commercial bingo markets.

In addition, we have developed our proprietary MGAME<sup>®</sup> casino data management system technology solution, which features a suite of tools that help operators manage their gaming facilities. The MGAME system uses active-player-database management to analyze and optimize the effectiveness of slot floor placements, to track and audit monetary transactions, and to manage marketing programs, thereby allowing the operator to configure the casino floor to optimize profitability. We now have components of the MGAME casino data management system deployed in multiple gaming jurisdictions, including Native American Class II and Class III markets, the New York video lottery market, the Mexico electronic bingo market and the Alabama charity electronic bingo market.

**Native American Gaming.** Native American gaming is governed by the Indian Gaming Regulatory Act of 1988, or IGRA, which also established the National Indian Gaming Commission, or NIGC, and granted the NIGC regulatory powers over certain aspects of Native American gaming. IGRA classifies games that may be played on Native American lands into three categories, each of which is subject to different regulations, as follows:

**Class I Gaming.** Class I gaming includes traditional Native American social and ceremonial games. Class I gaming is regulated exclusively at the Native American tribal level.

**Class II Gaming.** Class II gaming includes bingo and, if played at the same location where bingo is offered, pull tabs and other games similar to bingo. Class II gaming is regulated by individual Native American tribes, with the NIGC having oversight of the tribal regulatory process. States that allow bingo and games similar to bingo to be conducted by any other entity or for any other purpose, such as bingo at charities or schools, may not regulate Class II gaming, and therefore receive no tax revenues from income the tribes derive from Class II gaming.

**Class III Gaming.** Class III gaming includes all other forms of gaming that are not included in either Class I or Class II, including slot machines and most table games. Class III gaming may be conducted only pursuant to contracts called compacts, which are negotiated between individual states and individual Native American tribes located within that state, and subsequently approved by the U.S. Bureau of Indian Affairs. The compacts typically include provisions entitling the state to receive revenues at mutually

agreed-upon rates from the income a tribe derives from Class III gaming activities.

We believe that all of our Class II games, electronic player terminals, and gaming systems are designed and operated to meet the requirements of Class II gaming as defined by IGRA, and that all of our Class III games and systems meet the requirements of the appropriate tribal-state compacts.

We currently offer our Native American Class II customers two gaming systems, our Legacy system and our New Generation system. In our Class II and Class III gaming markets, we currently provide gaming equipment to our customers on a participation basis, and receive revenue based on a percentage of the hold per day generated by each player terminal. As of September 30, 2007, we had 4,224 Class II player terminals installed in 38 Native American gaming facilities in seven states.

During 2004, the Oklahoma Legislature passed legislation authorizing certain forms of gaming at racetracks, and additional types of games at tribal gaming facilities, pursuant to a tribal-state compact. The Oklahoma gaming legislation allows the tribes to sign a compact with the state of Oklahoma to operate an unlimited number of electronic instant bingo games, electronic bonanza-style bingo games, electronic amusement games, and non-house-banked tournament card games. In addition, certain horse tracks in Oklahoma are allowed to operate a limited number of instant and bonanza-style bingo games and electronic amusement games.

We offer intrafacility-linked Class III video lottery systems to Native American customers in Washington State. The majority of our Class III gaming equipment is sold for an up-front purchase price, and we also receive a small back-office fee. Back-office fees cover the service and maintenance costs for back-office servers installed in each facility to run our Class III games, as well as the cost of related software updates. In addition, we offer Class III player terminals under both rental and lease-purchase programs. As of September 30, 2007, our Class III gaming systems were located in 12 gaming facilities in Washington State.

In December 2003, we installed our Tribal Instant Lottery Game, or TILG, in California. The one-touch game was based on a simulated scratch-off lottery ticket, and employs our central-determinant system technology. In January 2005, we converted all of the TILG games to a Class II gaming system.

**Charity Gaming.** We design, develop, and in some cases, may operate gaming systems for charity gaming enterprises. Charity bingo and other forms of charity gaming are operated by or for the benefit of nonprofit organizations, for charitable, educational and other lawful purposes. This and other forms of non-Native-American gaming are not currently subject to a federal regulatory system such as the one created by IGRA to regulate Native American gaming. Regulation of charity gaming is vested with each individual state, and in some states, regulatory authority is delegated to county or municipal governmental units.

We provide linked interactive electronic bingo systems and player terminals to charitable bingo operations in Alabama. As of September 30, 2007, we had 2,399 player terminals in three facilities in Alabama.

**Domestic and International Video Lottery Gaming.** We designed and developed a central determinant system for the emerging state video lottery market. Our central determinant system includes all software, hardware and networks required to provide outcomes to, remotely manage, and to provide accounting reports for video lottery gaming conducted on player terminals at multiple locations. In January 2004, we installed our central determinant system for the video lottery network that the New York Lottery operates at licensed New York State racetrack casinos. We currently have approximately 13,100 video lottery terminals connected to our central determinant system. Our central determinant system is able to interface with, provide outcomes to and manage player terminals provided by others. As payment for providing and maintaining the central determinant system, we receive a small portion of the network-wide hold per day. We believe that we will be able to achieve future growth in the domestic and international video lottery market by leveraging our experience in the states of California, Washington, Iowa, New York and the State of Israel, by our leadership in designing technologically advanced games and systems, and by having the ability to rapidly adapt game and system technology to satisfy emerging regulatory requirements.

During our third quarter of fiscal 2005, we installed an Electronic Instant Lottery System, or EIL, for the Israel National Lottery, which has been deployed at approximately 150 retail locations throughout Israel. This gaming system includes central-determinant system technology, management, test, monitoring, and accounting systems, on-site training, gaming themes, and delivery of 500 EIL player terminals.

**Promotional Sweepstakes System.** In December, 2005, one of our subsidiaries leased a promotional sweepstakes system to the operator of the Birmingham Race Course, a greyhound race course in Birmingham, Alabama. The promotional sweepstakes system allowed a patron to obtain free sweepstakes entries either by purchasing a product or service or by other means whereby no purchase was necessary. There were a number of methods that allowed a patron to redeem sweepstakes entries, including having the predetermined outcome displayed by video card readers.

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On December 1, 2006, the Alabama Supreme Court issued an opinion, finding that the promotional sweepstakes was unlawful under Alabama's gambling laws. The promotional sweepstakes system was shut down at the Birmingham Race Course facility and as of January 31, 2007, we had removed the sweepstakes system from the facility. We recorded a write-off of \$111,000 for all unamortized installation and software costs during the quarter ended December 31, 2006.

Revenues from the promotional sweepstakes are included in Other revenues in statements of operations.

**International Commercial Bingo Market.** On March 17, 2006, we entered into a contract with Apuestas Internacionales, S.A. de C.V., or Apuestas, a subsidiary of Grupo Televisa, S.A., to provide traditional and electronic bingo gaming, technical assistance, and related services for Apuestas' locations in Mexico. As of September 30, 2007, we had installed 2,515 player terminals at nine sites in Mexico under this contract. To date, there are not as many permanent facilities opened as we originally projected, and the hold per day is below our original expectations. At September 30, 2007, all installed player terminals placed are pursuant to a revenue share arrangement that is comparable with our Oklahoma market.

Effective September 19, 2007, we entered into a contract with Atracciones y Emociones Vallarta, S.A. de C.V., or AE Vallarta, a Mexican incorporated company to provide traditional and electronic bingo gaming, technical assistance, and related services for AE Vallarta's locations in Mexico. As of September 30, 2007, we had installed no player terminals in Mexico under this contract, but currently have 200 player terminals at one location. Our agreement with this license holder gives us the right to place 1,000 player terminals over the first year of the contract. The contract has a five-year term.

The following table sets forth our end-of-period installed player terminal base by quarter and by product line for each of the five most recent quarters:

Quarter Ended	Total					
	Reel Time		Class II	Oklahoma Compact Games <sup>(1)</sup>	Mexico Electronic Bingo Units	Total Other Gaming Units <sup>(2)</sup>
	Bingo	Legacy	Units			
9/30/2007	3,840	384	4,224	4,088	2,515	2,735
6/30/2007	4,624	353	4,977	3,973	2,426	2,735
3/31/2007	5,354	353	5,707	3,662	919	2,588
12/31/2006	5,943	362	6,305	3,324	919	2,541
9/30/2006	7,280	373	7,653	2,408	600	2,519

(1) Oklahoma Compact Games represents installations of games pursuant to the approved gaming compact between Native American tribes, racetracks and the State of Oklahoma.

(2) Total Other Gaming Units includes unit placements in the charity bingo and Malta.

### Our Strategy

Our strategy is to leverage our position as a supplier of central-determinant driven online gaming systems and as a provider of linked, interactive electronic gaming systems and content to place gaming systems and terminals, including Class III stand-alone products, in the rapidly evolving and growing Native American, charity, commercial casino video lottery and other domestic and international gaming markets. By successfully doing so, we will increase our revenues, diversify our revenue sources and expand the number of jurisdictions in which we conduct business. In addition, we plan to use our expertise and technology to develop new products and expand into other new markets for interactive gaming. Our strategies include the following:

**Continue marketing products to and developing new products for the existing and emerging interactive and conventional gaming markets for commercial and Native American Class III casinos.** In addition to our proprietary and third-party Class III products that we are currently providing, we plan to market a variety of new gaming platforms, new proprietary content, and new innovative gaming systems, as well as proprietary stand-alone player terminals to both the Native American Class III casino and the conventional commercial casino markets.

**Expand our installed base with new and existing customers, and enhance our customer relationships and market position through the selective use of joint development efforts.** We seek to use development agreements to continue expanding both our customer base and our installed base of player terminals. Pursuant to these agreements, we advance funds to the tribes for the construction of new tribal gaming facilities or for the expansion of existing facilities. In return, we receive certain contractual commitments regarding the placement of player terminals at the gaming facility. To date, we have entered into development agreements to advance approximately \$215.2 million. As of

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September 30, 2007, we had advanced a total of \$173.5 million under such agreements, and expect to advance the remaining \$41.7 million over the next twelve months.

***Exploit the potential expansion of additional domestic video lottery jurisdictions.*** We currently provide video lottery technologies to Native American tribes in the state of Washington. There are also ongoing legislative initiatives in a number of other states that, if successful, would permit the play of video lottery games in new jurisdictions. For example, New York adopted legislation authorizing the placement of player terminals at nine racetracks located in New York State. In May 2002, the New York Lottery notified us that we had been selected as



the winning vendor to provide the central operating system for its video lottery system; currently, eight of the nine planned racetrack casinos are in operation. We believe we were selected over our competition primarily on the basis of our system's technological attributes, as well as its flexibility and cost effectiveness. As a result, we anticipate that we will be able to achieve future growth in the domestic and international video lottery market by leveraging our experience in the states of California, Washington, Iowa, New York and the State of Israel, by our leadership in designing technologically advanced games and systems, and by having the ability to rapidly adapt game and system technology to satisfy emerging regulatory requirements.

***Continue expansion in the existing and emerging domestic charity gaming market.*** There are ongoing legislative initiatives in a number of jurisdictions that, if successful, we believe would allow the use of our technology in charity gaming facilities in those jurisdictions. We currently supply systems and/or player terminals to charity operators in Alabama and Louisiana that are authorized to conduct bingo games on behalf of certain nonprofit organizations. As of September 30, 2007, we had installed a total of 2,569 player terminals in the charity gaming market. If similar legislative initiatives are successful in other markets, we believe we will be able to expand into new and evolving markets by building upon our existing gaming system and bingo gaming technology, infrastructure, product base and regulatory expertise.

***Develop new products for existing and emerging international markets for charity and commercial interactive, player-against-player gaming.*** Bingo or similar forms of player-against-player gaming is authorized in more than one hundred countries. In a number of these jurisdictions, government regulators and/or legislators are considering expanding the types and forms of authorized gaming. We plan to leverage our success as a system provider and operator of player-against-player gaming in Class II Native American and domestic charity gaming to enter these evolving international markets.

***Develop new system-based and stand-alone products for domestic and international lottery operators and regulators.*** As a result of gaming's expansion, and as new forms of gaming are approved in new jurisdictions, regulators and governmental agencies are procuring new systems and tools to facilitate the control and/or monitoring of gaming operations. We plan to leverage our core systems, accounting, database, encrypted communication, interoperability, data center, network operation center and gaming system operations capabilities to develop proprietary products to facilitate the regulators' performing their oversight responsibilities.

***Develop new system-based products for domestic and international operators of sweepstakes, promotion and amusement with prize systems.*** As a result of gaming's expansion, and as new forms of gaming are approved in new jurisdictions, new systems and products are required to facilitate the deployment and operation of the new forms of gaming authorized by new legislation, regulations, or rules. We plan to leverage our core systems, accounting, database, encrypted communication, interoperability, data center, network operation center and gaming system operations capabilities to develop proprietary products to facilitate the deployment and operations of new systems for the sweepstakes, promotion and amusement with prize markets.

## **Our Competitive Strengths**

We intend to execute our strategy by leveraging our competitive strengths, which include:

***Years of experience and success as a proven operator of high-availability, large-scale transactional processing gaming systems.*** Through our subsidiaries, we have been operating central-determinant-driven systems, cashless payment systems, and player-against-player gaming systems since 1989. Utilizing data centers and network operation centers at multiple locations, we currently operate and/or support several different gaming systems that facilitate gaming operations at over a hundred different facilities. We believe that our long-term experience as an operator of various types of gaming systems is unmatched by any other service provider in the gaming industry, and plan to leverage this valuable experience to obtain new contracts to operate additional gaming systems in new jurisdictions.

***Experience providing server-based central determinant games.*** Since our inception, we have focused on a type of gaming that has come to be known within the gaming industry as server-based central-determinant gaming. Many industry-leading gaming companies have now recognized the power of this type of gaming system architecture, and we believe that we are a leader in this form of gaming system architecture.

**Leadership in network-enabled gaming.** We were one of the first gaming system operators to recognize the advantages of networked gaming and to embrace the use of both local-area networks and wide-area networks to enhance the entertainment value of the gaming experience. We currently operate the largest network of interfacility interactive central-determinant gaming in North America. We believe that our experience in operating networked gaming will help us enter new markets in the future.

The technological flexibility of our gaming systems allows us to place player terminals in multiple geographic locations, add new locations to our network without disrupting play on the network, and to provide a satisfying entertainment and gaming experience to the end user.

**Superior technology, products, systems and services.** Our technology-driven approach to our business has yielded what we believe are the most flexible and innovative gaming systems in the North American gaming industry. The advanced architecture of our gaming systems enables us to regularly launch new games that we believe appeal to the entertainment and gaming preferences of our end users. Our standard product offerings also include richly featured back-office, cashless payment, player tracking, and accounting systems for the gaming systems as well as the slot/video lottery floor management systems. We believe that our investment in and focus on the use of emerging technologies will help us procure additional non-commodity-priced business in the future.

**Continual upgrades of our existing hardware, communication network infrastructure, and systems and application software to incorporate state-of-the-art architecture.** We systematically upgrade the components contained in the player terminals located at our customers' facilities so that the terminals can use our most up-to-date technology, and so we can enhance the gaming and entertainment experience of our end users by offering games that play at high speed and use the new technology to offer advanced graphics and sounds in all of the gaming markets that we serve.

**Extensive and flexible content library.** We currently offer our own proprietary game themes, as well as game themes developed through third-party license agreements. Through these agreements, we have access to a significant number of additional game themes with proven acceptance in a variety of gaming jurisdictions, and which we may use in our Class II, Class III, charity bingo and certain other markets.

Our license agreements with other suppliers allow us to use some of their most popular game themes, which have player-tested acceptance in other gaming markets. These games are offered with a variety of pay tables, prize distributions and currency denominations.

Utilizing our advanced game development tools and our software-driven architecture, our team of game technology specialists can adapt these game themes to the Class II, Class III, charity, video lottery and other gaming markets, and respond to changing end-user preferences, as well as changes in the requirements of applicable regulatory agencies.

**Advanced tools for the gaming operator.** Our technology embraces the development of new tools to enable gaming operators to collect and mine data that will empower them to optimize their gaming facility earnings.

**Ongoing revenue from existing installed base.** We derive most of our revenues from participation arrangements with our customers, through which we receive a percentage of the hold per day generated by each of our player terminals. Therefore, our interests are closely aligned with the interests of our customers, since a substantial portion of our revenues is dependent on the revenues they generate.

## Our Products and Services

**Class II Games and Systems.** We provide the Class II Native American gaming market with linked, interactive electronic games and related online systems and player terminals. These games, systems and player terminals include:

Flexible gaming systems that enable us to operate games efficiently and to regularly launch new game engines;

Flexible game engines that enable us to display the same underlying bingo game utilizing various game themes;

High-speed, interactive Class II bingo games and game themes we designed and developed that provide our end users with an entertaining gaming experience;

Player terminals linked via nationwide, broadband telecommunications network, thereby enabling us to rapidly build quorums and broaden participation in games run throughout the country, and monitor the performance of our network in real time;

Information services that allow our customers to monitor their gaming activities and to improve service to end users; and

Back-office, accounting and player tracking systems that help our customers optimize their earnings.

To take advantage of technological advances that increase the capability of our systems, improve the end-user experience, broaden participation in the games and thereby increase revenues, we regularly introduce new high-speed, interactive Class II bingo games.

In May 1996, we introduced our Legacy gaming system and its related family of game engines with the launch of MegaMania<sup>®</sup>, the first online, interactive bingo game played on player terminals linked within a single facility; shortly thereafter, we began linking multiple facilities with one another via nationwide, broadband telecommunications network. When first introduced, a game of MegaMania took approximately two minutes to play. We used rotating shifts of teams of employees, working twenty-four hours per day, seven days a week, to manually draw bingo ball numbers from a bingo ball blower. The drawn numbers were then keyed into the network to appear simultaneously on multiple player terminals linked to the network and logged onto that game. Today, a game of MegaMania takes about one minute to play. In place of a bingo ball blower, we now use an electronic ball draw that randomly determines bingo numbers, which are instantly communicated over the network to player terminals. This new method has significantly increased the speed and reliability of the game, improved security, and significantly reduced overhead.

In January 2001, we introduced our New Generation gaming system and its related family of game engines with the launch of MegaNanza<sup>®</sup>, a bonanza-style bingo game, where the bingo numbers are drawn before the bingo cards are purchased. The faster-paced New Generation gaming system enhance the entertainment and gaming experience of our end users, resulting in an overall increase in the number of end users playing our games.

In June 2002, we introduced Reel Time Bingo<sup>®</sup>, a high-speed, standard-sequence bingo game (meaning that the cards are purchased before the balls are drawn), which is played on our New Generation system. As of October 27, 2003, we had converted all of our MegaNanza games to some version of Reel Time Bingo, both in response to the settlement agreement reached between us and the NIGC, and to take advantage of improved technologies.

We continually strive to improve the capabilities of our core gaming system. In November 2003, we introduced and began deploying our Gen IV gaming system. This deployment has enabled us to operate games with complex bonus rounds, to operate real-time, interfacility progressives and to provide better interoperability between gaming systems. Furthermore, our Gen IV gaming system has allowed us to operate multiple gaming engines within a single facility. This has been especially beneficial in certain Oklahoma facilities where the operators have decided to continue offering Class II games after they begin offering the new Class III games that are permitted under the tribal-state compact. In July 2005, we introduced and began deploying our Gen5 gaming system. The Gen5 product features a more robust database for accounting, player tracking and database marketing, enhanced hardware and software redundancy, the ability to provide customers with currency accounting and player tracking support for third-party vendor games, and the ability to offer Class II and Class III games on a single integrated system.

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We currently offer a variety of Class II player terminal models. Each Class II player terminal has a screen that always displays the bingo cards being played as well as a flashboard that displays bingo numbers that have been

drawn. Depending upon the end user's entertainment preference, an additional display can be selected that minimizes the size of the bingo card display and shows other graphics that can take many forms, including graphics that simulate spinning reels similar to slot machines or video lottery games. In addition to our proprietary titles, some of our player terminals also use displays adapted from game themes we license from others. The screen also serves as a touch pad that allows end users to interactively communicate decisions that influence the play of the game. Such actions may include initiating play, dropping bingo cards from play, daubing or covering numbers drawn, claiming a prize or ending play. Player terminals vary according to height, width and depth (to accommodate, in part, the differing space needs of our customers' facilities), screen size and other features affecting appearance and the visual appeal to end users.

Our Class II games are linked via nationwide, broadband telecommunications network, which provides several important benefits to us, our customers and our end users:

A large number of potential players are available to rapidly build quorums for individual games.

For certain game designs, larger numbers of end users can compete in a single game, which increases the size of the prize pool.

Class II gaming requires there to be more than one end user participating in a game. Our network enables end users to link with each other more quickly, thereby increasing the number of games played during a given period.

We are able to introduce technological enhancements via our network without the need for location-by-location down time, thereby avoiding lost revenues for our customers.

We are able to monitor network performance in real time, which allows us to quickly identify and respond to network problems and avoid significant down time.

With our ability to launch new games broadly over a large number of player terminals, the chance that any new game will become popular with end users is increased, since the frequency of prizes and its related effect upon the popularity of a game depends in part on the total number of end users participating in the same game.

In addition, our back-office system provides accounting, management and information services to our customers, who are able to monitor all aspects of their gaming activities by player terminal, by game and by gaming facility. Our back-office system normally includes a database server that archives details of distribution and sales, as well as end-user information used by the gaming facilities for marketing and player tracking, and a management terminal that can monitor game system operation and generate system reports. As part of the MGAMe system, we also offer a player tracking system that allows facilities to track the playing preferences of those individual end users who have elected to participate in their player tracking program; we thereby gain potentially valuable design insight into game features that appeal to end users. It also serves as a marketing tool for our customers, who are made aware, in real time, of end users playing in their facility.

We continuously monitor our network from our network operations center, headquartered in Austin, Texas, which enables us to identify disruptions or less-than-optimum network performance, as well as to gather valuable data regarding the playing habits and preferences of end users; this data is then utilized in our game design efforts.

***Class III Games and Systems for Washington.*** We sell, rent or lease Class III gaming equipment to Native American customers in the state of Washington and receive a small back-office fee. Back-office fees cover the service and maintenance costs for back-office servers installed in each facility to run our Class III games, as well as the cost of related software updates. Class III video lottery gaming in the state of Washington is allowed pursuant to a compact between the state and certain Native American tribes in that state. The compacts contain the specifications for permissible video lottery systems in the state, including:

Only those player terminals within the same gaming facility may be linked with one another;

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The system must be cashless; and

The implementation of each game and all system components and software must be approved by an independent gaming laboratory as well as by the gaming laboratory operated by Washington State.

An end user who wishes to play our Class III games in the state of Washington must open an account with the cashier in the facility and receive a card encoded with an account number and a personal identification number. The end user can then use the card to buy an electronic ticket at a player terminal, add money to the account at a point-of-sale terminal, or cash out the account.

Electronic replicas of scratch tickets are shown on the player terminals, with the results of the wager displayed in a variety of graphical game formats that entertain the end user with motion and sound before revealing the value of the scratch ticket. We have license agreements with third parties that allow us to use several of their popular game themes in the state of Washington. Our Class III player terminals are available in a variety of freestanding and bar-top styles having a look and feel that is consistent with traditional video slot machines.

Our Class III systems in Washington State comprise all the software and hardware necessary for operation, and are designed to be readily adaptable to the video lottery requirements of jurisdictions outside that state. Our hardware includes multiple servers that generate sets of electronic lottery tickets, and distribute them on demand to end users sitting at terminals networked throughout a casino. As with our Class II gaming systems, our Class III back-office system allows us to maintain end-user information, details of ticket manufacture, distribution and sales, and to monitor game system operation and generate system reports.

***Class III Games and Systems for Oklahoma.*** During 2004, the Oklahoma Legislature passed legislation authorizing certain forms of gaming at racetracks, and additional types of games at tribal gaming facilities, pursuant to a tribal-state compact. The Oklahoma gaming legislation allows the tribes to sign a compact with the state of Oklahoma to operate an unlimited number of electronic instant bingo games, electronic bonanza-style bingo games, electronic amusement games, and non-house-banked tournament card games. In addition, certain horse tracks in Oklahoma are allowed to operate a limited number of instant and bonanza-style bingo games and electronic amusement games. All vendors placing games at any of the racetracks under the compact will ultimately be required to be licensed by the state of Oklahoma. Pursuant to the compacts, vendors placing games at tribal facilities will have to be licensed by each tribe. All electronic games placed under the compact will have to be certified by independent testing laboratories to meet technical specifications. These were published by the Oklahoma Horse Racing Commission and the individual tribal gaming authorities in the first calendar quarter of 2005.

***Class III Games and Systems for Native American and Commercial Casino Markets.*** During fiscal 2007, we began designing and developing stand-alone Class III player terminals to be sold or placed on a revenue share basis in the very large and broad Class III stand-alone gaming market for Native American casinos as well as domestic and international commercial casinos. All player terminals delivered to these markets will have to receive specific jurisdictional approvals from the appropriate testing laboratory and from the appropriate regulatory agency. Our first group of stand-alone player terminals is targeted for placement in the Class III stand-alone market in Rhode Island. We believe that we will deliver additional player terminals to other Class III markets during the first half of calendar 2008.

***Charity and Commercial Bingo Games and Systems.*** In December 2003, we began installing a high-speed, standard bingo game for the charity market in Alabama, and as of September 30, 2007, we had 2,399 player terminals installed in three facilities. Charity bingo and other forms of charity gaming are operated by or for the benefit of nonprofit organizations for charitable, educational and other lawful purposes. These games are typically only interconnected within the gaming facility where the terminals are located. Regulation of charity gaming is vested with each individual state, and in some states, regulatory authority is delegated to county or municipal governmental units. We typically place player terminals under participation arrangements in the charity market and receive a percentage of the hold per day generated by each of the player terminals. In addition, we have installed a limited number of charity gaming units in the state of Louisiana.

***Video Lottery Central Systems.*** We designed and developed a central determinant system for the emerging domestic and international video lottery market. Our central system encompasses all software, hardware and networks required to provide outcomes and accounting for video lottery gaming conducted at multiple locations. Beginning in January 2004, we began the first operation of our central determinant system for the video lottery terminal network that the New York Lottery operates at licensed New York State racetracks. Our central system is able to interface with and manage player terminals that are provided by others. As payment for providing and maintaining the central determinant system, we receive a small portion of the network-wide hold per day. This contract provides for a three-year term with an additional three one-year automatic renewal under certain conditions. We believe that we will be able to achieve future growth in the domestic and international video lottery market by leveraging our experience in the states of California, Washington, Iowa, New York and the State of Israel, by our leadership in designing technologically-advanced games and systems, and by having the ability to rapidly adapt game and system technology to satisfy emerging regulatory requirements.

In December 2003, we installed TILG in California. The new one-touch game was based on a simulated scratch-off lottery ticket, and employs our central-determinant system technology. In January 2005, we converted all of the TILG games to a Class II gaming system.

**Promotional Sweepstakes System.** In December 2005, one of our subsidiaries leased a promotional sweepstakes system to the operator of the Birmingham Race Course, a greyhound race course in Birmingham, Alabama. The promotional sweepstakes system allowed a patron to obtain free sweepstakes entries either by purchasing a product or service or by other means whereby no purchase was necessary. There were a number of methods that allowed a patron to redeem sweepstakes entries, including having the predetermined outcome displayed by video card readers.

On December 1, 2006, the Alabama Supreme Court issued an opinion, finding that the promotional sweepstakes was unlawful under Alabama's gambling laws. The promotional sweepstakes system was shut down at the Birmingham Race Course facility and as of January 31, 2007, we had removed the sweepstakes system from the facility. We recorded a write-off of \$111,000 for all unamortized installation and software costs during the quarter ended December 31, 2006.

Revenues from the promotional sweepstakes are included in Other revenues in statements of operations.

**International Commercial Bingo Market.** On March 17, 2006, we entered into a contract with Apuestas Internacionales, S.A. de C.V., or Apuestas, a subsidiary of Grupo Televisa, S.A., to provide traditional and electronic bingo gaming, technical assistance, and related services for Apuestas' locations in Mexico. As of September 30, 2007, we had installed 2,515 player terminals at nine sites in Mexico under this contract. To date, there are not as many permanent facilities opened as we originally projected, and the hold per day is below our original expectations. At September 30, 2007, all installed player terminals placed are pursuant to a revenue share arrangement that is comparable with our Oklahoma market.

Effective September 19, 2007, we entered into a contract with Atracciones y Emociones Vallarta, S.A. de C.V., or AE Vallarta, a Mexican incorporated company to provide traditional and electronic bingo gaming, technical assistance, and related services for AE Vallarta's locations in Mexico. As of September 30, 2007, we had installed no player terminals in Mexico under this contract, but currently have 200 player terminals at one location. Our agreement with this license holder gives us the right to place 1,000 player terminals over the first year of the contract. The contract has a five-year term.

## Research and Development

Our research and development activities primarily focus on the development of new gaming systems, gaming engines, player tracking systems, casino data management systems, central video lottery systems, gaming platforms and content, and enhancements to our existing product lines. We believe our investments in product development are necessary to deliver differentiated products and solutions to the marketplace. Research and development costs consist primarily of salaries and benefits, consulting fees, and an allocation of corporate facilities costs related to these activities. Once the technological feasibility of a project has been established, the software project is transferred from research to development, and capitalization of the software development costs begins until the product is available for general release.

For the year ended September 30, 2007, research and development expenses decreased by 9%, to \$18.1 million, from \$19.8 million for the same period of 2006. This decrease primarily resulted from a decreased headcount in our development group, as we have realigned our development teams in response to our near-term move toward stand-alone gaming. We expect our research and development expenses to remain consistent with amounts incurred in fiscal 2007.

## Gaming Contracts

All of our Class II and Class III gaming revenues are derived through contracts with our Native American customers. Our contracts typically run over multiple years, and can be terminated earlier under certain specified conditions. The contracts specify the quantity and type of player terminals to be installed, and the terms of the rental or participation arrangement. In some instances, there is also a limited waiver of sovereign immunity by certain tribes that typically provides for the arbitration of any dispute under the contract, and the right to enforce any decision of the arbitrator by application to a federal or state court having jurisdiction, while in other instances there is no limited waiver of sovereign immunity. Our largest customer, who accounts for over 40% of our revenue, has not given us a limited waiver of sovereign immunity. Under these contracts, we are also granted the right, under certain circumstances, to enter the land of the Native American tribe for the purpose of removing our property. See Risk Factors. We do not rely upon the term of our customer contracts to retain the business of our customers, and Enforcement of remedies or contracts against Native American tribes could be difficult. Furthermore, the NIGC has recently expressed concern that some of our forms of contract may violate the spirit of the sole proprietary interest concept that is required to be written into all tribal gaming regulations.



## Intellectual Property

We rely to a limited extent upon patent, copyright, trademark and trade secret laws, license agreements, and employee nondisclosure agreements to protect our proprietary rights and technology. Since these laws and contractual provisions provide only limited protection, we rely more upon proprietary know-how and continuing technological innovation to develop and maintain our competitive position. Insofar as we rely on trade secrets, unpatented know-how, and innovation, there is no assurance that others will not independently develop similar technology or that secrecy will not be breached.

**Patents, Trademarks and Trade Names.** We have patents issued and patents pending in the United States. We also have patents pending overseas corresponding to some of our U.S. patents and pending U.S. patent applications. Our trademarks and trade names include but are not limited to the following: Players Passport®, MGAMe® System, Reel Time Bingo®, MegaNanza®, MegaBingo®, and MegaMania®. All references herein to those trademarks and trade names are deemed to include the applicable trade name or trademark designation. See Risk Factors We may not be successful in protecting our intellectual property rights, or avoiding claims that we are infringing upon the intellectual property rights of others.

## Licenses

We are licensed by the State of Washington to conduct Class III gaming in that state, and we are licensed by the states of Louisiana and Mississippi as a manufacturer of charitable gaming equipment. In Minnesota, we are licensed by the state as a linked bingo prize provider. For Class II or Class III gaming, we are licensed by all of the relevant Native American gaming commissions that grant licenses pursuant to their gaming ordinances. We have sought and obtained determinations that our New Generation games are Class II gaming from each tribe's gaming commission prior to the installation of the games in their facilities. We are also licensed by the State of New York for the purpose of providing the central-determinant-driven video lottery system operated at certain racetracks.

## Competition

We currently compete in a variety of gaming markets with companies that are both larger and smaller than we are. We compete with other vendors for customers, primarily on the basis of the amount of profit our gaming products generate for our customers in relation to other vendors gaming products and the prices and or fees that we choose for our products and services. We believe that the most important factor influencing our customers' product selection is the appeal of those products to end users. This appeal has a direct effect on the volume of play by end users, and drives the amount of revenue generated for and by our customers. Our ability to remain competitive depends primarily on our ability to continuously develop new game themes, gaming engines, hardware platforms and systems that appeal to end users, and to introduce those game themes and systems in a timely manner. See Risk Factors Our future performance will depend on our ability to develop and introduce new gaming systems and to enhance existing games that are widely accepted and played. We may not be able to continue to develop and introduce appealing new game themes and systems that meet the demands of current or prospective customers.

In our core Oklahoma market, we believe the increased competition has and may continue to intensify pressure on our pricing model. In the future, gaming providers will compete on the basis of price as well as the entertainment value and technological superiority of their products. While we will continue to compete by regularly introducing new and faster games with technological enhancements that we believe will appeal to end users, we believe that the net revenue retained by our customers from their installed base of player terminals will become a more significant factor, one that may require us to change the terms of our participation arrangements with customers to remain competitive.

We plan to market a variety of new gaming platforms, new proprietary content, new innovative gaming systems, and new proprietary stand-alone player terminals to both the Native American Class III casino and conventional commercial casino markets. These traditional gaming markets are very competitive with companies with significant gaming experience and financial resources.

## Employees

At September 30, 2007, we had 427 full-time and part-time employees, including 184 engaged in field operations and business development, 176 in system and game development, 22 in sales and marketing activities, 17 in accounting functions, and 28 in other general administrative and executive functions. We do not have a collective bargaining agreement with any of our employees. We believe our relationship with our current employees is good.

## Governmental Regulation

**General.** We are subject to federal, state and Native American laws and regulations that affect both our general commercial relationships with our Native American tribal customers as well as the products and services provided to them. We also offer products for charity bingo markets that are subject to state and local regulation. The following is only a summary of the more material aspects of these laws and regulations, and is not a complete recitation of all applicable law.

**Federal Regulation.** The most important pieces of federal legislation affecting our business are the IGRA and the Gambling Devices Act (Also known as the Johnson Act).

**Indian Gaming Regulatory Act Amendments of 2006.** On March 29, 2006, the United States Senate Committee on Indian Affairs reported to the Senate floor the IGRA Amendments of 2006, or S.2078. If enacted, S.2078 would, among other things, expand the NIGC's authority to review and approve consulting agreements, development agreements, financing agreements, and agreements whereby compensation to the nontribal party is based on a percentage of gaming revenues. Under the current law, our equipment lease agreements and development and financing agreements with Native American tribes do not require the approval of the NIGC. If S.2078 is enacted, however, many of our Native American gaming contracts would require NIGC approval. As part of the review and approval process, the NIGC could materially and adversely affect the terms of the contracts, and we, our board of directors and significant shareholders would have to undergo a background investigation prior to the approval of the contracts. On June 7, 2006, the Committee Report on S.2078 was filed in the Senate. Because of objections by a number of Senators to the bill, there was no further action on S.2078 in the Senate before the end of the 109<sup>th</sup> Congress. The bill therefore dies, and must be reintroduced during the 110<sup>th</sup> Congress before it can be considered further by the Congress. See Item 1. Business Native American Gaming, for additional information on IGRA.

**Gambling Devices Act (Also Known as the Johnson Act).** In October 2005, the DOJ made available to the public proposed legislation the agency has drafted amending the Johnson Act. After conducting a series of consultations with Native American tribes, the DOJ released a newly revised draft bill earlier this year that, if enacted, could materially and adversely affect our Class II gaming market. The proposed legislation would classify electronic technologic aids used by Native American tribes in Class II games such as bingo, as gambling devices, and would authorize the use of such Class II devices by Native American tribes only if such devices are certified by the NIGC as Class II technologic aids. The proposed legislation authorizes the NIGC to promulgate regulations regarding the use of technologic aids. The NIGC regulations must maintain a distinction between Class II technologic aids and Class III gambling devices based upon the internal and external characteristics of the gambling devices and the manner in which the games using gambling devices are played. The DOJ was unable to find congressional sponsors for its proposed bill during the 109<sup>th</sup> Congress, which concluded in December 2006. To date, the DOJ's proposed bill has not been introduced in the First Session of the 110<sup>th</sup> Congress.

**Tribal-State Compacts.** Native American tribes cannot offer Class III gaming unless, among other things, they are parties to compacts with the states in which they operate. The tribal-state compacts typically include provisions entitling the state to receive revenues from the income a tribe derives from Class III gaming activities. Although compacts are intended to document the agreement between the state and a tribe relative to permitted Class III gaming operations, they are agreements, and can be subject to interpretive and other ambiguity and disputes. Currently, we operate in three states where compacts significantly affect our business: California, Oklahoma, and Washington.

**California.** In December 2003, we began to offer TILG terminals to tribal customers in California who are parties to compacts with the state. In November 2004, two of our tribal customers opened expanded facilities which substantially increased the number of TILG terminals. In part, these compacts permit each tribe to offer gaming facilities with up to 2,000 gambling devices, and separately, permit the play of any video lottery machine that the state of California could legally offer. In January 2005, we removed the TILG terminals and redeployed a portion of these placements as Reel Time Bingo.

**Oklahoma.** During 2004, the Oklahoma Legislature passed legislation authorizing certain forms of gaming at racetracks, and additional types of games at tribal gaming facilities, pursuant to a tribal-state compact. The Oklahoma gaming legislation allows the tribes to sign a compact with the state of Oklahoma to operate an unlimited number of electronic instant bingo games, electronic bonanza-style bingo games, electronic amusement games, and non-house-banked tournament card games. In addition, certain horse tracks in Oklahoma are allowed to operate a limited number of instant and bonanza-style bingo games and electronic amusement games. All vendors placing games at any of the racetracks under the compact will ultimately be required to be licensed by the state of Oklahoma. Pursuant to the compacts, vendors placing games at tribal facilities will have to be licensed by each tribe. All electronic games placed under the compact will have to



be certified by independent testing laboratories to meet technical specifications. These technical specifications were published by the Oklahoma Horse Racing Commission and the individual tribal gaming authorities in the first calendar quarter of 2005. To date, independent testing labs have given wide latitude as to what constitutes a compliant game.

We believe the recently adopted Oklahoma legislation significantly clarifies and expands the types of gaming permitted by Native America tribes in that state. We expect continued intensified competition from vendors currently operating in Oklahoma, as well as new competitors with significant gaming experience and financial resources. As the rules and regulations governing Class II gaming are clarified by court decisions and by new rule-making procedures, we anticipate more competition and further pressure on our market and revenue share percentages in Oklahoma. New tribal-state compacts, such as the Oklahoma gaming legislation passed by referendum in 2004, have also led to increased competition. In addition, we continue to experience an extended period of uncertainty relative to enforcement of existing restrictions on non-Class II devices, which is forcing us to continue competing against games that do not appear to comply with the published regulatory restrictions on Class II games. As a result of this increased competition in Oklahoma, we have and may continue to experience pressure on our pricing model, with the result that gaming providers are competing on the basis of price as well as the entertainment value and technological superiority of their products. While we will continue to compete by regularly introducing new and more entertaining games with technological enhancements that we believe will appeal to end users, we believe that the level of revenue retained by our customers from their installed base of player terminals will become a more significant competitive factor, one that may require us to change the terms of our participation arrangements with customers.

The legislation requires Oklahoma tribes to develop their own licensing procedures. Some of our Oklahoma tribal customers have developed these procedures, and others are in the process of defining the procedures. For that reason, deployment of games to be operated under the compact in Oklahoma is proceeding at an erratic pace and will continue to do so for many months. Moreover, tribal policies and procedures, as well as tribal selection of gaming vendors, are subject to the political and governance environment within the tribe. Changes in tribal leadership or tribal political pressure can affect our relationships with our customers. As a result of these and other considerations, it remains difficult to forecast the short-term impact on our business from the recent Oklahoma gaming legislation.

**Washington.** In Washington State, we offer player terminals operated in conjunction with local central determinant systems, pursuant to compacts between the state and certain Native American tribes in that state. These compacts are recognized by IGRA to permit Class III gaming, which would otherwise be illegal.

**Native American Regulation of Gaming.** IGRA requires that Native American tribes adopt and submit for NIGC approval the ordinances that regulate tribes' conduct of gaming. While these ordinances vary from tribe to tribe, they commonly provide for the following:

Native American ownership of the gaming operation;

Establishment of an independent tribal gaming commission;

Use of gaming net revenues for Native American government, economic development, health, education, housing or related purposes;

Independent audits, including specific audits of all contracts for amounts greater than \$25,000;

Native American background investigations and licenses;

Adequate safeguards for the environment, public health and safety; and

Dispute resolution procedures.

Pursuant to IGRA, our tribal customers have adopted regulations requiring the tribe to have the sole proprietary interest in their gaming activities.

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**Charity Gaming.** Charity bingo facilities are generally operated by nonprofit organizations for charitable, educational and other lawful purposes. Charity bingo is not currently subject to a nationwide regulatory system such as the one created by IGRA to regulate Native American gaming, so regulation is on a state-by-state, and sometimes a county-by-county basis. We currently offer charity bingo gaming systems in the state of Alabama pursuant to state and county regulations. We also offer games to certain operators in the state of Louisiana.

**Promotional Sweepstakes System.** Promotional sweepstakes are subject to both federal and state regulation. One of our subsidiaries previously leased a promotional sweepstakes system to the operator of the Birmingham Race Course, a greyhound race course in Birmingham, Alabama. The promotional sweepstakes system allowed a patron to obtain free sweepstakes entries either by purchasing a product or service or by other means whereby no purchase was necessary. There were a number of methods that allowed a patron to redeem sweepstakes entries, including having the predetermined outcome displayed by video card readers. As described above, in December 2006, an Alabama Circuit Court found the sweepstakes system to violate Alabama's gambling laws. We subsequently removed the system and currently do not have any leased promotional sweepstakes systems in operation. Our future lease of promotional sweepstakes systems in other states will be subject to compliance with the laws of such states as well as federal law.

**International Commercial Bingo Market.** We started business in Mexico in 2006. The Mexican bingo (lottery of numbers) market is regulated by Mexico's Ministry of the Interior (Secretaría de Gobernación), a branch of the federal government. The entities and individuals who have obtained bingo (lottery of number) permits may only operate player terminals that comply with Mexican law and regulations, from time to time in effect. Accordingly, our contracts require us to provide player terminals that comply with said laws and regulations, and therefore, we submit our games for compliance certification to an independent lab prior to placing them in a facility of a permit holder.

**Available Information.** Through the Investor Relations link on our website, [www.multimedialogames.com](http://www.multimedialogames.com), we make available free of charge, as soon as reasonably practicable after such information has been filed with the Securities and Exchange Commission, or SEC, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports furnished pursuant to Section 13 or 15(d) of the Securities Exchange Act. In addition to the information that is available on our website, you may read and copy any materials we file with or furnish to the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website, [www.sec.gov](http://www.sec.gov), which includes reports, proxy and information statements, and other information regarding us and other issuers that file electronically with the SEC. Our website and the information contained therein or connected thereto are not intended to be incorporated into this Annual Report on Form 10-K.

Multimedia Games, Inc. was incorporated in Texas on August 30, 1991. Unless the context otherwise requires, the terms "Company," "MGAM," "we," "us," and "our" include Multimedia Games, Inc., and our wholly-owned subsidiaries: Megabingo, Inc.; MGAM Systems, Inc.; Innovative Sweepstakes Systems, Inc.; MGAM Services, LLC; MGAM Systems International, Inc.; Megabingo International, LLC; Multimedia Games de Mexico I, S. de R.L. de C.V.; and Servicios de Wild Basin S. de R.L. de C.V. Our executive offices are located at 206 Wild Basin Rd., Bldg. B, Fourth Floor, Austin, Texas, 78746, and our telephone number is (512) 334-7500.

**ITEM 1A. Risk Factors**

The following risk factors should be carefully considered in connection with the other information and financial statements contained in this Annual Report, including PART II Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations. If any of these risks actually occur, our business, financial condition and results of operations could be seriously and materially harmed, and the trading price of our common stock could decline.

**We face legal and regulatory uncertainties that threaten our ability to conduct our business and to effectively compete in our Native American gaming markets. These uncertainties also may increase our cost of doing business and divert substantial management time away from our operations.**

Historically, we have derived most of our revenue from the placement of Class II player terminals and systems for gaming activities conducted on Native American lands. These activities are subject to federal regulation under the Johnson Act, the Indian Gaming Regulatory Act of 1988, or IGRA, and under the rules and regulations adopted by both the National Indian Gaming Commission, or NIGC, and the gaming commissions that each Native American tribe establishes to regulate gaming. The Johnson Act broadly defines gambling devices to include any machine or mechanical device designed and manufactured primarily for use in connection with gambling, and that, when operated, delivers money or other property to a player as the result of the application of an element of chance. A government agency or court that literally applied this definition, and did not give effect to subsequent congressional legislation or to certain regulatory interpretations or judicial decisions, could determine that the manufacture and use of our electronic player terminals, and perhaps other key components of our Class II gaming systems that rely to some extent upon electronic equipment to run a game, constitute Class III gaming and, in the absence of a tribal-state compact, are illegal. Our tribal customers could be subject to significant fines and penalties if it is ultimately determined they are offering an illegal game, and an adverse regulatory or judicial determination regarding the legal status of our products could have material adverse consequences for our business, operating results and prospects.

Significantly, in October 2005, the Department of Justice, or DOJ, made available to the public proposed legislation the agency has drafted amending the Gambling Devices Act, 15 U.S.C. § 1171, *et seq.* (commonly referred to as the Johnson Act). The proposed legislation, if enacted, could materially and adversely affect our Class II gaming market. The proposed legislation would classify electronic technologic aids used by Native American tribes in Class II games, such as bingo, as gambling devices, and would authorize the use of such Class II devices by Native American tribes only if such devices are certified by the NIGC as Class II technologic aids. The proposed legislation authorizes the NIGC to promulgate regulations regarding the use of technologic aids. The NIGC regulations must maintain a distinction between Class II technologic aids and Class III gambling devices based upon the internal and external characteristics of the gambling devices and the manner in which the games using gambling devices are played. The DOJ was unable to find congressional sponsors for its proposed bill during the 109<sup>th</sup> Congress, which concluded in December 2006. To date, the DOJ's proposed bill has not been introduced in the First Session of the 110<sup>th</sup> Congress.

On October 24, 2007, the NIGC published in the Federal Register, four proposed rules concerning classification standards to distinguish between Class II games played with technologic aids and Class III facsimiles of games of chance, a revision of the definition of electronic or electromechanical facsimile, technical standards for Class II gaming and Class II minimum internal control standards. If the Classification Standards and the revised definition of electronic or electromechanical facsimile become final regulations, they will have a material and adverse economic impact on the Class II gaming market by limiting the use of Class II electronic technology and severely restricting the manner in which bingo may be played thereby making Class II games less attractive to the customer.

In November 2005 Senator John McCain introduced legislation designed in part to expand the authority of the NIGC to review contracts between Native American tribes and their suppliers. It is likely that expanding the authority of the NIGC to include review of contracts such as those we typically enter into with our tribal customers, would significantly encumber our contracting process and may have the effect of delaying, modifying or preventing otherwise profitable contractual relationships.

The market for electronic Class II player terminals and systems is subject to continuing ambiguity, due to the difficulty of reconciling the Johnson Act's broad definition of gambling devices with the provisions of IGRA that expressly make legal the play of bingo and tribes' use of electronic, computer, or other technologic aids in the play of bingo. Issues surrounding the classification of our games as Class II games that may generally be offered by our tribal customers without a tribal-state compact, or as Class III games that can only be offered by the tribes pursuant to such a compact, have affected our business in the past, and continue to do so. Government enforcement,

regulatory action, judicial decisions, or the prospects or rumors thereof have in the past and will continue to affect our business, operating results and prospects. Although some of our games have been reviewed and approved as legal Class II games by the NIGC, we have placed and continue to derive revenue from a significant number of player terminals running games that have not been so approved. Our business and operating results would likely be adversely affected, at least in the short term, by any significant regulatory enforcement action involving our games. The trading price of our common stock has in the past and may in the future be subject to significant fluctuations based upon market perceptions of the legal status of our products.

Native American gaming activities involving our games and systems are also subject to regulation by state and local authorities, to the extent such gaming activities constitute, or are perceived to constitute, Class III gaming. Class III gaming is illegal in most states unless conducted by a tribe pursuant to a compact between a tribe and the state in which the tribe is located. The Class III video lottery systems we offer, such as the systems and terminals operating in Washington State, are subject to regulation by authorities in that state and to the terms of the compacts between the tribes offering such games and the State of Washington. Gaming activities under the tribal-state compact in Oklahoma are subject to the terms of the compact between such tribes and the State of Oklahoma. Regulatory interpretations and enforcement actions by state regulators could have significant and immediate adverse impacts on our business and operating results.

In addition to federal, state and local regulation, all Native American tribes are required by IGRA to adopt ordinances regulating gaming as a condition of their right to conduct gaming on Native American lands. These ordinances often include the establishment of tribal gaming commissions that make their own judgment about whether an activity is Class II or Class III gaming. Normally, we will not introduce a new Class II or Class III game in a customer's gaming facility unless the tribe's gaming commission has made its own independent determination that the game is compliant with all regulatory aspects. Adverse regulatory decisions by tribal gaming commissions could adversely affect our business.

We also face risks from a lack of regulatory or judicial enforcement action. In particular, we believe we have lost market share to competitors who offer games that do not appear to comply with published regulatory restrictions on Class II games, and thereby offer features not available in our products.

It is possible that new laws and regulations relating to Native American gaming may be enacted, and that existing laws and regulations could be amended or reinterpreted in a manner adverse to our business. Any regulatory change could materially and adversely affect the installation and use of existing and additional player terminals, games and systems, and our ability to generate revenues from some or all of our Class II games.

In addition to the risks described above, regulatory uncertainty increases our cost of doing business. We dedicate significant time to and incur significant expense for new game development, without any assurance that the NIGC, the DOJ, or other federal, state or local agencies or Native American gaming commissions will agree that our games meet applicable regulatory requirements. We also regularly invest in the development of new games, which may become irrelevant or noncompetitive before they are deployed. We devote significant time and expense to dealing with federal, state and Native American agencies having jurisdiction over Native American gaming, and in complying with the various regulatory regimes that govern our business. In addition, we are constantly monitoring new and proposed laws and regulations, or changes to such laws and regulations, and assessing the possible impact upon us, our customers and our markets.

The manner in which certain of our Native American customers acquired land in trust after 1988, and have used such land for gaming purposes, may affect the legality of those gaming facilities. The Inspector General for the Department of the Interior recently testified before a United States Senate committee that his office was in the process of completing an inquiry into techniques used by certain tribes of acquiring land in trust for non-gaming purposes but subsequently opening a gaming facility on such trust land. Recently, the Acting General Counsel for the NIGC testified before the Senate Indian Affairs Committee that, as a result of the Inspector General's inquiry, the NIGC was conducting its own investigation into the practice of certain tribes conducting gaming on land originally acquired in trust for non-gaming purposes. Unless the land qualifies under one of the exceptions contained in the IGRA, thereby authorizing gaming to be conducted on such land, it could lose its Indian lands status under IGRA.

**We currently face risks related to regulation of our magnetic stripe gaming card system.**

The NIGC has recently determined that the magnetic stripe card system, employed by Native American gaming operations using the gaming system developed by us, is an account access card system as defined in the NIGC's Minimum Internal Control Standards regulation, thereby triggering certain recordkeeping requirements. An account access card is defined as an instrument to access customer accounts for wagering at a gaming machine. Account access cards are used in connection with a computerized database. Account access cards are not smart cards.



On July 8, 2005, the NIGC issued a Warning Notice to certain tribes for, among other things, noncompliance with the recordkeeping requirements applicable to account access cards. According to the Warning Notice, the cashiers were not obtaining signatures from the customers on our receipts when cashing out. The NIGC is also of the opinion that the Bank Secrecy Act recordkeeping requirements apply to account access cards. The Minimum Internal Control Standards (25 C.F.R. § 542.3(c)(2)) require compliance with the Bank Secrecy Act. Because the IRS is conducting a Bank Secrecy Act audit at one of the tribal casinos, the NIGC has deferred a determination of whether the tribal gaming operations are in compliance with (25 C.F.R. § 542.3(c)(2)) until the IRS audit is completed.

In addition to the issues raised by the NIGC, we may face regulatory risks as a result of interpretations of other federal regulations, such as banking regulations, as applied to our gaming systems. We may be required to make changes to our games to comply with such regulations, with attendant costs and delays that could adversely affect our business.

We continue to work with our legal counsel and tribal customers, exploring ways to modify the magnetic stripe card system to eliminate the account aspect of the system so that it operates like script or a bearer instrument.

**We believe diversification from Class II Native American gaming activities is critical to our growth strategy. Our expansion into non-Native American gaming activities will present new challenges and risks that could adversely affect our business or results of operations. Our new markets are also subject to extensive legal and regulatory uncertainties.**

We face intensified competition in the Class II and Class III markets that have historically provided the substantial majority of our revenue and earnings. Moreover, the apparent trend in regulatory developments suggests that Class II gaming may diminish as a percentage of overall gaming activity in the United States. As a result of these pressures, we have experienced declining market share in the Class II market. We believe it is imperative that we successfully diversify our operations to include gaming opportunities in markets other than our historical Class II jurisdictions. If we are unable to effectively develop and operate within these new markets, then our business, operating results and financial condition would be impaired.

Our growth strategy includes selling and/or licensing our systems, games and technology into segments of the gaming industry other than Native American gaming, principally the charity and commercial bingo markets, but also into new jurisdictions authorizing video lottery systems. These and other non-Native-American gaming opportunities are not currently subject to a nationwide regulatory system such as the one created by IGRA to regulate Native American gaming, so regulation is on a state-by-state, and sometimes a county-by-county basis. In addition, federal laws relating to gaming, such as the Johnson Act, which regulates slot machines and similar gambling devices, apply to new video lottery jurisdictions, absent authorized state law exemptions.

As we expand into new markets, we expect to encounter business, legal and regulatory uncertainties similar to those we face in our Native American gaming business. Our strategy is to attempt to be an early entrant into new and evolving markets where the legal and regulatory environment may not be well settled or well understood. As a result, we may encounter legal and regulatory challenges that are difficult or impossible to foresee and which could result in an unforeseen adverse impact on planned revenues or costs associated with the new market opportunity. Regulatory action against our customers or equipment in these or in other markets could result in machine seizures and significant revenue disruptions, among other adverse consequences.

Successful growth in accordance with our strategy may require us to make changes to our gaming systems to ensure that they comply with applicable regulatory regimes, and may require us to obtain additional licenses. In certain jurisdictions and for certain venues, our ability to enter these markets will depend on effecting changes to existing laws and regulatory regimes. The ability to effect these changes is subject to a great degree of uncertainty and may never be achieved. We may not be successful in entering into other segments of the gaming industry.

Generally, our placement of systems, games and technology into new market segments involves a number of business uncertainties, including:

Whether our resources and expertise will enable us to effectively operate and grow in such new markets;

Whether our internal processes and controls will continue to function effectively within these new segments;

Whether we have enough experience to accurately predict revenues and expenses in these new segments;

Whether the diversion of management attention and resources from our traditional business, caused by entering into new market segments, will have harmful effects on our traditional business;

Whether we will be able to successfully compete against larger companies who dominate the markets that we are trying to enter; and

Whether we can timely perform under our agreements in these new markets.

We have only recently begun to develop international business, and we realized revenue from the sale of an Electronic Instant Lottery System to the Israel National Lottery during fiscal 2006 and from contracts to supply Electronic Bingo Terminals to casinos in Mexico during fiscal 2006 and 2007. Neither our transaction in Israel nor in Mexico has been profitable to date or is currently profitable, and may not lead to future profitable business. To date, there are not as many permanent facilities opened in Mexico as we originally projected, and the hold per day in certain of the open facilities in Mexico has not met our original expectations. There can be no assurances that our games will gain market acceptance in Mexico, additional facilities will open in Mexico, or that the hold per day will increase in those facilities in Mexico currently not meeting our expectations. International transactions are subject to various risks, including:

Currency fluctuations;

Higher operating costs due to local laws or regulations;

Unexpected changes in regulatory requirements;

Costs and risks of localizing products for foreign countries;

Difficulties in staffing and managing geographically disparate operations;

Greater difficulty in safeguarding intellectual property, licensing and other trade restrictions;

Challenges negotiating and enforcing contractual provisions;

Repatriation of earnings; and

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Anti-American sentiment due to the war in Iraq and other American policies that may be unpopular in certain regions, particularly in the Middle East.

In January 2004, we began installing our central determinant system for the video lottery terminal network that the New York Lottery operates at licensed New York State racetrack casinos. As payment for providing and maintaining the central determinant system, we receive a small portion of the network-wide hold per day. To date, we have realized substantially less revenue than anticipated from our New York Lottery operations, in significant part due to delays in the opening of planned operations at several racetrack casinos. We are nevertheless required to incur ongoing expenses associated with the development and maintenance of the New York video lottery system, and we do not currently expect to have profitable operations with the New York video lottery system until the Aqueduct racetrack casino opens. Delays in the anticipated development of the New York video lottery system and other emerging market opportunities may continue to adversely affect our revenue and operating results.

We believe future transactions with existing and future customers may be more complex than transactions entered into currently. As a result, we may enter into more complicated business and contractual relationships with customers which, in turn, can engender increased complexity in the related financial accounting. Legal and regulatory uncertainty may also affect our ability to recognize revenue associated with a particular project, and therefore the timing and possibility of actual revenue recognition may differ from our forecast.

We provide linked interactive electronic bingo systems and player terminals to charitable bingo operations in Alabama. During January 2004, we began placing player terminals in Alabama, and as of September 30, 2007, we had 2,399 player terminals at three facilities. The Attorney General of Alabama has recently completed a review of the gaming within the state. He concluded that the games that we were operating in Alabama were a legal form of bingo. He also concluded that two of the facilities are operating under a valid constitutional amendment authorizing the facilities the ability to play electronic bingo. The municipal and county authorities who regulate gaming in Alabama look to the NIGC and Class II regulations for guidance in adopting, interpreting and enforcing the

municipal and county regulations permitting the operation of our machines in such counties and municipalities. To the extent these authorities rely on the NIGC's standards, any determinations by the NIGC or developments in Class II regulations which negatively impact our games and systems may, therefore, be adopted by the counties and municipalities and negatively impact the operation of our business in Alabama.

We have excess player stations not deployed at September 30, 2007, which were intended to be deployed at facilities in Mexico. If the opening of facilities is altered negatively, either by significant delay, or by cancellation, the realizable value of these assets could be reduced. In such instances we may be required to recognize increased expense on our income statement related to the impairment of these assets.

**Our future performance will depend on our ability to develop and introduce new gaming systems and to enhance existing games that are widely accepted and played.**

Our future performance will depend primarily on our ability to successfully and cost-effectively enter new gaming markets, and develop and introduce new and enhanced gaming systems and content that will be widely accepted both by our customers and their end users. We believe our business requires us to continually offer games and technology that play quickly and provide more entertainment value than those our competitors offer. However, consumer preferences can be difficult to predict, and we may offer new games or technologies that do not achieve market acceptance. In addition, we may experience future delays in game development, or we may not be successful in developing, introducing, and marketing new games or game enhancements on a timely and cost-effective basis.

If we are unable, for technological, regulatory, political, financial, marketing or other reasons, to develop and introduce new gaming systems and to enhance existing products in a timely manner in response to changing regulatory, legal or market conditions or customer requirements, or if new products or new versions of existing products do not achieve market acceptance, or if uneven enforcement policies cause us to continue facing competition from noncompliant games offered by some competitors, our business could be materially and adversely affected.

**We are dependent upon a few customers who are based in Oklahoma.**

For the years ended September 30, 2007 and 2006, approximately 59% and 52%, respectively, of our gaming revenues were from Native American tribes located in Oklahoma, and approximately 42% and 36%, respectively, of our gaming revenues were from one tribe in that state. The significant concentration of our customers in Oklahoma means that local economic changes may adversely affect our customers, and therefore our business, disproportionately to changes in national economic conditions, including more sudden adverse economic declines or slower economic recovery from prior declines. The loss of any of our Oklahoma tribes as customers would have a material and adverse effect upon our financial condition and results of operations. In addition, the legislation allowing tribal-state compacts in Oklahoma has resulted in increased competition from other vendors, who we believe have avoided entry into the Oklahoma market due to its uncertain and ambiguous legal environment. The legislation allows for other types of gaming, both at tribal gaming facilities and at Oklahoma racetracks. The loss of significant market share to these new gaming opportunities or our competitors' products in Oklahoma could also have a material adverse effect upon our financial condition and results of operations.

**As states enter into compacts with our existing Native American customers to allow Class III gaming, our results of operations could be materially harmed.**

As our Class II tribal customers enter into such compacts with the states in which they operate, allowing the tribes to offer Class III games, we believe the number of our game machine placements in those customers' facilities could decline significantly, and our operating results could be materially adversely affected. As our tribal customers make the transition to gaming under compacts with the state, we believe there will be significant uncertainty in the market for our games that will make our business more difficult to manage or predict.

In May 2004, the Oklahoma Legislature passed legislation authorizing certain forms of gaming at racetracks, and additional types of games at tribal gaming facilities, pursuant to a tribal-state compact. The Oklahoma gaming legislation allows the tribes to sign a compact with the State of Oklahoma to operate an unlimited number of electronic instant bingo games, electronic bonanza-style bingo games, electronic amusement games, and non-house-banked tournament card games. In addition, certain horse tracks in Oklahoma will be allowed to operate a limited number of instant and bonanza-style bingo games and electronic amusement games. As of September 30, 2007, we had placed 4,088 player terminals at 32 facilities that are operating under the Oklahoma compact. All vendors placing games at any of the racetracks under the compact will ultimately be required to be licensed by the State of Oklahoma. Pursuant to the compacts, vendors placing games at tribal facilities will have to be licensed by each tribe.

All electronic games placed under the compact will have to be certified by independent testing laboratories to meet technical specifications. These technical specifications were published by the Oklahoma Horse Racing Commission and the individual tribal gaming authorities in the first calendar quarter of 2005. To date, independent testing labs have given wide latitude as to what constitutes a compliant game.

We believe the Oklahoma legislation significantly clarifies and expands the types of gaming permitted by Native American tribes in Oklahoma. We currently expect continued intensified competition from vendors currently operating in Oklahoma as well as from new market entrants. As a result, we anticipate further pressure on our market and revenue share percentages in Oklahoma or the market could shift from revenue share arrangements to a for sale model. We believe the introduction of more aggressive instant bingo machines, with characteristics of traditional slot machines, into the Oklahoma market, has adversely affected our operating results and market position in that state and may continue to do so in the future.

The 2004 legislation requires Oklahoma tribes to develop their own vendor licensing procedures. Some of our Oklahoma tribal customers have developed these procedures, and others are in the process of defining the procedures. For that reason, deployment of games to be operated under a compact in Oklahoma is proceeding at an erratic pace and will continue to do so for many months. Moreover, tribal policies and procedures, as well as tribal selection of gaming vendors, are subject to the political and governance environment within the tribe. Changes in tribal leadership or tribal political pressure can affect our relationships with our customers. As a result of these and other considerations, it remains difficult to forecast the short-term impact on our business from the recent Oklahoma gaming legislation.

We believe the establishment of state compacts depends on a number of political, social, and economic factors which are inherently difficult to ascertain. Accordingly, although we attempt to closely monitor state legislative developments that could affect our business, we may not be able to timely predict when or if a compact could be entered into by one or more of our tribal customers.

Although we believe our agreements with WMS Gaming, Inc., or WMS, and Aristocrat Technologies, Inc., or Aristocrat, position us to compete effectively as resellers of Class III gaming equipment in the Oklahoma market and we also have plans to compete in the Oklahoma market by offering our own proprietary Class III gaming systems, there can be no assurance that our Class III offerings in Oklahoma will be successful or achieve market acceptance. If we are unsuccessful at converting our networked Class II player terminals into stand-alone Class III player terminals in Oklahoma, our future operating results would be adversely affected.

**We are seeking to expand our business by lending money to new and existing customers to develop or expand gaming facilities, primarily in the state of Oklahoma. We may not realize a satisfactory return, if any, on our investment, and we could lose some or all of our investment.**

We enter into development agreements to provide financing for construction and/or remodeling of gaming facilities, primarily in the state of Oklahoma. Under our development agreements, we secure a long-term revenue share percentage and a fixed number of player terminal placements in the facility, in exchange for development and construction funding.

We may continue to seek to enter into strategic relationships to provide financing for new or expanded gaming and related facilities for our customers. However, we may not realize the anticipated benefits of any of these strategic relationships or financing. In connection with one or more of these transactions, and to obtain the necessary development funds, we may: issue additional equity securities which would dilute existing stockholders; extend secured and unsecured credit to potential or existing tribal customers which may not be repaid; incur debt on terms unfavorable to us or that we are unable to repay; and incur contingent liabilities.

Our development efforts or financing activities may result in unforeseen operating difficulties, financial risks, or required expenditures that could adversely affect our liquidity. It may also divert the time and attention of our management that would otherwise be available for ongoing development of our business. As a result of providing financing to our customers, we may incur liquidity pressure and we may not realize a satisfactory return, if any, on our investment, and we could lose some or all of our investment.

The NIGC has expressed its view that our development agreements violate the requirements of IGRA and tribal gaming regulations, which state that the Native American tribes must hold sole proprietary interest in the tribes gaming operations, which presents additional risks for our business. See Certain Risk Factors Changes in regulation or regulatory interpretations could require us to modify the terms of our contracts with customers.

In addition, certain of the agreements contain performance standards for our player terminals that could allow the facility to reduce a portion of our player terminals.

In the past we have, and in the future we expect to, reduce our floor space in certain of our Class II facilities as a result of ongoing competitive pressures faced by our customers from alternative gaming facilities and faced by our machines from competitors' products. In addition, future NIGC decisions could affect our ability to place our games with these tribes. See Certain Risk Factors Enforcement of remedies or contracts against Native American tribes could be difficult.

**We compete for customers and end users with other vendors of gaming systems and player terminals. We also compete for end users with other forms of entertainment.**

We compete with other vendors for customers, primarily on the basis of the amount of profit our gaming products generate for our customers in relation to other vendors' gaming products. We believe that the most important factor influencing our customers' product selection is the appeal of those products to end users. This appeal has a direct effect on the volume of play by end users, and drives the amount of revenues generated for and by our customers. Our ability to remain competitive depends primarily on our ability to continuously develop new game themes and systems that appeal to end users, and to introduce those game themes and systems in a timely manner. See Certain Risk Factors Our future performance will depend on our ability to develop and introduce new gaming systems and to enhance existing games that are widely accepted and played. We may not be able to continue to develop and introduce appealing new game themes and systems that meet the emerging requirements in a timely manner, or at all. In addition, others may independently develop games similar to our games, and competitors may introduce noncompliant games that unfairly compete in certain markets due to uneven regulatory enforcement policies.

We expect to face increased competition as we attempt to enter new markets and new geographical locations. We are also increasingly competing against larger manufacturers of gaming equipment in our charity, lottery, and international bingo markets. We believe the increased competition will intensify pressure on our pricing model. In the future, gaming providers will compete on the basis of price as well as the entertainment value and technological superiority of their products. While we will continue to compete by regularly introducing new and faster games with technological enhancements that we believe will appeal to end users, we believe that the net revenue our customers retain from their installed base of player terminals will become a more significant factor, one that may require us to change the terms of our participation arrangements with customers to remain competitive. Consequently, we believe that a simple business model based upon a relationship between the average hold per player terminal per day and the installed base of player terminals will become less relevant in predicting our performance, as the totality and the mix of our participation arrangements with customers become less standardized and more complex.

Given the limitations placed on Class II gaming, we may not be able to successfully compete in gaming jurisdictions and facilities where slot machines, table games and other forms of Class III gaming are permitted. Furthermore, increases in the popularity of and competition from an expansion of Class III gaming, or Internet and other account wagering gaming services, which allow end users to wager on a wide variety of sporting events and to play traditional casino games from home, could have a material adverse effect on our business, financial condition and operating results.

**Our business requires us to obtain and maintain various licenses, permits and approvals from state governments and other entities that regulate our business.**

We have obtained all state licenses, lottery board licenses, Native American gaming commission licenses, findings of suitability, registrations, permits and approvals necessary for the operation of our gaming activities. These include a license from Washington State to sell Class III video lottery systems, and licenses from the lottery boards of Iowa and New York. In Minnesota, we are licensed by the state as a linked bingo prize provider. The Louisiana Department of Revenue and the Mississippi Gaming Commission have also issued licenses to us, and we have received licenses from all applicable Native American gaming commissions. We may require new licenses, permits and approvals in the future, and such licenses, permits or approvals may not be granted to us. The suspension, revocation, nonrenewal or limitation of any of our licenses would have a material adverse effect on our business, financial condition and results of operations.

Our Oklahoma tribal customers are in the early stages of developing their own licensing procedures under the legislation, and we currently have limited, if any, information regarding the ultimate process or expenses involved with securing licensure by the tribes. Moreover, tribal policies and procedures, as well as tribal selection of gaming vendors, are subject to the political and governance environment within the tribe.

**We may not be successful in protecting our intellectual property rights, or avoiding claims that we are infringing upon the intellectual property rights of others.**

We rely upon patent, copyright, trademark and trade secret laws, license agreements and employee nondisclosure agreements to protect our proprietary rights and technology, but these laws and contractual provisions provide only limited protection. We rely to a greater extent upon proprietary know-how and continuing technological innovation to maintain our competitive position. Insofar as we rely on trade secrets, unpatented know-how and innovation, others may be able to independently develop similar technology, or our secrecy could be breached. The issuance of a patent to us does not necessarily mean that our technology does not infringe upon the intellectual property rights of others. As we enter into new markets by leveraging our existing technology, it becomes more and more likely that we will become subject to infringement claims from other parties. We are currently involved in several patent disputes. See Item 3. Legal Proceedings. Problems with patents or other rights could increase the cost of our products, or delay or preclude new product development and commercialization. If infringement claims against us are valid, we may seek licenses that might not be available to us on acceptable terms or at all. Litigation would be costly and time consuming, but may become necessary to protect our proprietary rights or to defend against infringement claims. We could incur substantial costs and diversion of management resources in the defense of any claims relating to the proprietary rights of others or in asserting claims against others.

**We rely on software licensed from third parties, and technology provided by third-party vendors, the loss of which could increase our costs and delay deployment of our gaming systems and player terminals. We also rely on technology provided by third-party vendors which, if disrupted, could suspend play on some of our player terminals.**

We integrate various third-party software products as components of our software. Our business would be disrupted if this software, or functional equivalents of this software, were either no longer available to us or no longer offered to us on commercially reasonable terms. In either case, we would be required to either redesign our software to function with alternate third-party software, or develop these components ourselves, which would result in increased costs and could result in delays in our deployment of our gaming systems and player terminals. Furthermore, we might be forced to limit the features available in our current or future software offerings.

We rely on the content of certain software that we license from third-party vendors. The software could contain bugs that could have an impact on our business.

We also rely on the technology of third-party vendors, such as telecommunication providers, to operate our nationwide broadband telecommunications network. A serious or sustained disruption of the provision of these services could result in some of our player terminals being non-operational for the duration of the disruption, which would adversely affect our ability to generate revenue from those player terminals.

**We do not rely upon the term of our customer contracts to retain the business of our customers.**

Our contracts with our customers are on a year-to-year or multi-year basis. Except for customers with whom we have entered into development agreements, we do not rely upon the stated term of our customer contracts to retain the business of our customers, as often noncontractual considerations unique to doing business in the Native American market override strict adherence to contractual provisions. We rely instead upon providing competitively superior player terminals, games and systems to give our customers the incentive to continue doing business with us. At any point in time, a significant portion of our business is subject to nonrenewal, and, if not renewed, would materially and adversely affect our earnings and financial condition.

**Changes in regulation or regulatory interpretations could require us to modify the terms of our contracts with customers.**

The NIGC has recently determined that the magnetic stripe card system, employed by Native American gaming operations using the gaming system developed by us, is an account access card system as defined in the NIGC's Minimum Internal Control Standards regulation, thereby triggering certain recordkeeping requirements. An account access card is defined as an instrument to access customer accounts for wagering at a gaming machine. Account access cards are used in connection with a computerized database. Account access cards are not smart cards.

On July 8, 2005, the NIGC issued a Warning Notice to certain tribes for, among other things, noncompliance with the recordkeeping requirements applicable to account access cards. According to the Warning Notice, the cashiers were not obtaining signatures from the customers on our receipts when cashing out. The NIGC is also of the opinion that the Bank Secrecy Act recordkeeping requirements apply to account access cards. The Minimum Internal Control Standards (25 C.F.R. § 542.3(c)(2)) require compliance with the Bank Secrecy Act. Because the IRS is conducting a Bank Secrecy Act audit at one of the tribal casinos, the NIGC has deferred a determination of whether the tribal gaming operations are in compliance with 25 C.F.R. § 542.3(c)(2) until the IRS audit is completed.





We continue to work with our legal counsel and tribal customers, exploring ways to modify the magnetic stripe card system to eliminate the account aspect of the system so that the card system operates like script or a bearer instrument.

Except as described below, the NIGC has considered the provisions of the agreements under which we provide our Class II games, equipment and services to our Native American customers, and has determined that these agreements are service agreements and not management contracts. Management contracts are subject to additional regulatory requirements and oversight, including preapproval by the NIGC that could delay our providing products and services to customers, as well as divert customers to our competitors.

In 2004, we received a letter from the Acting General Counsel of the NIGC, dated November 30, 2004, advising us that our agreements with a certain customer may evidence a proprietary interest by us in a tribe's gaming activities, in violation of IGRA and the tribe's gaming ordinances. The NIGC invited us and the tribe to submit any explanation or information that would establish that the agreements' terms do not violate the requirement that tribes maintain sole proprietary interest in their own gaming operations.

In a letter dated November 8, 2007, the Acting General Counsel of the NIGC reiterated the statements made in her November 30, 2004 letter, that the NIGC did not then conclude that the agreements with the tribe that it reviewed constituted management agreements, but that the NIGC was concerned that, taken together, the agreements demonstrated a proprietary interest, by us, in the tribe's gaming activity that may be contrary to law. Although we believe that we responded to the NIGC in 2004, explaining why the agreements did not violate the sole proprietary interest prohibition of IGRA and did not constitute a management agreement, the November 8, 2007 letter indicated that the NIGC did not receive the written explanation or further information and is now requesting an explanation. We responded with a letter indicating that we would provide such an explanation.

If certain of our development agreements are finally determined to be management contracts or to create a proprietary interest of ours in tribal gaming operations, there could be material adverse consequences to us. In that event, we may be required, among other things, to modify the terms of such agreements. Such modification may adversely affect the terms on which we conduct business, and have a significant impact on our financial condition and results of operations from such agreements and from other development agreements that may be similarly interpreted by the NIGC.

**If our key personnel leave us, our business could be materially adversely affected.**

We depend on the continued performance of the members of our senior management team and our technology team. If we were to lose the services of any of our senior officers, directors, or any key member of our technology team, and could not find suitable replacements for such persons in a timely manner, it could have a material adverse effect on our business.

**Our business is dependent on contract rights.**

**Governing and Native American Law.** Federally recognized Native American tribes are independent governments, subordinate to the United States, with sovereign powers, except as those powers may have been limited by treaty or by the United States Congress. Native Americans power to enact their own laws to regulate gaming is an exercise of Native American sovereignty, as recognized by IGRA. Native American tribes maintain their own governmental systems and often their own judicial systems. Native American tribes have the right to tax persons and enterprises conducting business on Native American lands, and also have the right to require licenses and to impose other forms of regulation and regulatory fees on persons and businesses operating on their lands.

Native American tribes, as sovereign nations, are generally subject only to federal regulation. Although Congress may regulate Native American tribes, states do not have the authority to regulate Native American tribes unless such authority has been specifically granted by Congress. In the absence of a specific grant of authority by Congress, states may regulate activities taking place on Native American lands only if the tribe has a specific agreement or compact with the state. In the absence of a conflicting federal or properly authorized state law, Native American law governs.

Our contracts with Native American customers normally provide that only certain provisions will be subject to the governing law of the state in which a tribe is located. However, these choice-of-law clauses may not be enforceable.

***Sovereign Immunity; Applicable Courts.*** Native American tribes generally enjoy sovereign immunity from suits similar to that of the individual states and the United States. In order to sue a Native American tribe (or an agency or instrumentality of a Native American tribe), the tribe must have effectively waived its sovereign immunity with respect to the matter in dispute.

Our contracts with some Native American customers include a limited waiver of each tribe's sovereign immunity, and generally provide that any dispute regarding interpretation, performance or enforcement shall be submitted to, and resolved by, arbitration in accordance with the Commercial Arbitration Rules of the American Arbitration Association, and that any award, determination, order or relief resulting from such arbitration is binding and may be entered in any court having jurisdiction. However, in some instances, there is no limited waiver of sovereign immunity. Our largest customer, who accounts for over 40% of our revenue, has not given us a limited waiver of sovereign immunity. In the instances where tribes have not waived sovereign immunity, or in the event that a limited waiver of sovereign immunity is held to be ineffective, we could be precluded from judicially enforcing any rights or remedies against a tribe. These rights and remedies include, but are not limited to, our right to enter Native American lands to retrieve our property in the event of a breach of contract by the tribe party to that contract.

If a Native American tribe has effectively waived its sovereign immunity, there exists an issue as to the forum in which a lawsuit can be brought against the tribe. Federal courts are courts of limited jurisdiction and generally do not have jurisdiction to hear civil cases relating to Native Americans. In addition, contractual provisions that purport to grant jurisdiction to a federal court are not effective. Federal courts may have jurisdiction if a federal question is raised by the suit, which is unlikely in a typical contract dispute. Diversity of citizenship, another common basis for federal court jurisdiction, is not generally present in a suit against a tribe, because a Native American tribe is not considered a citizen of any state. Accordingly, in most commercial disputes with tribes, the jurisdiction of the federal courts may be difficult or impossible to obtain. We may be unable to enforce any arbitration decision effectively.

***Contracts with Suppliers and Customers.*** In the ordinary course of our business, we enter into contracts with our suppliers and customers. Certain of these contracts relate to our operations in important markets. We currently have a disagreement with WMS regarding the interpretation of our contracts, and we may from time to time have other such disagreements with this supplier or others, or with our customers. In the event any such disagreement escalates to a dispute that is ultimately resolved against us, our earnings and financial condition could be adversely affected. See PART IV Item 15. Exhibits and Financial Statement Schedules Note 10 Commitments and Contingencies.

**We may incur prize payouts in excess of game revenues.**

Certain of our contracts with our Native American customers relating to our Legacy and Reel Time Bingo system games provide that our customers receive, on a daily basis, an agreed percentage of gross gaming revenues based upon an assumed level of prize payouts, rather than the actual level of prize payouts. This can result in our paying our customers amounts greater than our customers' percentage share of the actual hold per day. In addition, because the prizes awarded in our games are based upon assumptions as to the number of players in each game and statistical assumptions as to the frequency of winners, we may experience on any day, or over short periods of time, a game deficit, where the aggregate amount of prizes paid exceeds aggregate game revenues. If we have to make any excess payments to customers, or experience a game deficit over any statistically relevant period of time, we are contractually entitled to adjust the rates of prize payout to end users in order to recover any deficit. In the future, we may miscalculate our statistical assumptions, or for other reasons, we may experience abnormally high rates of jackpot prize wins, which could materially and adversely affect our cash flow on a temporary or long-term basis, and which could materially and adversely affect our earnings and financial condition.

**Our business prospects and future success rely heavily upon the integrity of our employees and executives and the security of our gaming systems.**

The integrity and security of our gaming systems is critical to its ability to attract customers and players. We strive to set exacting standards of personal integrity for our employees and for system security involving the gaming systems that we provide to our customers. Our reputation in this regard is an important factor in our business dealings with our current and potential customers. For this reason, an allegation or a finding of improper conduct on our part or on the part of one or more of our employees that is attributable to us, or of an actual or alleged system security defect or failure attributable to us could have a material adverse effect upon our business, financial condition, results, and prospects, including our ability to retain existing contracts or obtain new or renewed contracts.

**Any disruption in our network or telecommunications services, or adverse weather conditions in the areas in which we operate could affect our ability to operate our games, which would result in reduced revenues and customer down time.**

Our network is susceptible to outages due to fire, floods, power loss, break-ins, cyberattacks and similar events. We have multiple site back-up for our services in the event of any such occurrence. Despite our implementation of network security measures, our servers are vulnerable to computer viruses and break-ins; similar disruptions from unauthorized tampering with our computer systems in any such event could have a material adverse effect on our business, operating results and financial condition.

Adverse weather conditions, particularly flooding, tornadoes, heavy snowfall and other extreme weather conditions often deter our end users from traveling or make it difficult for them to frequent the sites where our games are installed. If any of those sites were to experience prolonged adverse weather conditions, or if the sites in Oklahoma, where a significant number of our games are installed, were to simultaneously experience adverse weather conditions, our results of operations and financial condition would be materially adversely affected.

In addition, our agreement with the New York State Division of the Lottery permits termination of the contract at any time for failure by us or our system to perform properly. Failure to perform under this or similar contracts could result in substantial monetary damages, as well as contract termination.

In addition, we enter into certain agreements that could require us to pay damages resulting from loss of revenues if our systems are not properly functioning, or as a result of a system malfunction or an inaccurate pay table.

**Worsening economic conditions may adversely affect our business.**

The demand for entertainment and leisure activities tends to be highly sensitive to consumers' disposable incomes, and thus a decline in general economic conditions or an increase in gasoline prices may lead to our end users' having less discretionary income with which to wager. This could cause a reduction in our revenues and have a material adverse effect on our operating results.

**ITEM 1B. Unresolved Staff Comments**

None

**ITEM 2. Properties**

We do not own any real property. As of September 30, 2007, we are under contract for the following leases, and we believe the facilities are suitable to our business and adequate for our current and near-term needs:

	Square Feet	Monthly Rent	Expiration Date
<b>Austin, Texas</b>			
Corporate Offices	67,761	\$ 89,273	July 2010
Assembly and Warehouse Facilities	44,940	34,889	December 2011
<b>Tulsa, Oklahoma</b>			
Operations and Sales Offices	3,736	3,105	February 2010
Warehouse	77,000	13,220	May 2009
<b>Plano, Texas</b>			
Technology Offices	5,010	8,350	March 2008
<b>Kent, Washington</b>			
Warehouse	14,400	8,069	August 2011
<b>Albany, New York</b>			
Office Space	2,708	3,660	December 2009
<b>Schenectady, New York</b>			
System Operations	1,690	3,012	September 2009

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**St. Paul, Minnesota**

Office/Warehouse	3,000	1,875	March 2009
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**Mexico City, Mexico**

Office/Warehouse/Training Center	8,073	7,727	May 2008
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**ITEM 3. Legal Proceedings**

**Diamond Games, Inc.** On November 16, 2004, Diamond Games, Inc., or Diamond Games, filed suit in the State Court in Oklahoma City, Oklahoma, against us, along with others, including Clifton Lind, Robert Lannert, Gordon Graves, Video Gaming Technologies, Inc., or VGT, and its president, alleging five causes of action: 1) deceptive trade practices; 2) unfair competition; 3) wrongful interference with business; 4) malicious wrong / prima facie tort; and 5) restraint of trade. The case asserts that we offered allegedly illegal Class III games on the MegaNanza and Reel Time Bingo gaming systems to Native American tribes in Oklahoma. Diamond Games claims that the offer of these games negatively affected the market for its pull-tab game, Lucky Tab II. Diamond Games also alleges that our development agreements with Native American tribes unfairly interfere with the ability of Diamond Games to successfully conduct its business. Diamond Games is seeking unspecified damages and injunctive relief. Diamond Games has recently settled their claims against VGT and its principals. Two motions have been pending before the court: (i) Diamond Games filed a motion for partial summary judgment seeking a court ruling on game classification for MegaNanza and Reel Time Bingo; and (ii) we filed motion seeking summary judgment based on jurisdictional issues. On November 29, 2007, the trial court denied our motion for summary judgment on the jurisdictional issues, and ruled on plaintiff's motion for partial summary judgment that our MegaNanza and Reel Time Bingo versions 1.0, 1.1 and 1.2 games are not Class II games under IGRA, but instead are Class III games. The court's ruling stated that it was not binding on our tribal customers and we do not expect any of the approximately 1,800 Reel Time Bingo games currently in play in Oklahoma to be removed as a result of the court's ruling. Other game versions included in the ruling are not in play in Oklahoma. The court's rulings are not dispositive of the case and the opinion has no affect on the right of Native American tribes to play games offered by us. The trial court granted our motion for immediate certification of its ruling to the Oklahoma Supreme Court. We will seek immediate review of the trial court's decision, and will continue to assert that the games in question are legal Class II games, and that game classification cannot be decided by an Oklahoma State Court. Given the inherent uncertainties in any litigation, we are unable to make any prediction as to the outcome.

**International Gamco, Inc.** International Gamco, Inc., or Gamco, claiming certain rights in U.S. Patent No. 5,324,035, or the '035 Patent, brought suit against the us on May 25, 2004, in the U.S. District Court for the Southern District of California. The suit claims that our central determinant system, as operated by the New York State Lottery, infringes the '035 Patent. Gamco claimed to have acquired ownership of the '035 Patent from Oasis Technologies, Inc., or Oasis, a previous owner of the '035 Patent. In February 2003, Oasis assigned the '035 Patent to International Game Technology, or IGT. Gamco claimed to have received a license back from IGT for the New York State Lottery. The lawsuit claimed that we infringed the '035 Patent after the date on which Gamco assigned the '035 Patent to IGT.

Pursuant to an agreement between us and Bally Technologies, Inc., or Bally, we currently sublicense the right to practice the technology stated in the '035 Patent in Native American gaming jurisdictions in the United States. Bally obtained from Oasis the right to sublicense those rights to us, and that sublicense remains in effect today. Under the sublicense from Bally, in the event that we desire to expand our own rights beyond Native American gaming jurisdictions, the agreement provides us the following options: 1) to pursue legal remedies to establish our rights independent of the '035 Patent; or 2) to negotiate directly and enter into a separate agreement with Oasis for such rights, paying either a specified one-time license fee per jurisdiction or a unit fee per gaming machine.

Upon our motion, Gamco's original complaint was dismissed for lack of standing. On March 27, 2006, Gamco filed its Supplemental and Second Amended Complaint. On April 17, 2006, we filed another motion to dismiss, challenging the sufficiency of the rights granted by IGT to Gamco to sue us for patent infringement. The court denied our motion but acknowledged that it was creating new case law by permitting Gamco to sue us for patent infringement, given Gamco's limited patent rights. As a result, the court granted our request to certify the court's ruling for direct review by the Federal Circuit. Our Request for Interlocutory Appeal with the Federal Circuit was granted by the Federal Circuit. On October 15, 2007, the Federal Circuit reversed the District Court's Order refusing to dismiss Gamco's complaint against us. The Federal Circuit held that Gamco does not have sufficient rights in the '035 Patent to sue us without the involvement of the patent owner, IGT. Absent a request for rehearing directed to the Federal Circuit, Gamco has until January 14, 2008, to seek review of the decision by the United States Supreme Court.

We continue to vigorously defend this matter. Given the inherent uncertainties in any litigation, we are unable to make any prediction as to the outcome.

**Aristocrat Technologies, Inc.** On January 27, 2005, Aristocrat Technologies, Inc., or Aristocrat, filed suit in the U.S. District Court for the Central District of California against us, alleging that deployment of the our networked

central-determinant instant lottery system infringes U.S. Letters Patent No. 4,817,951, entitled "Player Operable Lottery Machine Having Display Means Displaying Combination of Game Result Indicia," or the "951 Patent." Aristocrat sought an injunction, damages, and a trebling of damages for willful infringement. On April 10, 2006, we filed a Motion for Summary Judgment challenging the validity of the "951 Patent" under 35 U.S.C. §§ 112(2) and (6). On April 13, 2007, the court granted our motion and judgment was entered against Aristocrat and in favor of us on April 16, 2007. Aristocrat has appealed to the Federal Circuit Court of Appeals the district court's order invalidating the "951 Patent." The briefing on appeal is complete and we anticipate a hearing on the matter in either January or February of 2008. We will continue to vigorously defend this matter. Given the inherent uncertainties in any litigation, we are unable to make any prediction as to the outcome.

**Sherry Knowles.** On May 16, 2006, Sherry Knowles filed a civil lawsuit against us and Macon County Greyhound Park (Victoryland) in the Macon County Circuit Court. The plaintiff alleged that a credit screen on a bingo machine located at the Victoryland facility in Shorter, Alabama, momentarily showed that the plaintiff had won in excess of \$41 million. The plaintiff alleged that she was owed the \$41 million plus damages for loss of use and benefit of the monies, lost interest, and mental anguish and emotional distress. On September 19, 2007, we were dismissed without prejudice from the case.

**Cynthia Teel.** In On April 9, 2007, a civil lawsuit similar to the Knowles suit was filed by Cynthia Teel against us and Macon County Greyhound Park (Victoryland) in the Macon County Circuit Court. The plaintiff alleged that a bingo machine located at the Victoryland facility in Shorter, Alabama displayed a prize of \$42,975. The plaintiff alleged that employees of Victoryland, we, or both cleared her alleged winnings and informed her that it was invalid. The plaintiff claimed that she was owed \$42,975, plus damages for loss of use and benefit of the monies, lost interest, and mental anguish and emotional distress. On September 19, 2007, we were dismissed without prejudice from the case.

**HomeBingo Network, Inc.** On May 16, 2005, HomeBingo Network, Inc., or HomeBingo, filed suit in the U.S. District Court for the Northern District of New York, against us and the gaming entity of the Miami Tribe of Oklahoma, alleging that deployment of Reel Time Bingo and other bingo games infringed U.S. Patent No. 6,186,892, entitled "Bingo Game for use on the Interactive Communication Network which Relies upon Probabilities for Winning." As a result of a Markman hearing held November 20, 2006 in New York, the Court ruled in our favor on all contested claim construction issues, after which ruling the matter was settled. HomeBingo's lawsuit against us was dismissed with prejudice on February 23, 2007, along with our counterclaims against HomeBingo. As part of the settlement, HomeBingo did not receive damages or other compensation from us and agreed to never sue us again on any patent matter.

**Mifal Hapayis.** In April 2006, Mifal Hapayis, or Mifal, operator of the Israeli Lottery System, filed a third-party claim against us seeking indemnity from damage that Mifal may incur due to an infringement suit filed against them by Ecotech Financial Systems Ltd., or Ecotech. Although we did not and do not believe that we owed an indemnity obligation, we entered into a settlement agreement in October 2007, according to which we are to contribute \$500,000, plus V.A.T. of the \$4.2 million, plus V.A.T. that Mifal has agreed to pay to Ecotech in settlement of the dispute. According to the agreements and waivers that were signed, the third-party claim against us is to be dismissed with prejudice and both Mifal and Ecotech will waive all claims against us in connection with the patent, all subject to the payment of the settlement amounts, which are due from Mifal by the end of November and from us upon receipt of the dismissal and releases.

**Support Consultants, Inc.** On July 13, 2006, Support Consultants, Inc., or SCI, and Kevin McDonald, SCI's sole owner, filed a suit in Superior Court for the County of Riverside, California against us. The complaint alleged that we owed \$830,000 in unpaid commissions relating to the placement of Class II games in California. SCI also sought recovery of prejudgment interest, court costs and attorneys' fees. We removed the case to the US District Court for the Central District of California, Eastern Division, and we sought a declaration that SCI was not entitled to the \$830,000. We agreed to settle with both plaintiffs for the total sum of \$275,000. Both SCI and Kevin McDonald executed a full and final release of us, as well as any future claims to revenue generated by us at various tribal casinos in California. On June 28, 2007, the court dismissed the case with prejudice.

**WMS Gaming, Inc.** In April 2007, WMS Gaming, Inc., or WMS, a third-party game supplier from which we and our wholly-owned subsidiary, MegaBingo, Inc., license games and purchase game machines, contacted us and claimed that the form of the reports that we had provided for several years was not adequate with respect to WMS game themes placed on gaming machines in the field. WMS asserted that the reports were insufficient to permit a definitive determination that reported transactions were non-chargeable transfers rather than chargeable new placements. WMS also asserted that governing license agreements, or the Agreements, did not give us the right to

substitute a game theme on a gaming machine without the payment of an additional license fee. We contended that the reporting had been adequate and accepted by WMS and that the substitution was supported by the Agreements and by the original intent and course of dealing of the parties. On April 25, 2007, MegaBingo received an invoice from WMS purporting to bill us for approximately \$7 million in alleged unpaid license and related fees. WMS later increased its invoiced amount to approximately \$12.1 million plus interest. On September 12, 2007, after attempts to reconcile our differences failed, WMS sent notices asserting that we were in default of the Agreements for the reasons stated above and other alleged breaches. In an effort to resolve the dispute, WMS has granted extensions of the cure period provided in the Agreements and we have developed a more detailed, historical database to provide WMS with the game theme movement and substitution information that it requested. We believe that this additional information has enabled the parties to determine that the remaining major dispute concerning the right to substitute game themes involves license and related fees of \$3 million, rather than \$12.1 million. WMS has agreed to extend the cure periods until December 21, 2007, to allow the parties an opportunity to reach a business resolution of their dispute. We either have cured or intend to cure any alleged breaches and intend to resolve any remaining differences with WMS. If disputed issues are not resolved, any adverse determination could have a material effect on our financial position, operating results and cash flows.

**New York Sales Tax Audit.** On August 6, 2007, we received a Statement of Proposed Audit Change for Sales and Use Tax with respect to equipment purchased and leased to customers in the state of New York. The proposed audit adjustment is for \$811,691 in sales tax and \$612,732 in interest and penalties. We disagree with the position of the state of New York and have protested this proposed adjustment. Management believes there are adequate reserves for this matter, but it is nonetheless possible that the ultimate resolution of this tax matter could be in an amount different from the reserve amount.

**Johnson Act.** In October 2005, the Department of Justice, or DOJ made available to the public proposed legislation the agency has drafted amending the Johnson Act. After conducting a series of consultation meetings with Native American tribes, the DOJ released a newly revised draft bill that, if enacted, could materially and adversely affect our Class II gaming market. The proposed legislation would classify electronic technologic aids used by Native American tribes in Class II games, such as bingo, as gambling devices, and would authorize the use of such Class II devices by Native American tribes only if such devices are certified by the National Indian Gaming Commission, or NIGC, as Class II technologic aids. The proposed legislation authorizes the NIGC to promulgate regulations regarding the use of technologic aids. The NIGC regulations must maintain a distinction between Class II technologic aids and Class III gambling devices based upon the internal and external characteristics of the gambling devices and the manner in which the games using gambling devices are played. The DOJ was unable to find congressional sponsors for its proposed bill during the 109<sup>th</sup> Congress, which concluded in December 2006. To date, the DOJ's proposed bill has not been introduced in the First Session of the 110<sup>th</sup> Congress.

**NIGC Class II Game Classification Regulations.** On October 24, 2007, the NIGC published in the Federal Register, four proposed rules concerning classification standards to distinguish between Class II games played with technologic aids and Class III facsimiles of games of chance, a revision of the definition of electronic or electromechanical facsimile, technical standards for Class II gaming and Class II minimum internal control standards. If the Classification Standards and the revised definition of electronic or electromechanical facsimile become final regulations, they will have a material and adverse economic impact on the Class II gaming market by limiting the use of Class II electronic technology and severely restricting the manner in which bingo may be played thereby making Class II games less attractive to the customer.

**Development Agreements.** In 2004, we received a letter from the Acting General Counsel of the NIGC, dated November 30, 2004, advising us that our agreements with a certain customer may evidence a proprietary interest by us in a tribe's gaming activities, in violation of IGRA and the tribe's gaming ordinances. The NIGC invited us and the tribe to submit any explanation or information that would establish that the agreements terms do not violate the requirement that tribes maintain sole proprietary interest in their own gaming operations.

In a letter dated November 8, 2007, the Acting General Counsel of the NIGC reiterated the statements made in her November 30, 2004 letter, that the NIGC did not then conclude that the agreements with the tribe that it reviewed constituted management agreements, but that the NIGC was concerned that, taken together, the agreements demonstrated a proprietary interest, by us, in the tribe's gaming activity that may be contrary to law. Although we believe that we responded to the NIGC in 2004, explaining why the agreements did not violate the sole proprietary interest prohibition of IGRA and did not constitute a management agreement, the November 8, 2007 letter indicated that the NIGC did not receive the written explanation or further information and is now requesting an explanation. We responded with a letter indicating that we would provide such an explanation.

If certain of our development agreements are finally determined to be management contracts or to create a proprietary interest of ours in tribal gaming operations, there could be material adverse consequences to us. In that event, we may be required, among other things, to modify the terms of such agreements. Such modification may adversely affect the terms on which we conduct business, and have a significant impact on our financial condition and results of operations from such agreements and from other development agreements that may be similarly interpreted by the NIGC.

Our contracts could be subject to further review at any time. Any further review of these agreements by the NIGC, or alternative interpretations of applicable laws and regulations could require substantial modifications to those agreements, or result in their designation as management contracts, which could materially and adversely affect the terms on which we conduct business.

**Noncompete Settlement.** Effective April 27, 2007, we and our former Chief Executive Officer agreed to terminate his noncompete agreement. As a result of this settlement and extinguishment, we have recorded income, included in other income, of approximately \$1.4 million for the extinguishment of the related liability, during the quarter ended June 30, 2007.

**Other Litigation.** In addition to the threat of litigation relating to the Class II or Class III status of our games and equipment, we are the subject of various pending and threatened claims arising out of the ordinary course of business. We believe that any liability resulting from these various other claims will not have a material adverse effect on our results of operations or financial condition.

**Other.** Existing federal and state regulations may also impose civil and criminal sanctions for various activities prohibited in connection with gaming operations, including false statements on applications, and failure or refusal to obtain necessary licenses described in the regulations.

**ITEM 4. Submission of Matters to a Vote of Securities Holders**

No matter was submitted to a vote of security holders during the fourth quarter of fiscal 2007 covered by this report, through the solicitation of proxies or otherwise.



## PART II

**ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our common stock is traded on the NASDAQ Global Select Market, or NASDAQ, under the symbol MGAM. Prior to September 27, 2001, we were listed on the Nasdaq Small Cap Market under the same symbol. The following table sets forth the quarterly high and low closing sale prices per share of our common stock as reported by NASDAQ for each quarter during the last two fiscal years.

<b>Fiscal Quarter</b>	<b>High</b>	<b>Low</b>
<b>2006</b>		
First Quarter	\$ 10.93	\$ 8.50
Second Quarter	15.26	8.77
Third Quarter	15.14	9.10
Fourth Quarter	10.78	7.99
<b>2007</b>		
First Quarter	\$ 10.14	\$ 8.92
Second Quarter	12.25	8.97
Third Quarter	13.24	10.66
Fourth Quarter	12.95	8.20

There were approximately 57 holders of record of our common stock as of December 5, 2007.

We have never declared or paid any cash dividends on our common stock. We intend to retain our earnings to finance growth and development, and therefore do not anticipate paying any cash dividends on our common stock in the foreseeable future. The declaration and payment of any dividends on our common stock would be at the sole discretion of our Board of Directors, subject to the terms of our Credit Facility, our financial condition, capital requirements, future prospects, and other factors deemed relevant.

The following table provides information regarding repurchase by us of our common stock during the 13-week period ended September 30, 2007. This purchase was conducted under a publicly announced tender offer. There were no other share repurchases during the year ended September 30, 2007.

**Summary of Stock Repurchases**

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs</b>
July 1, 2007 to July 31, 2007	1,992,032	\$ 12.74	1,992,032	886,763
August 1, 2007 to August 31, 2007				886,763
September 1 to September 30, 2007				886,763
<b>Total</b>	<b>1,992,032</b>	<b>\$ 12.74</b>	<b>1,992,032</b>	

The Company's share repurchase program is conducted pursuant to the stock repurchase program which the Company announced on September 17, 2007. On September 10, 2007, our Board of Directors authorized the repurchase by us of 887,000 shares of our common stock. Under the repurchase program, we may repurchase outstanding shares of our common stock from time to time in the open market. Unless terminated earlier or otherwise extended by resolution of our Board of Directors, the repurchase program will expire on June 30, 2008. For a description of our authorized stock repurchase plans, see Item 9. Stockholder's Equity.



### Equity Compensation Plan Information

Plan Category <sup>(1)</sup>	Number of securities to be issued upon exercise of outstanding options, warrants, and rights (#)	Weighted-average exercise price of outstanding options, warrants, and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column) (#)
Equity compensation plans approved by security holders	3,810,106	\$ 7.13	2,236,090
Equity compensation plans not approved by security holders	373,500	6.74	
<b>Total</b>	<b>4,183,606</b>	<b>\$ 7.09</b>	<b>2,236,090</b>

(1) Stock Plans are discussed in further detailed under PART IV Item 15. Exhibits and Financial Statement Schedules Note 9. Stockholders Equity.

**Performance Comparison Graph.** The following graph depicts our total return to shareholders from September 30, 2002 through September 30, 2007, relative to the performance of (i) the NASDAQ Composite Index; and (ii) stock in a selected peer group index, or the Peer Group. The Peer Group consists of Progressive Gaming International Corp. (formerly Mikohn Gaming Corp.), IGT, WMS, Inc., Bally and Shuffle Master, Inc. All indices shown in the graph have been reset to a base of 100 as of September 30, 2002, and assume an investment of \$100 on that date and the reinvestment of dividends paid since that date. Multimedia Games has never paid a dividend on its common stock. The stock price performance shown in the graph is not necessarily indicative of future price performance.

### COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Multimedia Games, Inc., The NASDAQ Composite Index

And A Peer Group

\* \$100 invested on 9/30/02 in stock or index-including reinvestment of dividends.  
Fiscal years ending September 30.

#### ITEM 6. Selected Financial Data

The following selected financial data are derived from our Consolidated Financial Statements. The data below should be read in conjunction with our Consolidated Financial Statements and Notes thereto, Risk Factors contained in Item 1(a) of this Annual Report and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Item 7 of this Annual Report.

	Years Ended September 30,				
	2007	2006	2005	2004	2003
(In thousands, except per-share amounts)					
<b>Consolidated Income Statement Data</b>					
Revenues	\$ 121,917	\$ 145,112	\$ 153,216	\$ 153,675	\$ 124,673
Operating income (loss)	(4,589)	7,502	29,822	50,431	50,731
Net income (loss)	(744)	3,532	17,643	32,772	31,655
Earnings (loss) per share:					
Basic	(0.03)	0.13	0.64	1.19	1.22
Diluted	(0.03)	0.12	0.60	1.07	1.08
<b>Consolidated Balance Sheet Data:</b>					

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Working capital (deficit)	\$ 22,621	\$ (5,835)	\$ (19,401)	\$ 249	\$ 18,180
Total assets	256,269	268,541	254,692	217,407	143,730
Long-term obligations	82,412	47,243	37,317	14,685	12,795
Total stockholders' equity	147,809	167,945	158,917	150,147	102,112

Effective October 1, 2005 (our fiscal year ended September 30, 2006), we adopted the share-based payment provisions of SFAS 123(R), using the modified prospective transition method. Prior period amounts do not include a pro forma adjustment for stock compensation expense.

**ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Overview**

We are a supplier of interactive systems, server-based gaming systems, interactive electronic games, player terminals, stand-alone player terminals, video lottery terminals, electronic scratch ticket systems, electronic instant lottery systems, player tracking systems, casino cash management systems, slot accounting systems, slot management systems, unified currencies and electronic and paper bingo systems for Native American, racetrack casino, casino, charity and commercial bingo, sweepstakes, lottery and video lottery markets and provide support and services and operations support for our customers and products. We design and develop networks, software and content that provide our customers with, among other things, comprehensive gaming systems, some of which are delivered through a telecommunications network that links our player terminals with one another, both within and among gaming facilities. Our ongoing development and marketing efforts focus on Class II and Class III gaming

systems and products for use by Native American tribes; video lottery terminals, video lottery systems, stand-alone player terminals, electronic instant scratch systems and other products for domestic and international lotteries; products for domestic and international charity and commercial bingo markets; and promotional, sweepstakes and amusement with prize systems.

We derive the majority of our gaming revenues from participation agreements under which we place gaming systems, player terminals, proprietary and licensed content operated on player terminals, and back-office systems and equipment, which we collectively refer to as gaming systems. To a lesser degree, we derive revenue from the sale of or placement of gaming systems in the Washington State Class III market under lease-purchase or participation arrangements, and from the small back-office fees generated by those video lottery systems. We also generate gaming revenues in return for providing the central determinant system for a network of player terminals operated by the New York State Division of the Lottery. A significantly smaller portion of our revenues is generated from the sale of gaming equipment in the Class III market in Washington State, except for a relatively few periods during which market conditions result in a temporary increase in the number of player terminals sold during the period (e.g., the opening of a new casino, or a change in the law that allows existing casinos to increase the number of player terminals permitted under prior law). We also derive a small portion of our revenue from the sale of lottery systems and the placement of nontraditional gaming products such as electronic scratch tickets, sweepstakes or linked interactive paper bingo systems. Recently, we entered the International electronic bingo market and currently supply bingo systems to two customers in Mexico and receive fees based on the net earnings of the system. During fiscal 2008, we intend to derive revenue from the sale of stand-alone slot machines to Class III Native American markets.

### ***Class II Market***

We derive our Class II gaming revenues from participation arrangements with our Native American customers. Under these arrangements, we retain ownership of the gaming equipment installed at our customers' tribal gaming facilities, and receive revenue based on a percentage of the hold per day generated by each gaming system. Our portion of the hold per day is reported by us as Gaming revenue Class II and represents the total amount that end users wager, less the total amount paid to end users for prizes, the amounts retained by the facilities for their share of the hold and the accretion of contract rights. Currently, the majority of our customer sites have been upgraded with our Gen 5 gaming system. The product is replacing the Gen IV back-office system that we introduced in late 2003, which allowed us to enhance prior systems by adding bonus-round games and wide-area progressive jackpots to our extensive library of game titles. The Gen5 product features a more robust database for accounting, player tracking and database marketing, enhancing hardware and software redundancy, providing customers with currency accounting and player tracking support capabilities for third-party vendor games, and for offering the ability to include Class II and Class III compacted games on a single integrated system.

As the market has grown, we have seen new competitors with significant gaming experience and financial resources enter the Class II market. New tribal-state compacts, such as the Oklahoma gaming legislation passed by referendum in 2004, have also led to increased competition. In addition, we continue to experience an extended period of inaction relative to enforcement of existing restrictions on non-Class II devices, which is forcing us to continue competing against games that do not appear to comply with the published regulatory restrictions on Class II games. As a result of this increased competition in Oklahoma, and continued conversion to games played under the compact, we have and may continue to experience pressure on our pricing model and hold per day, with the result that gaming providers are competing on the basis of price as well as the entertainment value and technological superiority of their products. We have also experienced and expect to continue to experience a decline in the number of our Class II games deployed in Oklahoma, in accordance with our recent conversion strategy. While we will continue to compete by regularly introducing new and more entertaining games with technological enhancements that we believe will appeal to end users, we believe that the level of revenue retained by our customers from their installed base of player terminals will become a more significant competitive factor, one that may require us to change the terms of our participation arrangements with customers. We will continue the deployment of one-touch, compact-compliant Class III games in Oklahoma, which will reduce the number of Class II machines in play. Because of the dynamics of our markets in Oklahoma and elsewhere, we believe that a simple business model based upon the average hold per player terminal per day has become less relevant in predicting our performance, as our participation arrangements with customers have become more complex.

### ***Oklahoma Compact Market***

The Oklahoma market allows for certain forms of gaming at racetracks, and additional types of games at tribal gaming facilities, pursuant to a tribal-state compact. The Oklahoma gaming compact allows tribes to operate an unlimited number of electronic instant bingo games, electronic bonanza-style bingo games, electronic amusement

games, and non-house-banked tournament card games. In addition, certain horse tracks in Oklahoma are allowed to operate a limited number of instant and bonanza-style bingo games and electronic amusement games. As of September 30, 2007, we had placed 4,088 player terminals at 32 facilities that are operating under the Oklahoma gaming compact. We generally receive a 20% revenue share for the games played under the Oklahoma Gaming Compact.

#### *Charity Market*

Charity bingo and other forms of charity gaming are operated by or for the benefit of nonprofit organizations for charitable, educational and other lawful purposes. These games are typically only interconnected within the gaming facility where the terminals are located. Regulation of charity gaming is vested with each individual state, and in some states, regulatory authority is delegated to county or municipal governmental units. We typically place player terminals under participation arrangements in the charity market and receive a percentage of the hold per day generated by each of the player terminals. As of September 30, 2007, we had 2,399 high-speed, standard bingo games installed for the charity market in three Alabama facilities.

#### *All Other Gaming Markets*

**Class III Washington State Market.** The majority of our Class III gaming equipment in Washington State has been sold to customers outright, for a one-time purchase price, which is reported in our results of operations as Gaming equipment, system sale and lease revenue. Certain game themes we use in the Class III market have been licensed from third parties and are resold to customers along with our Class III player terminals. Historically, revenue from the sale of Class III gaming equipment is recognized when the units are delivered to the customer, and the licensed games installed. To a considerably lesser extent, we also enter into either participation arrangements or lease-purchase arrangements for our Class III player terminals, on terms similar to those used for our player terminals in the Class II market.

We also receive a small back-office fee from both leased and sold gaming equipment in Washington State. Back-office fees cover the service and maintenance costs for back-office servers installed in each facility to run our Class III games, as well as the cost of related software updates.

**State Video Lottery Market.** In January 2004, we installed our central determinant system for the video lottery terminal network that the New York Lottery operates at licensed New York State racetrack casinos. As payment for providing and maintaining the central determinant system, we receive a small portion of the network-wide hold per day. This contract provides for a three-year term with an additional three one-year automatic renewal under certain conditions. In January 2006, we began installing video lottery terminals in Iowa. During the fiscal year ended September 30, 2006, legislation in Iowa required the removal of all video lottery terminals on or before May 3, 2006. During fiscal year 2006, all installed terminals had been removed. During the period the terminals were active, we effectively received hold-per-day-based payments for providing the player terminals, and an additional percentage of the hold per day for providing the system.

**International Commercial Bingo Market.** In March 2006, we entered into a contract with Apuestas Internacionales, S.A. de C.V., or Apuestas, a subsidiary of Grupo Televisa, S.A., to provide traditional and electronic bingo gaming, technical assistance, and related services for Apuestas locations in Mexico. As of September 30, 2007, we had installed 2,515 player terminals at nine sites in Mexico under this contract. To date, there are not as many permanent facilities opened as we originally projected, and the hold per day is below our original expectations. At September 30, 2007, all installed player terminals placed are pursuant to a revenue share arrangement that is comparable with our Oklahoma market.

Effective September 19, 2007, we entered into a contract with Atracciones y Emociones Vallarta, S.A. de C.V., or AE Vallarta, a Mexican incorporated company to provide traditional and electronic bingo gaming, technical assistance, and related services for AE Vallarta's locations in Mexico. As of September 30, 2007, we had installed no player terminals in Mexico under this contract, but currently have 200 player terminals at one location. Our agreement with this license holder gives us the right to place 1,000 player terminals over the first year of the contract. The contract has a five year term.

**Promotional Sweepstakes Market.** In December 2005, we installed a promotional sweepstakes system to the operator of the Birmingham Race Course, a greyhound race course in Birmingham, Alabama. The promotional sweepstakes system allowed a patron to obtain free sweepstakes entries either by purchasing a product or service or by other means whereby no purchase was necessary. There were a number of methods that allowed a patron to redeem sweepstakes entries, including having the predetermined outcome displayed by video card readers.

On December 1, 2006, the Alabama Supreme Court issued an opinion, finding that the promotional sweepstakes was unlawful under Alabama's gambling laws. The promotional sweepstakes system was shut down at the Birmingham Race Course facility and as of January 31, 2007, we had removed the sweepstakes system from the facility. As of January 31, 2007, we had removed the sweepstakes system from the facility. We recorded a write-off of \$111,000 for all unamortized installation and software costs during the quarter ended December 31, 2006.

Revenues from the promotional sweepstakes are included in Other revenues in statements of operations.

#### ***Development Agreements.***

As we seek to continue the growth in our customer base and to expand our installed base of player terminals, a key element of our strategy has become entering into development agreements with various Native American tribes to help fund new or expand existing tribal gaming facilities. Pursuant to these agreements, we advance funds to the tribes for the construction of new tribal gaming facilities or for the expansion of existing facilities.

Amounts advanced that are in excess of those to be reimbursed by such tribes for real property and land improvements are allocated to intangible assets and are generally amortized over the life of the contract.

In return for the amounts advanced by us, we receive a commitment for a fixed number of player terminal placements in the facility or a fixed percentage of the available gaming floor space, and a fixed percentage of the hold per day from those terminals over the term of the development agreement. Certain of the agreements contain player terminal performance standards that could allow the facility to reduce a portion of our floor space. In addition, certain development agreements allow the facilities to buy out floor space after advances that are subject to repayment, have been repaid.

We have in the past and may in the future, reduce the number of player terminals in certain of our facilities as a result of ongoing competitive pressures faced by our customers from alternative gaming facilities and pressures faced by our machines from competitors' products. We have in the past and in the future may also, by mutual agreement and for consideration, amend these contracts in order to reduce the number of player terminals at these facilities.

We recently committed to a significant, existing tribal customer to provide approximately 43.8%, or \$65.6 million, of the total funding for a facility expansion. In return for this commitment to fund the expansion, we will receive approximately 35% of the 4,000 additional gaming units that are expected to be placed in the expanded facility in southern Oklahoma. We will record all advances as a note receivable and impute interest on the interest free loan. The discount (imputed interest) will be recorded as contract rights and will be amortized over the life of the agreement. The repayment period of the note will be based on the performance of the facility. The funding, which commenced in the third quarter of 2007, will continue with \$19.4 million funded in the first quarter of 2008 and the remaining \$21.5 million funded in the second and third quarters of 2008. As of September 30, 2007, we had advanced \$24.8 million toward this commitment.

As a result the recent substantial levels of development activity in Oklahoma, we expect the future pace of development there to decline somewhat. Accordingly, we do not anticipate future levels of development participation on our part in Oklahoma to keep pace with our historical levels. As of September 30, 2007, we have placed approximately 4,200 units in 11 facilities in Oklahoma pursuant to development agreements.

#### ***Recent Developments***

On October 24, 2007, the NIGC published in the Federal Register, four proposed rules concerning classification standards to distinguish between Class II games played with technologic aids and Class III facsimiles of games of chance, a revision of the definition of electronic or electromechanical facsimile, technical standards for Class II gaming and Class II minimum internal control standards. If the Classification Standards and the revised definition of electronic or electromechanical facsimile become final regulations, they will have a material and adverse economic impact on the Class II gaming market by limiting the use of Class II electronic technology and severely restricting the manner in which bingo may be played thereby making Class II games less attractive to the customer.

## Results of Operations

The following tables set forth our end-of-period and average installed base of player terminals for the years ended September 30, 2007, 2006 and 2005.

	At September 30,		
	2007	2006	2005
<b>End-of-period installed player terminal base:</b>			
Class II player terminals			
New Generation system Reel Time Bingo	3,840	7,280	9,189
Legacy system	384	373	461
Oklahoma compacted games	4,088	2,408	1,076
Other player terminals <sup>(1)</sup>	5,250	3,119	2,565
	Years Ended September 30,		
	2007	2006	2005
<b>Average installed player terminal base:</b>			
Class II player terminals			
New Generation system Reel Time Bingo	5,305	8,404	10,035
Legacy system	363	396	638
Oklahoma compacted games	3,548	1,393	400
Other player terminals <sup>(1)</sup>	4,149	2,839	2,942

(1) Other player terminals include charity, TILG, Mexico, Iowa Lottery and Malta. The period end counts are not affected by the Iowa Lottery or TILG, as no units were installed at the end of the fiscal year.

At September 30, 2007, there were no sweepstakes video readers installed and the average installed base for fiscal year 2007 was 376. There were 1,318 sweepstakes video readers installed at September 30, 2006, and the average installed base for fiscal 2006 was 820. No sweepstakes video readers were installed at September 30, 2005. These sweepstakes video readers are not included in the above tables.

The following discussion should be read in conjunction with the Consolidated Financial Statements and Notes thereto, included in PART IV Item 15. Exhibits and Financial Statement Schedules.

### Fiscal 2007 Compared to Fiscal 2006

Total revenues for 2007 were \$121.9 million, compared to \$145.1 million in 2006, a \$23.2 million, or 16% decrease.

#### Gaming Revenue Class II

Class II gaming revenue decreased by \$41.2 million, or 46%, from \$89.2 million in 2006 to \$48.0 million in 2007. We expect the number of Class II terminals to continue to decrease as they are replaced with higher-earning Oklahoma compact player terminals.

Legacy revenue decreased \$164,000, or 5%, to \$2.9 million in 2007, from \$3.0 million in 2006. The average installed base of Legacy player terminals decreased 8%, which was partially offset by a 3% increase in hold per day.

Reel Time Bingo revenue was \$45.1 million in 2007, compared to \$86.2 million in 2006, a \$41.1 million, or 48% decrease. The average installed base of player terminals and the average hold per day decreased 37% and 11%, respectively. Accretion of contract rights related to development agreements, which is recorded as a reduction of revenue, decreased \$1.7 million, or 40% to \$2.6 million in 2007, compared to \$4.3 million in 2006. The reduction in accretion of contract rights is the result of allocating the total accretion rights across all product lines with the majority being allocated to Oklahoma Compact. During 2007, we continued to convert Reel Time Bingo player terminals to games played under the compact, which are included in Gaming revenue Oklahoma compact, and we expect this trend to continue in the future as Reel Time Bingo competes with the higher hold per day of compact



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games. In addition, as a result of the conversion from Reel Time Bingo to games played under the compact, our revenue share percentage will decrease to the market rate for compact games.

### ***Gaming Revenue Oklahoma Compact***

In March 2005, we began converting Reel Time Bingo player terminals to games that could be played under the Oklahoma compact. These games generated revenue of \$37.1 million in 2007, compared

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to \$10.6 million in 2006, an increase of \$26.5 million. The average installed base increased 155% as the conversion of Class II player terminals to compact games continues. Hold per day increased 38%, primarily as a result of the higher installed base of the stand-alone units, which have a higher hold per day. Accretion of contract rights related to development agreements, which is recorded as a reduction of revenue, increased to \$2.9 million in 2007, compared to no accretion in 2006.

***Gaming Revenue Charity***

Charity gaming revenues decreased 2%, to \$18.0 million for 2007, compared to \$18.4 million for the same period of 2006. The average installed player terminal base and average hold per day remained consistent across 2007 and 2006.

***Gaming Revenue All Other***

Class III rental and back-office fees in Washington State decreased 19%, to \$3.7 million in 2007, from \$4.6 million during the same period of 2006. As of January 2006, we no longer have any rental customers. We continue to receive a small back-office fee from each of the twelve gaming facilities in the state of Washington where we are located.

Revenues from the New York Lottery system increased 118%, to \$5.8 million in 2007, from \$2.6 million in 2006. At September 30, 2007, eight of the nine planned racetrack casinos are operating, with approximately 13,100 total terminals. To date, we have realized substantially less revenue than anticipated from our New York Lottery operations, in significant part due to delays in the opening of planned racetrack casino operations at several racetracks. At the current placement levels, we have obtained near break-even operations for the New York Lottery system and expect to achieve profitable operations after all of the facilities are operating.

The Iowa Lottery system operated between January and May 2006, and generated revenues of \$616,000 during that time period. Pursuant to legislative actions, these units were disconnected from our central determinant system in May 2006. Revenue from providing player terminals was recorded in Gaming equipment, system sale and lease revenue.

Revenues from the Mexico bingo market increased \$3.7 million to \$4.3 million in 2007, from \$604,000 in 2006. As of September 30, 2007, we had installed 2,515 player terminals at nine sites in Mexico compared to 600 terminals at four sites installed at four sites at September 30, 2006. To date, there are not as many permanent facilities opened as we originally projected, and the hold per day is below our original expectations. Our revenue share is in the range of the other markets in which we operate.

***Gaming Equipment and System Sale and Lease Revenue and Cost of Sales***

Gaming equipment and system sale and lease revenue decreased \$11.1 million, or 79% to \$2.9 million for 2007, from \$13.9 million for the same period of 2006. Gaming equipment and system sale revenue of \$1.1 million, for 2007, includes two system sales and no player terminals. Gaming equipment and system sale and lease revenue of \$11.7 million, for 2006, included one system sale of \$8.0 million, 416 player terminals sales of \$3.0 million, and Iowa Lottery lease revenue of \$681,000. In 2007 and 2006, gaming equipment sale revenue included revenues of \$1.1 million for both periods, related to a certain equipment sale being recognized ratably over the term of the agreement. License revenues for 2007 were \$689,000, compared to \$1.1 million for 2006, a decrease of \$434,000, or 39%, due primarily to the decline in player terminal sales discussed above. Total cost of sales, which includes cost of royalty fees, decreased \$9.5 million, or 81% to \$2.2 million in 2007, from \$11.8 million in 2006 due to the decreased sales discussed above.

***Other Revenue***

Other revenues decreased \$2.4 million or 54% to \$2.1 million for fiscal 2007, from \$4.5 million during fiscal 2006. The decrease is primarily due to discontinuation of the promotional sweepstakes system in January 2007.

***Selling, General and Administrative Expenses***

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Selling, general and administrative expenses decreased \$2.5 million, or 4%, to \$66.1 million in 2007, from \$68.6 million in 2006. This decrease was primarily a result of a) a decrease in salaries and wages and the related employee benefits of approximately \$2.6 million relating to the reduction in staff in February 2007 (at September 30, 2007, we employed 427 full-time and part-time employees, compared to 503 at

September 30, 2006); b) a decrease in share-based compensation of \$1.5 million for 2007 due to a decrease in the number of unvested outstanding options; and c) a decrease in travel costs of approximately \$1.3 million due to the ramp up in 2006 for new markets, primarily Mexico. Partially offsetting these decreases were a) increases in consulting and contract labor of approximately \$1.3 million, primarily related to the design of new gaming cabinets; b) an increase in other taxes and license fees of \$847,000, primarily related to an annual license renewal for third-party licenses and an estimated settlement for use tax; and c) an increase in repairs and maintenance, transportation and related costs of \$752,000, primarily due to units being refurbished for deployment in Mexico.

#### ***Amortization and Depreciation***

Amortization expense decreased \$194,000, or 3%, to \$6.3 million in 2007, compared to \$6.5 million in 2006. Depreciation expense increased \$1.1 million, or 2%, to \$51.8 million in 2007, from \$50.7 million in 2006 due to the placement of new player terminals as the conversion of Class II player terminals to Oklahoma compact games continues.

#### ***Other Income and Expense***

Interest income increased 51%, to \$4.6 million in 2007, from \$3.0 million in 2006, due to imputed interest resulting from advances under certain development agreements. We entered into development agreements with a customer under which approximately \$110.4 million has been committed under interest-free loans in which we will impute interest. During fiscal 2007, we recorded imputed interest of \$2.6 million relating to development agreements with an imputed interest rate range of 6% to 8.25%.

Interest expense increased \$518,000, or 12%, to \$5.0 million for 2007, from \$4.5 million for 2006, due primarily to an increase in amounts outstanding under our previous Credit Facility. Our previous Credit Facility provided us with a \$20.0 million term loan facility, or the Term Loan, a \$25.0 million revolving line of credit, or the Revolver, and \$35.0 million and \$9.5 million in reducing revolving lines of credit, or the Reducing Revolvers. During April 2007, we entered into a \$150 million Revolving Credit Facility, which replaced our previous Credit Facility in its entirety. We subsequently amended the Revolving Credit Facility on October 26, 2007 to transfer \$75 million of the revolving credit commitment to a fully funded \$75 million term loan.

Other income was \$3.1 million for the year ended September 30, 2007, with no such income in fiscal 2006. Other income consisted of a distribution from a partnership interest, accounted for on the cost basis that we received during 2007. In addition, we had the extinguishment of an intangible asset and related liability due to the termination of a non compete agreement with our former Chief Executive Officer as of April 27, 2007.

Income tax expense decreased to a benefit of \$1.2 million for 2007, compared to an income tax expense of \$2.5 million in 2006. These figures represent effective tax rates of 61.3% and 41.6% for fiscal 2007 and 2006, respectively. SFAS No. 123(R) is a revision of SFAS No. 123, and includes several modifications to the way that income taxes are recorded in the financial statements. The expense for incentive stock option grants is only deductible for financial reporting and income tax purposes at the time that the taxable event takes place, which could cause variability in our effective tax rates recorded throughout our fiscal year. The higher effective tax rate for 2006 was primarily a result of the timing of such deductibility of stock options.

Our tax years ended 2002, 2003 and 2004 have been under examination from the Internal Revenue Service, or IRS. In June 2006, we received an assessment of approximately \$686,000, plus interest and penalties, primarily relating to the deductibility of certain lobbying expenses. We protested the proposed adjustment and we have reached an agreement with the IRS resolving this tax dispute. Under that agreement, we will pay additional federal taxes of about \$67,000 plus applicable interest.

#### **Fiscal 2006 Compared to Fiscal 2005**

Total revenues for 2006 were \$145.1 million, compared to \$153.2 million in 2005, an \$8.1 million, or 5% decrease.

#### ***Gaming Revenue Class II***

Class II gaming revenue decreased by \$24.6 million, or 22%, from \$113.8 million in 2005 to \$89.2 million in 2006.

Legacy revenue decreased \$1.2 million, or 29%, to \$3.0 million in 2006, from \$4.2 million in 2005. The average installed base of Legacy player terminals decreased 38%, which was partially offset by a 20% increase in hold per day.

Reel Time Bingo revenue was \$86.2 million in 2006, compared to \$109.6 million in 2005, a \$23.4 million, or 21% decrease. The average installed base of player terminals and the average hold per day decreased 16% and 8%, respectively. Accretion of contract rights related to development agreements, which is recorded as a reduction of revenue, increased \$1.8 million, or 68% to \$4.3 million in 2006, compared to \$2.5 million in 2005. During 2006, we continued to convert Reel Time Bingo player terminals to games played under the compact, which are included in Gaming revenue All other, and we expect this trend to accelerate in the future as Reel Time Bingo competes with the higher hold per day of compact games. In addition, as a result of the conversion from Reel Time Bingo to games played under the compact, our revenue share percentage will decrease to the market rate for compact games.

***Gaming Revenue Oklahoma Compact***

In March 2005, we began converting Reel Time Bingo player terminals to games that could be played under the Oklahoma compact. These games generated revenue of \$10.6 million in 2006, compared to \$2.5 million in 2005, an increase of \$8.1 million. At September 30, 2006, 2,408 player terminals were installed compared to 1,076 at September 30, 2005.

***Gaming Revenue Charity***

Charity gaming revenues decreased 2%, to \$18.4 million for 2006, compared to \$18.8 million for the same period of 2005. The average installed player terminal base increased 5% from the expansion of an existing facility in 2006, compared to 2005, but was partially offset by a 10% decrease in the average hold per day.

***Gaming Revenue All Other***

Class III rental and back-office fees in Washington State decreased 20%, to \$4.6 million in 2006, from \$5.8 million during the same period of 2005. As of January 2006, we no longer have any rental customers. We continue to receive a small back-office fee from each of the twelve gaming facilities where we are located.

Other recurring gaming revenue generated from TILG decreased from \$3.8 million in 2005 to no revenue during fiscal 2006. The decrease relates to the second-quarter fiscal 2005 conversion of the remaining TILG Point-of-Sale Terminals, or POSTs to Reel Time Bingo.

Revenues from the New York Lottery system increased 27%, to \$2.6 million in 2006, from \$2.1 million in 2005. At September 30, 2006, six of the nine planned racetrack casinos are operating, with approximately 6,400 total terminals. To date, we have realized substantially less revenue than anticipated from our New York Lottery operations, in significant part due to delays in the opening of planned racetrack casino operations at several racetracks. We are nevertheless required to incur ongoing expenses associated with development and maintenance of the New York video lottery system, and we do not currently expect to have profitable operations from that system until one or more of the larger racetrack casinos open. Subsequent to September 30, 2006, two facilities opened with approximately 3,100 additional terminals.

The Iowa Lottery system generated revenue of \$616,000 in 2006 and operated between January 2006 and May 2006, when new legislation in Iowa requiring the removal of all video lottery terminals became effective. Revenue from providing player terminals is recorded in Gaming equipment, system sale and lease revenue.

As of September 30, 2006, we had installed 600 player terminals at four sites in Mexico under this contract. To date, there are not as many permanent facilities opened as we originally projected, and the hold per day in certain of the open facilities is below our original expectations. Our revenue share is in the range of the other markets in which we operate. We currently expect a total of ten facilities to be opened by May 2007.

***Gaming Equipment and System Sale and Lease Revenue and Cost of Sales***

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Gaming equipment and system sale revenue of \$11.1 million was recognized in 2006 on the sale of 416 units and the sale of a lottery system. In 2005, gaming equipment and system sale revenue of \$999,000 was recognized on the sale of 49 units and the sale of a player tracking system. In the fiscal years ended 2006 and 2005, gaming equipment sale revenue included revenues of \$1.1 million related to a certain equipment sale being recognized ratably over the three-year term of the agreement. License revenues for 2006, were \$1.0 million, compared to \$2.2 million for 2005. Equipment lease revenues for 2006 were \$681,000, with no comparable lease revenues existing in 2005. Total cost of sales, which includes cost of royalty fees, was \$11.8 million in 2006 and \$3.6 million in 2005. The increase relates to the increased gaming equipment and system sale revenue discussed above. Royalty fees decreased due to lower revenue on some licensed game themes in play.

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**Other Revenue**

Other revenues increased to \$4.5 million for fiscal 2006, from \$2.2 million during fiscal 2005. The increase was primarily the result of the installation of the sweepstakes system in Alabama. At September 30, 2006, we had 1,318 sweepstakes video readers installed with a weighted average installed base of 820 for the fiscal year. In accordance with the Alabama Supreme Court decision, we expect the sweepstakes to be removed in January 2007.

**Selling, General and Administrative Expenses**

Selling, general and administrative expenses increased 10%, to \$68.6 million in 2006, from \$62.7 million in 2005. This increase was primarily a result of a) an increase in share-based compensation of \$2.7 million for 2006, compared to no employee share-based compensation expense in 2005; b) an increase in legal, professional and lobbying services of approximately \$1.5 million due to our involvement in litigation, research of new products and our entry into new markets; c) an increase in bad debt expense of \$1.0 million resulting from bad debt expense of \$849,000 in the current year, compared to a recovery of \$196,000 in the prior year; and d) an increase in salaries and wages and the related employee benefits of approximately \$888,000 relating to additional staff hired to design and develop gaming systems and content and monitor and develop new markets (at September 30, 2006, we employed 503 full-time and part-time employees, compared to 462 at September 30, 2005). These increases were partially offset by a decrease in consulting and contract labor of \$1.3 million and primarily relate to the reduction of commissions for outside sales. Repairs and maintenance, transportation, and related costs decreased \$503,000 due to a higher number of installations that occurred in fiscal 2005.

Effective September 30, 2005, we accelerated the vesting for certain out-of-the-money unvested stock options previously awarded to employees and directors under our stock option plans. We made the decision to immediately vest these options to avoid compensation expense related to those options upon adoption of the Financial Accounting Standards Board's, or FASB's, issuance of Statement of Financial Accounting Standards, or SFAS, No. 123, Accounting for Stock Based Compensation, (Revised 2004). With this action, options to purchase 311,625 shares of our common stock at exercise prices ranging from \$10.15 to \$21.53, that would otherwise have vested at various times over the next four years became fully vested. Absent the acceleration of these options, upon adoption of SFAS No. 123(R), Share-Based Payment, on October 1, 2005, we would have been required to recognize approximately \$1.5 million in pre-tax compensation expense from these options over their remaining vesting terms. This current estimate was calculated using the Black-Scholes model. By vesting the selected previously unvested options, that amount of stock-based compensation expense under SFAS No. 123 will only be reflected in our footnote disclosures under the pro forma disclosure provisions of SFAS No. 148, Accounting for Stock-Based Compensation-Transition and Disclosure.

**Amortization and Depreciation**

Amortization expense increased 37% to \$6.5 million in 2006, compared to \$4.8 million in 2005. The majority of the increase was related to amortization of license agreements for gaming content and internally developed software. The net book value of internally-developed software at September 30, 2006, was \$7.0 million, compared to \$6.7 million at September 30, 2005. Depreciation expense decreased 3%, to \$50.7 million in 2006, from \$52.3 million in 2005, primarily as a result of certain player terminals becoming fully depreciated. We expect depreciation expense to increase as we increase our installed base of Oklahoma compacted games.

**Other Income and Expense**

Interest income increased 52%, to \$3.0 million in 2006, from \$2.0 million in 2005, due to the higher balance of notes receivable bearing interest rates resulting from advances under certain development agreements. We entered into a development agreement with a customer under which approximately \$41.2 million in advanced funds will be reimbursed based upon levels of revenues generated from the facility. We calculated an imputed interest on this receivable utilizing an interest rate range of 6% to 8.25% correlated to the timing of the original advances. These interest rates are applied over the expected reimbursement period. We recorded \$1.2 million of imputed interest income during fiscal 2006 in accordance with Accounting Principles Board Opinion, or APB, No. 21, Interest on Payables and Receivables.





Interest expense increased 65%, to \$4.5 million for 2006, from \$2.7 million for 2005, due primarily to an increase in amounts outstanding under our previous Credit Facility of \$28.2 million and an overall increase in interest rates. The previous Credit Facility provided us with a \$20.0 million term loan facility, or the Term Loan, a \$25.0 million revolving line of credit, or the Revolver, and \$35.0 million and \$9.5 million in reducing revolving lines of credit, or the Reducing Revolvers. During April 2007, we entered into a \$150 million Revolving Credit Facility, which replaced our previous Credit Facility in its entirety. We subsequently amended the Revolving Credit Facility on October 26, 2007 to transfer \$75 million of the revolving credit commitment to a fully funded \$75 million term loan.

As we continue to fund our capital commitments pursuant to our development agreements and otherwise, we will likely be required to borrow more money under our Credit Facility. As a result, our interest expense will likely continue to increase in the future. Income tax expense decreased to \$2.5 million for 2006, compared to an income tax expense of \$11.5 million in 2005. These figures represent effective tax rates of 41.6% and 39.4% for fiscal 2006 and 2005, respectively. SFAS No. 123(R) is a revision of SFAS No. 123, and includes several modifications to the way that income taxes are recorded in the financial statements. The expense for incentive stock option grants is only deductible for financial reporting and income tax purposes at the time that the taxable event takes place, which could cause variability in our effective tax rates recorded throughout our fiscal year. The higher effective tax rate for 2006 was primarily a result of the timing of such deductibility of stock options.

#### **Recent Accounting Pronouncements Issued**

On July 13, 2006, the Financial Accounting Standards Board, or FASB, issued FASB Interpretation No. 48, or FIN 48, Accounting for Uncertainty in Income Taxes, an interpretation of Statement of Financial Accounting Standards, or SFAS, No. 109, Accounting for Income Taxes. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109. FIN 48 also prescribes a recognition threshold and measurement attribute for the financial statement recognition, and for the measurement of a tax position taken or expected to be taken in a tax return. The new FASB standard also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Interpretation is effective for fiscal years beginning after December 15, 2006. We are currently evaluating the effect, if any, of FIN 48 on our consolidated financial statements.

In September 2006, the SEC issued Staff Accounting Bulletin, or SAB, No. 108, Financial Statements Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements. SAB 108 requires companies to quantify the impact of correcting all misstatements, including both the carryover and reversing effects of prior-year misstatements on the current year financial statements. This pronouncement is effective for us in our fiscal year ending September 30, 2007.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements, which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS 157 will be applied prospectively and will be effective for us beginning in October 2008. We are currently evaluating the effect, if any, of SFAS 157 on our consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities, including an amendment of FASB Statement No. 115, which permits entities to choose to measure many financial instruments and certain other items at fair value with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement is effective for us beginning in October 2008. We are currently evaluating the effect, if any, of SFAS 159 on our consolidated financial statements.

**Liquidity and Capital Resources**

At September 30, 2007, we had unrestricted cash and cash equivalents of \$5.8 million, compared to \$4.9 million at September 30, 2006. Our working capital for 2007 increased to \$22.6 million, compared to a working capital deficit of \$5.8 million for 2006. The increase in working capital was primarily the result of the classification of the majority of our debt as non current, in accordance with our new Credit Facility, and the payoff of the current portion of long term debt and capital leases. During 2007, we used \$59.2 million for capital expenditures of property and equipment, \$9.7 million for payments of accounts payable and accrued expenses, and we collected \$56.4 million on development agreements, with \$28.5 million advanced under development agreements. Under the new Credit Facility, our availability as of September 30, 2007, is \$68.0 million.

During July 2007, we completed a modified Dutch Auction Tender Offer to purchase up to \$25.0 million of our common stock and the associated preferred share purchase rights. We accepted, for purchase, an aggregate of 1,992,032 shares of our common stock at a purchase price of \$12.74 per share, for an aggregate share repurchase of approximately \$25.0 million. Additionally, we incurred costs of \$387,457 related to the Tender Offer that is recorded in treasury stock.

As of September 30, 2007, our total contractual cash obligations were as follows (in thousands):

	Less than		More than		Total
	1 year	1-3 years	3-5 years	5 years	
Revolving Credit Facility <sup>(1)</sup>	\$ 604	\$ 1,347	\$ 10,060	\$	\$ 12,011
Credit Facility Term Loan <sup>(2)</sup>	6,722	13,264	81,836		101,822
Operating leases <sup>(3)</sup>	2,433	4,059	629	12	7,133
Purchase commitments <sup>(4)</sup>	4,613	5,229			9,842
Development agreements <sup>(5)</sup>	41,659				41,659
<b>Total</b>	<b>\$ 56,031</b>	<b>\$ 23,899</b>	<b>\$ 92,525</b>	<b>\$ 12</b>	<b>\$ 172,467</b>

- (1) Relating to the Revolving Credit Facility, bearing interest at Prime + 0.75% (8.5% as of September 30, 2007) and at the Eurodollar rate (6.63% as of September 30, 2007).
- (2) Consists of amounts borrowed under our Credit Facility at an annual interest rate of Prime + 0.75% (8.5% as of September 30, 2007) and at the Eurodollar rate (6.63% as of September 30, 2007).
- (3) Consists of operating leases for our facilities and office equipment that expire at various times through 2011.
- (4) Consists of commitments to order third-party gaming content licenses and for the purchase of player terminals.
- (5) Consists of a commitment to fund a gaming facility expansion in Southern Oklahoma.

During fiscal 2007, we generated cash from operations of \$34.1 million, compared to \$52.2 million during 2006. This \$18.1 million decrease in cash generated from operations over the prior period was primarily a result of the decrease in earnings during the current year, the timing of payments related to accounts payable, collections from accounts receivable and increase in deferred income tax assets.

Cash used in investing activities decreased to \$33.6 million in 2007, from \$64.8 million in 2006. The decrease primarily relates to the net amounts advanced under development agreements during fiscal 2007 decreasing \$49.6 million to receipts of \$27.9 million, from advances of \$21.7 million in fiscal 2006. The decrease was partially offset by the \$21.6 million increase in cash capital expenditures, to \$59.2 million in 2007, up from \$37.6 million in 2006.

During the year ended September 30, 2007, capital expenditures consisted of:

	Capital Expenditures (In thousands)
Gaming equipment	\$ 51,706
Third-party gaming content licenses	6,907
Other	599

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<b>Total</b>	<b>\$</b>	<b>59,212</b>
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Cash provided by financing activities for 2007 was \$356,000, compared to \$17.4 million in 2006. We made treasury stock purchases of \$25.4 million and \$1.5 million in 2007 and 2006, respectively. Net borrowings under our

revolving line of credit were \$26.0 million for fiscal 2007, compared to \$28.2 million during fiscal 2006. During 2007, we collected \$4.8 million from the exercise of warrants and options and the related tax benefit, compared to \$4.2 million in 2006.

Our capital expenditures for the next twelve months will depend upon the number of new player terminals that we are able to place into service at new or existing facilities and the actual number of repairs and equipment upgrades to the player terminals that are currently in the field. As a result of the earnings potential of compact games in the Oklahoma market, it is our strategy to either place compact games or to convert our Oklahoma Class II games to the compact games. As part of our strategy, we will offer compact games developed by us, as well as games from two other gaming suppliers. As a result, we have entered into purchase commitments for future purchases of player stations and licenses totaling \$4.6 million.

We recently committed to a significant, existing tribal customer to provide approximately 43.8%, or \$65.6 million, of the total funding for a facility expansion. In return for this commitment to fund the expansion, we will receive approximately 35% of the 4,000 additional gaming units that are expected to be placed in the expanded facility in southern Oklahoma. We will record all advances as a note receivable and impute interest on the interest-free loan. The discount (imputed interest) will be recorded as contract rights and will be amortized over the life of the agreement. The repayment period of the note will be based on the performance of the facility. The funding, which commenced in the third quarter of 2007, will continue with \$19.4 million funded in the first quarter of 2008 and the remaining \$21.5 million funded in the second and third quarters of 2008. As of September 30, 2007, we had advanced \$24.8 million toward this commitment.

We believe that our existing cash and cash equivalents, cash provided from our operations, and amounts available under our Credit Facility can sustain our current operations, which will include a portion of the financing required from us in connection with our development agreements, depending upon the timing and mix of those projects. However, our performance and financial results are, to a certain extent, subject to general conditions in or affecting the Native American gaming industry, and to general economic, political, financial, competitive and regulatory factors beyond our control. If our business does not continue to generate cash flow at current levels, or if the level of funding required in connection with our joint development agreements is greater or proceeds at a pace faster than anticipated, we may need to raise additional financing. Sources of additional financing might include additional bank debt or the public or private sale of equity or debt securities. However, sufficient funds may not be available, on terms acceptable to us or at all, from these sources or any others to enable us to make necessary capital expenditures and to make discretionary investments in the future.

#### ***Off Balance Sheet Arrangements***

At September 30, 2007, we had \$60,000 in outstanding letters of credit.

#### ***Credit Facility***

On April 27, 2007, we entered into a \$150 million Revolving Credit Facility which replaced our previous Credit Facility in its entirety. We subsequently amended the Revolving Credit Facility on October 26, 2007 to transfer \$75 million of the revolving credit commitment to a fully funded \$75 million term loan due April 27, 2012.

The new Credit Facility provides the ability to finance development agreements and acquisitions and working capital for general corporate purposes. Amounts under the \$75 million revolving credit commitment and the \$75 million term loan mature in five years, and advances under the term loan and revolving credit commitment bear interest at a Base rate at Prime + 0.75% (8.5% as of September 30, 2007) or a Eurodollar rate (6.63% as of September 30, 2007), tied to various levels of interest pricing determined by total debt to EBITDA.

The new Credit Facility is collateralized by substantially all of our assets, and also contains financial covenants as defined in the agreement. These covenants include (i) a minimum fixed-charge coverage-ratio of not less than 1.50 : 1.0; (ii) a maximum total debt to EBITDA ratio of not more than 2.25 : 1.00 through June 2008, and 1.75 : 1.00 from June 2008 thereafter; and (iii) a minimum trailing twelve-month EBITDA of not less than \$57 million for the quarter ended September 30, 2007, and \$60 million for each quarter thereafter. The new Credit Facility requires certain mandatory prepayments be made on the term loan from the net cash proceeds of certain asset sales and condemnation proceedings (in each case to the extent not reinvested, within certain specified time periods, in the replacement or acquisition of property to be used in our businesses). The new Credit Facility also requires that we enter into hedging arrangements covering at least \$50 million of the term loan for a three-year period.

### ***Share Repurchase***

During July 2007, we completed a modified Dutch Auction Tender Offer to purchase up to \$25.0 million of our common stock and the associated preferred share purchase rights. We accepted, for purchase, an aggregate of 1,992,032 shares of our common stock at a purchase price of \$12.74 per share, for an aggregate share repurchase of approximately \$25.0 million. Additionally, we incurred costs of \$387,457 related to the Tender Offer that will be recorded in treasury stock.

### ***Stock Repurchase Authorizations***

At September 30, 2007, excluding the Tender Offer, there were approximately 887,000 shares of common stock authorized for repurchase. The timing and total number of shares repurchased will depend upon available cash, prevailing market conditions, other investment opportunities, and capital commitments.

During fiscal 2007 and 2006, we repurchased with cash 1,992,032 and 159,146 shares, respectively, of our common stock, at an average cost of \$12.74 and \$9.15, respectively. All of the shares repurchased during fiscal 2007 were conducted under a publicly announced tender offer.

### ***Stock-Based Compensation***

At September 30, 2007, we had approximately 4.2 million options outstanding, with exercise prices ranging from \$1.00 to \$21.53 per share. At September 30, 2007, approximately 3.7 million of the outstanding options were exercisable.

During fiscal 2007, options to purchase 160,000 shares of common stock were granted. During fiscal 2007, we issued 711,796 shares of common stock as a result of stock option exercises with a weighted average exercise price of \$4.78.

### ***Critical Accounting Policies***

We prepare our consolidated financial statements in conformity with accounting principles generally accepted in the United States. As such, we are required to make certain estimates, judgments and assumptions that we believe are reasonable based on the information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the periods presented. There can be no assurance that actual results will not differ from those estimates. We believe the following represent our most critical accounting policies.

***Revenue Recognition.*** The majority of our gaming revenue is of a recurring nature, and is generated under participation arrangements when we provide our customers with player terminals, player terminal content licenses, and back-office equipment, collectively referred to as gaming equipment. Under these arrangements, we retain ownership of the gaming equipment installed at customer facilities, and receive revenue based on a percentage of the hold per day generated by the gaming equipment. Certain of our arrangements require a portion of the facilities hold per day to be set aside to fund facility-specific marketing, advertising, promotions, and service. These amounts are offset against revenue, and deferred in a liability account until expended. Participation revenue generated from our Native American Class II product is reported in our results of operations as Gaming revenue Class II, revenue from our charity bingo product is included in Gaming revenue Charity, participation revenue from our games played under the Oklahoma Compact is included in Gaming revenue Oklahoma Compact, and participation revenue from our TILG, Mexico, Malta and Native American Class III products, and the Iowa Lottery, are included in Gaming revenue All other.

Revenue generated by player terminals deployed at sites under development agreements is reduced by the accretion of contract rights from those development agreements. Contract rights are amounts allocated to intangible assets for dedicated floor space resulting from development agreements, described under Development Agreements. The related amortization expense, or accretion of contract rights, is netted against its respective revenue category in the consolidated statements of operations.

We also generate revenues from the sale or lease of Class III gaming equipment in Washington State and from related small back-office fees on the installed equipment. Back-office fees cover the service and maintenance costs for back-office servers installed in each gaming facility to run our gaming equipment, as well as the cost of related software updates. These back-office fees are reported in our results of operations as a part of Gaming revenue All other. For those player terminals sold to our customers, the back-office fees are based on a considerably smaller fee than the revenue received from terminals being rented under participation arrangements. Revenue from participation arrangements and back-office fees are generally considered both realizable and earned at the end of each gaming day.

We provide gaming solutions to domestic and international lottery organizations through a combination of gaming equipment and gaming systems that use central determinant system technology. The equipment and systems are either sold outright for a one-time fee, or are provided on a participation basis, whereby we receive a small portion of the network-wide hold, which is reported in our financial results of operations as a part of Gaming revenue All other.

We also market a modular suite of software gaming support products, such as player tracking, which enables operators to monitor, manage and track player activity, and slot accounting systems, slot management systems, and slot monitoring systems, collectively referred to as the MGAMe System. The MGAMe system is either sold to customers as a complete system, or on a module-by-module b