MULTIMEDIA GAMES INC
Form 10-Q
August 08, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)
ý**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **June 30, 2008**

OR

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

For the transition period from ______ to ______

Commission File Number: 001-14551

Multimedia Games, Inc.
(Exact name of Registrant as specified in its charter)

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)

(512) 334-7500
(Registrant’s telephone number, including area code)
Registrant’s website: **www.multimediagames.com**

None
(Former name, former address and former fiscal year, if changed since last report)

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 ý No ¨

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer o Accelerated Filer x

Non-Accelerated Filer o Smaller Reporting Company o

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

As of August 1, 2008, there were 26,587,821 shares of the Registrant’s common stock, par value $0.01 per share, outstanding.

FORM 10-Q

INDEX

PART I. FINANCIAL INFORMATION		
Item 1.	Condensed Financial Statements (Unaudited)	
	Consolidated Balance Sheets (As of June 30, 2008 and September 30, 2007)	3
	Consolidated Statements of Operations (For the three months ended June 30, 2008 and 2007)	5
	Consolidated Statements of Operations (For the nine months ended June 30, 2008 and 2007)	6
	Consolidated Statements of Cash Flows (For the nine months ended June 30, 2008 and 2007)	7
	Notes to Consolidated Financial Statements	8
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	21
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	35
Item 4.	Controls and Procedures	35
PART II. OTHER INFORMATION		
Item 1.	Legal Proceedings	36
Item 1A.	Risk Factors	36
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	46
Item 3.	Defaults upon Senior Securities	46
Item 4.	Submission of Matters to a Vote of Security Holders	46
Item 5.	Other Information	46
Item 6.	Exhibits	46
Signatures		47
Exhibit Index		48

PART I
FINANCIAL INFORMATION

Item 1. Condensed Financial Statements

MULTIMEDIA GAMES, INC.
CONSOLIDATED BALANCE SHEETS
As of June 30, 2008 and September 30, 2007
(In thousands)
(Unaudited)

	June 30, 2008	**September 30, 2007**
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 4,193	$ 5,805
Accounts receivable, net of allowance for doubtful accounts of $1,138 and $854, respectively	25,209	22,176
Inventory	2,445	3,602
Deferred contract costs	212	—
Prepaid expenses and other	2,226	2,906
Current portion of notes receivable, net	20,499	12,248
Federal and state income tax receivable	511	—
Deferred income taxes	3,950	1,932
Total current assets	**59,245**	**48,669**
Restricted cash and long-term investments	868	928
Leased gaming equipment, net	35,829	38,579
Property and equipment, net	73,055	75,332
Long-term portion of notes receivable, net	54,663	36,797
Intangible assets, net	39,802	35,884
Other assets	5,248	3,497
Deferred income taxes	19,081	16,583
Total assets	**$ 287,791**	**$ 256,269**
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current portion of long-term debt	$ 1,259	$ 563
Accounts payable and accrued expenses	21,455	22,021
Federal and state income tax payable	2,021	2,444
Current deferred revenue	2,177	1,020
Total current liabilities	**26,912**	**26,048**
Revolving line of credit	34,171	7,000
Long-term debt, less current portion	69,262	74,484
Other long-term liabilities	1,168	928
Deferred revenue, less current portion	4,146	—
Total liabilities	**135,659**	**108,460**
Commitments and contingencies		
Stockholders' equity:		
Preferred stock:		
Series A, $0.01 par value, 1,800,000 shares authorized, no shares issued and outstanding	—	—
Series B, $0.01 par value, 200,000 shares authorized,	—	—

no shares issued and outstanding		
Common stock, $0.01 par value, 75,000,000 shares authorized, 32,491,238 and 32,134,614 shares issued, and 26,587,821 and 26,231,197 shares outstanding, respectively	325	321

MULTIMEDIA GAMES, INC.
CONSOLIDATED BALANCE SHEETS – (Continued)
As of June 30, 2008 and September 30, 2007

(In thousands, except shares)
(Unaudited)

	June 30, 2008	September 30, 2007
Additional paid-in capital	82,448	80,112
Treasury stock, 5,903,417 common shares at cost	(50,128)	(50,128)
Retained earnings	119,024	117,498
Accumulated other comprehensive income, net	463	6
Total stockholders' equity	**152,132**	**147,809**
Total liabilities and stockholders' equity	**$ 287,791**	**$ 256,269**

The accompanying notes are an integral part of the consolidated financial statements.

MULTIMEDIA GAMES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
For the Three Months Ended June 30, 2008 and 2007

(In thousands, except per share data)
(Unaudited)

	Three Months Ended June 30,			
	2008		2007	
REVENUES:				
Gaming revenue:				
Class II	$	6,239	$	10,269
Oklahoma compact		14,562		10,909
Charity		3,332		4,368
All other		5,467		3,679
Gaming equipment, system sale and lease revenue		314		1,181
Other		338		492
Total revenues		**30,252**		**30,898**
OPERATING COSTS AND EXPENSES:				
Cost of gaming equipment and systems sold and royalty fees		336		1,023
Selling, general and administrative expenses		16,102		15,376
Amortization and depreciation		13,605		14,771
Total operating costs and expenses		**30,043**		**31,170**
Operating income (loss)		**209**		**(272)**
OTHER INCOME (EXPENSE):				
Interest income		1,342		924
Interest expense		(2,031)		(1,003)
Other income		828		1,607
Income before income taxes		**348**		**1,256**
Income tax expense		184		571
Net income	**$**	**164**	**$**	**685**
Basic earnings per common share	$	0.01	$	0.02
Diluted earnings per common share	$	0.01	$	0.02
Shares used in earnings per common share:				
Basic		26,339		27,911
Diluted		27,153		29,747

The accompanying notes are an integral part of the consolidated financial statements.

MULTIMEDIA GAMES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
For the Nine Months Ended June 30, 2008 and 2007

(In thousands, except per share data)
(Unaudited)

	Nine Months Ended June 30,			
		2008		2007
REVENUES:				
Gaming revenue:				
Class II	$	21,825	$	38,499
Oklahoma compact		40,261		25,494
Charity		11,585		13,570
All other		15,367		9,203
Gaming equipment, system sale and lease revenue		2,463		2,208
Other		1,188		1,700
Total revenues		**92,689**		**90,674**
OPERATING COSTS AND EXPENSES:				
Cost of gaming equipment and systems sold and royalty fees		1,540		1,739
Selling, general and administrative expenses		48,836		50,521
Amortization and depreciation		38,561		44,209
Total operating costs and expenses		**88,937**		**96,469**
Operating income (loss)		**3,752**		**(5,795)**
OTHER INCOME (EXPENSE):				
Interest income		3,612		3,573
Interest expense		(6,662)		(3,534)
Other income		2,038		2,718
Income (loss) before income taxes		**2,740**		**(3,038)**
Income tax expense (benefit)		919		(917)
Net income (loss)	**$**	**1,821**	**$**	**(2,121)**
Basic earnings (loss) per common share	$	0.07	$	(0.08)
Diluted earnings (loss) per common share	$	0.07	$	(0.08)
Shares used in earnings (loss) per common share:				
Basic		26,271		27,708
Diluted		27,242		27,708

The accompanying notes are an integral part of the consolidated financial statements.

MULTIMEDIA GAMES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended June 30, 2008 and 2007

(In thousands)
(Unaudited)

	Nine Months Ended June 30,	
	2008	**2007**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 1,821	$ (2,121)
Adjustments to reconcile net income (loss) to cash and cash equivalents provided by operating activities:		
Amortization	3,450	4,975
Depreciation	35,111	39,233
Accretion of contract rights	3,007	4,383
Provisions for inventory and long-lived assets	234	(146)
Deferred income taxes	(4,516)	(8,640)
Share-based compensation	895	956
Provision for doubtful accounts	300	562
Interest income from imputed interest on development agreements	(3,064)	(1,845)
Changes in operating assets and liabilities:		
Accounts receivable	(264)	585
Inventory	1,157	1,710
Deferred contract costs	(212)	—
Prepaid expenses and other	321	(2,902)
Federal and state income tax payable/receivable	(1,229)	1,851
Notes receivable	(854)	(46)
Accounts payable and accrued expenses	(566)	(10,937)
Other long-term liabilities	300	(96)
Deferred revenue	(4,760)	(488)
NET CASH PROVIDED BY OPERATING ACTIVITIES	**31,131**	**27,034**
CASH FLOWS USED IN INVESTING ACTIVITIES:		
Acquisition of property and equipment and leased gaming equipment	(30,698)	(42,960)
Proceeds from disposal of assets	340	1,447
Acquisition of intangible assets	(3,849)	(3,088)
Advances under development agreements	(41,660)	(12,489)
Repayments under development agreements	19,060	31,505
Proceeds from development agreement floor space buyback	—	10,000
NET CASH USED IN INVESTING ACTIVITIES	**(56,807)**	**(15,585)**
CASH FLOWS FROM /USED IN FINANCING ACTIVITIES:		
Proceeds from exercise of stock options, warrants, and related tax benefit	277	3,774
Proceeds from shares issued	1,168	—
Proceeds from long-term debt	3,196	—
Principal payments of long-term debt and capital leases	(7,722)	(5,124)
Proceeds from revolving lines of credit	31,052	64,672
Payments on revolving lines of credit	(3,881)	(77,514)
NET CASH PROVIDED FROM / USED IN FINANCING ACTIVITIES	**24,090**	**(14,192)**
EFFECT OF EXCHANGE RATES ON CASH	(26)	(4)

Net decrease in cash and cash equivalents		(1,612)		(2,747)
Cash and cash equivalents, beginning of period		5,805		4,939
Cash and cash equivalents, end of period	$	4,193	$	2,192
SUPPLEMENTAL CASH FLOW DATA:				
Interest paid	$	5,390	$	3,324
Income tax paid	$	6,661	$	4,517
NON-CASH INVESTING AND FINANCING TRANSACTIONS:				
Contract rights resulting from imputed interest on development agreement notes receivable		6,876		2,082

The accompanying notes are an integral part of the consolidated financial statements.

MULTIMEDIA GAMES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. SIGNIFICANT ACCOUNTING POLICIES

The accompanying consolidated financial statements should be read in conjunction with the Company’s consolidated financial statements and footnotes contained within the Company’s Annual Report on Form 10-K for the year ended September 30, 2007, as amended by Amendment No. 1 on Form 10-K/A thereto.

The financial statements included herein as of June 30, 2008, and for each of the three and nine months ended June 30, 2008 and 2007, have been prepared by the Company without an audit, pursuant to accounting principles generally accepted in the United States, and the rules and regulations of the Securities and Exchange Commission, or SEC. They do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The information presented reflects all adjustments consisting solely of normal recurring adjustments which are, in the opinion of management, considered necessary to present fairly the financial position, results of operations, and cash flows for the periods. Operating results for the three and nine months ended June 30, 2008, are not necessarily indicative of the results which will be realized for the year ending September 30, 2008.

Operations – The Company is a supplier of interactive systems, electronic games, and player terminals for the Native American gaming market, as well as for the racetrack casino, charity and commercial bingo/sweepstakes and video lottery markets. The Company designs and develops networks, software and content that provide its customers with, among other things, comprehensive gaming systems delivered through a telecommunications network linking the Company’s player terminals with one another, both within and among gaming facilities, thereby enabling players to simultaneously participate in the same game and to compete against one another to win common pooled prizes. The Company’s ongoing development and marketing efforts focus on Class II and Class III gaming systems and products for use by Native American tribes throughout the United States, video lottery systems, sweepstakes, amusement with prize games, other products for domestic and international lotteries, and products for domestic and international charity and commercial bingo facilities. The Company’s gaming systems are typically provided to customers under revenue-sharing arrangements, except for video lottery terminals in the Class III market in Washington State, which are typically sold for an up-front purchase price. The Company offers content for its gaming systems that has been designed and developed by the Company, as well as game themes the Company has licensed from others. The Company currently operates in one business segment.

Consolidation Principles – The Company’s financial statements include the accounts of Multimedia Games, Inc. and its 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 1, S. de R.L. de C.V., and Servicios de Wild Basin S. de R.L. de C.V. Intercompany balances and transactions have been eliminated.

Accounting Estimates – The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Examples include share-based compensation, provisions for doubtful accounts and contract losses, estimated useful lives of property and equipment and intangible assets, impairment of property and equipment and intangible assets, deferred income taxes, and the provision for and disclosure of litigation and loss contingencies. Actual results may differ materially from these estimates in the future.

Reclassification – Reclassifications were made to the prior-period consolidated statement of operations and consolidated statement of cash flows to conform to the current-period financial statement presentation. This reclassification did not have an impact on the Company's previously reported results of operations.

Revenue Recognition – In accordance with the provision of Staff Accounting Bulleting No. 104, "Revenue Recognition," or SAB 104, the Company recognizes revenue when all of the following have been satisfied:

§ Persuasive evidence of an arrangement exists;

§ Delivery has occurred;

§ Price to the buyer is fixed or determinable; and

§ Collectibility is probable.

MULTIMEDIA GAMES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

Gaming Revenue

The Company derives Gaming Revenue from the following sources:

- Class II – Participation revenue generated from the Company's Native American Class II product
- Oklahoma Compact – Participation revenue generated from its games placed by the Company under the Oklahoma Compact
- Charity – Participation revenue generated from its charity bingo product
- All Other – Participation revenue from Class III back-office systems, New York Lottery system, Mexico bingo market, and certain other participation based markets

The majority of the Company's gaming revenue is of a recurring nature, and is generated under lease participation arrangements when the Company provides its customers with player terminals, player terminal-content licenses and back-office equipment, collectively referred to as gaming equipment. Under these arrangements, the Company retains ownership of the gaming equipment installed at customer facilities, and the Company receives revenue based on a percentage of the net win per day generated by the gaming equipment. Revenue from lease participation arrangements are considered both realizable and earned at the end of each gaming day.

Gaming 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.

The Company also generates gaming revenues from back-office fees with certain customers. Back-office fees cover the service and maintenance costs for back-office servers installed in each gaming facility to run its gaming equipment, as well as the cost of related software updates. Back-office fees are considered both realizable and earned at the end of each gaming day.

Gaming equipment and system sales

The Company periodically sells gaming equipment and gaming systems under independent sales contracts through normal credit terms or may grant extended credit terms under contracts secured by the related equipment, with interest recognized at market rates.

For sales arrangements with multiple deliverables, the Company applies the guidance from Statement of Position, or SOP 97-2, "Software Revenue Recognition," as amended, and Emerging Issues Task Force, or EITF 00-21, "Revenue Arrangements with Multiple Deliverables." Deliverables are divided into separate units of accounting if: (i) each item has value to the customer on a stand-alone basis; (ii) there is objective and reliable evidence of the fair value of the undelivered items; and (iii) delivery of the undelivered item is considered probable and substantially in the Company's control.

The majority of the Company's multiple element sales contracts are for some combination of gaming equipment, player terminals, content, system software, license fees and maintenance. For multiple element contracts considered a single unit of accounting, the Company recognizes revenues based on the method appropriate for the last delivered item.

The Company allocates revenue to each accounting unit based upon its fair value as determined by Vendor Specific Objective Evidence, or VSOE. VSOE of fair value for all elements of an arrangement is based upon the normal pricing and discounting practices for those products and services when sold individually. The Company recognizes revenue when the product is physically delivered to a customer controlled location or over the period in which the service is performed and defers revenue for any undelivered elements.

§ In those situations where each element is not essential to the function of the other, the "multiple deliverables" are bifurcated into accounting units based on their relative fair market value against the total contract value and revenue recognition on those deliverables are recorded when all requirements of revenue recognition have been met.

§ If any element is determined to be essential to the function of the other, revenues are generally recognized over the term of the services that are rendered.

MULTIMEDIA GAMES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

In those situations where VSOE does not exist for any undelivered elements of a multiple element arrangement, then the aggregate value of the arrangement, including the value of products and services delivered or performed, is initially deferred until all products or services are delivered, and then is recognized ratably over the period of the last deliverable, generally the service period of the contract. Depending upon the elements and the terms of the arrangement, the Company recognizes certain revenues under the residual method. Under the residual method, revenue is recognized when VSOE of fair value exists for all of the undelivered elements in the arrangement, but does not exist for one or more of the delivered elements in the arrangement. Under the residual method, the Company defers the fair value of undelivered elements, and the remainder of the arrangement fee is then allocated to the delivered elements and is recognized as revenue, assuming the other revenue recognition criteria are met.

***Costs and Billings on Uncompleted Contract* -** During fiscal 2008, the Company entered into a fixed-price contract with a customer, pursuant to which it will deliver an electronic bingo system. Revenues from this fixed-price contract will be recognized on the completed-contract method.

Contract costs include all direct material and labor costs, and those indirect costs related to contract performance, such as indirect labor, supplies and tools. General and administrative costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined.

Costs in excess of amounts billed are classified as current assets under "Deferred contract costs."

At June 30, 2008, the following amounts were recorded in the Company's consolidated financial statements:

	June 30, 2008 (in thousands)
Costs incurred on uncompleted contracts	$ 564
Billings on uncompleted contracts	(352)
Deferred contract costs	$ 212

***Cash and Cash Equivalents* –** The Company considers all highly liquid investments (i.e., investments which, when purchased, have original maturities of three months or less) to be cash equivalents.

***Restricted Cash and Long-Term Investments* –** Restricted cash and long-term investments at June 30, 2008, were $868,000 representing the fair value of investments held by the Company's prize fulfillment firm related to outstanding MegaBingo® jackpot prizes.

***Allowance for Doubtful Accounts* –** The Company maintains an allowance for doubtful accounts related to its accounts receivable and notes receivable that have been deemed to have a high risk of uncollectibility. Management reviews its accounts receivable and notes receivable on a monthly basis to determine if any receivables will potentially be uncollectible. Management analyzes historical collection trends and changes in its customer payment patterns, customer concentration, and creditworthiness when evaluating the adequacy of its allowance for doubtful accounts. In its overall allowance for doubtful accounts, the Company includes any receivable balances where uncertainty exists as to whether the account balance has become uncollectible. Based on the information available, management believes the allowance for doubtful accounts is adequate; however, actual write-offs might exceed the recorded allowance.

***Inventory* –** The Company’s inventory consists primarily of completed player terminals, related component parts and back-office computer equipment expected to be sold over the next twelve months. Inventories are stated at the lower of cost (first in, first out) or market.

***Property and Equipment and Leased Gaming Equipment* –** Property and equipment and leased gaming equipment are stated at cost. The cost of property and equipment and leased gaming equipment is depreciated over their estimated useful lives, generally using the straight-line method for financial reporting, and regulatory acceptable methods for income tax reporting purposes. Player terminals placed with customers under participation arrangements are included in leased gaming equipment. Leased gaming equipment includes a “pool” of rental terminals, i.e., the “rental pool.” Rental pool units are those units that have previously been placed in the field under participation arrangements, but are currently back with the Company, being refurbished and/or awaiting redeployment. Routine maintenance of property and equipment and leased gaming equipment is expensed in the period incurred, while major component upgrades are capitalized and depreciated over the estimated remaining useful life of the component. Sales and retirements of depreciable property are recorded by removing the related cost and accumulated depreciation from the accounts. Gains or losses on sales and retirements of property are reflected in the Company’s results of operations.

MULTIMEDIA GAMES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

Management reviews long-lived asset classes for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to its fair value, which considers the future undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment recognized is measured by the amount by which the carrying amount of the assets exceeds their fair value. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs of disposal.

Deferred Revenue – Deferred revenue represents amounts from the sale of gaming equipment and systems that have been billed, or for which notes receivable have been executed, but which transaction has not met the Company's revenue recognition criteria. The cost of the related gaming equipment and systems has been offset against deferred revenue. Amounts are classified between current and long-term liabilities, based upon the expected period in which the revenue will be recognized.

Other Income - Other income was $828,000 for the quarter ended June 30, 2008. Other income consisted of distributions from a limited partnership interest, accounted for on the cost basis.

Other Long-Term Liabilities – Other long-term liabilities at June 30, 2008, include investments held at fair value by the Company's prize-fulfillment firm related to outstanding MegaBingo jackpot-prize-winner annuities of $868,000. At June 30, 2008, other long term liabilities also included $300,000 related to a separation agreement with a former Chief Executive Officer.

Fair Value of Financial Instruments – The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation. At June 30, 2008, the carrying amounts for the Company's financial instruments, which include accounts and notes receivable, accounts payable, the Revolving Credit Facility, and long-term debt and capital leases, approximate fair value.

Income Taxes – The Company accounts for income taxes using the asset and liability method and applies the provisions of Statement of Financial Accounting Standards, or SFAS, No. 109, "Accounting for Income Taxes." Under SFAS No. 109, deferred tax liabilities or assets arise from differences between the tax basis of liabilities or assets and their bases for financial reporting, and are subject to tests of recoverability in the case of deferred tax assets. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets to the extent realization is not judged to be more likely than not.

Treasury Stock – The Company utilizes the cost method for accounting for its treasury stock acquisitions and dispositions.

Share-Based Compensation – Prior to October 1, 2005, the Company elected to follow the intrinsic-value-based method prescribed by Accounting Principles Board Opinion, or APB, No. 25, "Accounting for Stock Issued to Employees," to account for its stock option plans, as allowed by SFAS No. 123, "Accounting for Stock Based Compensation." Under APB No. 25 and its interpretations, the Company did not recognize compensation expense for stock option grants to common-law employees and directors, where the options had an exercise price equal to or greater than the market price of the stock on the date of grant.

On October 1, 2005, the Company adopted the provisions of SFAS No. 123(revised), “Share-Based Payment.” SFAS No. 123(R) is a revision of SFAS No. 123 and supersedes APB No 25. Among other items, SFAS No. 123(R) eliminated the use of APB No. 25 and the intrinsic value method of accounting, and requires the Company to recognize in the financial statements, the cost of employee services received in exchange for awards of equity instruments, based on the grant date fair value of those awards. To measure the fair value of stock options granted to employees, the Company currently utilizes the Black-Scholes-Merton option-pricing model, consistent with the method used for pro forma disclosures under SFAS No. 123. SFAS No. 123(R) permits companies to adopt its requirements using either a “modified prospective” method, or a “modified retrospective” method. The Company applied the “modified prospective” method, under which compensation cost is recognized in the financial statements beginning with the adoption date for all share-based payments granted after that date, and for all unvested awards granted prior to the adoption date of SFAS No. 123(R).

MULTIMEDIA GAMES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

The Black-Scholes-Merton model incorporates various assumptions, including expected volatility, expected life, and risk-free interest rates. The expected volatility is based on the historical volatility of the Company's common stock over the most recent period commensurate with the estimated expected life of the Company's stock options, adjusted for the impact of unusual fluctuations not reasonably expected to recur. The expected life of an award is based on historical experience and on the terms and conditions of the stock awards granted to employees.

During the quarter ended June 30, 2008, options to purchase 1.3 million shares of common stock were granted. The 1.3 million shares granted were valued at $2.231 per share, resulting in stock compensation expense of $2,900,300 that will be expensed over the four-year vesting term. Assumptions used in computing the $2.231 value per share were i) a 50% volatility rate; ii) a 5-year expected term; iii) a 3.73% risk-free interest rate; and iv) a 5.31% forfeiture rate; and v) a 0% dividend rate. During the quarter ended June 30, 2008, approximately $29,000 of the $2,900,300 was recorded, leaving $2,871,300 million to be expensed over the next four years. Total pretax share-based compensation for the quarter ended June 30, 2008, was $308,000. The total income tax benefit recognized in the statement of operations for share-based compensation arrangements was $28,000 for the quarter ended June 30, 2008. As of June 30, 2008, $3.8 million of unamortized stock compensation expense will be recognized over the vesting periods of the various option grants.

Foreign Currency Translation. The Company accounts for currency translation in accordance with SFAS No. 52, "Foreign Currency Translation." Balance sheet accounts are translated at the exchange rate in effect at each balance sheet date. Income statement accounts are translated at the average rate of exchange prevailing during the period. Translation adjustments resulting from this process are charged or credited to other comprehensive income (loss) in accordance with SFAS 130, "Reporting Comprehensive Income."

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 SFAS, No. 109. 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. The Company adopted FIN 48 in the first quarter of fiscal 2008 and recorded a reserve of $295,000 related to uncertain tax positions in the first quarter of fiscal 2008. There have been no additional reserves booked in fiscal 2008 related to FIN 48.

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 the Company beginning in October 2008. The Company is currently evaluating the effect, if any, of SFAS 157 on its 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 (Accounting for Certain Investments in Debt and Equity Securities)," 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 the Company beginning in October 2008. The Company is currently evaluating the effect, if any, of SFAS 159 on its consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised), “Business Combinations.” SFAS No. 141(R) changes the accounting for business combinations including the measurement of acquirer shares issued in consideration for a business combination, the recognition of contingent consideration, the accounting for preacquisition gain and loss contingencies, the recognition of capitalized in-process research and development, the accounting for acquisition-related restructuring cost accruals, the treatment of acquisition related transaction costs and the recognition of changes in the acquirer’s income tax valuation allowance. SFAS No. 141(R) is effective for fiscal years beginning after December 15, 2008, with early adoption prohibited. The Company will be required to adopt SFAS No. 141(R) in the first quarter of fiscal year 2009.

MULTIMEDIA GAMES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

In December 2007, the FASB issued SFAS No. 160, “Non Controlling Interests in Consolidated Financial Statements, an amendment of Accounting Research Bulletin, or ARB No. 51, “Consolidated Financial Statements.” SFAS No. 160 changes the accounting for non controlling (minority) interests in consolidated financial statements including the requirements to classify non controlling interests as a component of consolidated stockholders’ equity, and the elimination of “minority interest” accounting in results of operations with earnings attributable to non controlling interests reported as part of consolidated earnings. Additionally, SFAS No. 160 revises the accounting for both increases and decreases in a parent’s controlling ownership interest. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008, with early adoption prohibited The Company will be required to adopt SFAS No. 160 in the first quarter of fiscal year 2009. The Company does not expect the adoption of SFAS No. 160 to have a material effect on its operations or financial position.

2. DEVELOPMENT AGREEMENTS

The Company enters into development agreements to provide financing for new gaming facilities or for the expansion of existing facilities. In return, the facility dedicates a percentage of its floor space to placement of the Company’s player terminals, and the Company receives a fixed percentage of those player terminals’ hold per day over the term of the agreement. The agreements typically provide for some or all of the advances to be repaid by the customer to the Company. Amounts advanced in excess of those to be reimbursed by the customer are allocated to intangible assets and are generally amortized over the life of the contract, which is recorded as a reduction of revenue generated from the gaming facility. Certain of the agreements contain player terminal performance standards that could allow the facility to reduce a portion of the Company’s floor space. In the past and in the future, the Company may by mutual agreement and for consideration, amend these contracts to reduce its floor space at the facilities. Any proceeds received for the reduction of floor space is first applied as a recovery against the intangible asset or property and development for that particular development agreement, if any. In the second quarter of fiscal 2008, the Company modified a development agreement by agreeing to reduce the number of player terminals at a development site. In return, the Company received a complete payoff of a note receivable in the amount of $4.5 million.

The Company has 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, the Company will receive approximately 39% of the 3,600 additional gaming units that are expected to be placed in the expanded facility in southern Oklahoma. The Company recorded all advances as a note receivable and imputed interest on the interest free loan. The discount (imputed interest) was 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, continued with $19.4 million funded in the first quarter of 2008, $15.4 million in the second quarter of 2008, and the remaining $6.1 million was funded in the third quarter of 2008. As of June 30, 2008, the Company had advanced $65.6 million toward this commitment.

Management reviews intangible assets related to development agreements for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. There were no events or changes in circumstance during the three and nine months ending June 30, 2008, that would require an impairment change to the assets’ carrying value.

The following net amounts related to advances made under development agreements and were recorded in the following balance sheet captions:

	June 30,	**September 30,**

	2008	2007
Included in:	(In thousands)	
Notes receivable, net	$ 68,219	$ 49,045
Property and equipment, net of accumulated depreciation	—	56
Intangible assets - contract rights, net of accumulated amortization	30,948	27,080

MULTIMEDIA GAMES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

3. PROPERTY AND EQUIPMENT AND LEASED GAMING EQUIPMENT

The Company's property and equipment and leased gaming equipment consisted of the following:

		June 30, 2008		September 30, 2007	Estimated Useful Lives
				(In thousands)	
Gaming equipment and third-party gaming content licenses available for deployment [1]	$	32,808	$	32,013	
Deployed gaming equipment		97,978		94,564	3-5 years
Deployed third-party gaming content licenses		36,015		28,366	1.5-3 years
Tribal gaming facilities and portable buildings		5,119		5,296	5-7 years
Third-party software costs		8,554		8,434	3-5 years
Vehicles		3,459		3,499	3-10 years
Other		3,198		3,263	3-7 years
Total property and equipment		187,131		175,435	
Less accumulated depreciation and amortization		(114,076)		(100,103)	
Total property and equipment, net	**$**	**73,055**	**$**	**75,332**	
Leased gaming equipment	$	164,875	$	154,769	3 years
Less accumulated depreciation		(129,046)		(116,190)	
Total leased gaming equipment, net	**$**	**35,829**	**$**	**38,579**	

[1] Gaming equipment and third-party gaming content licenses begin depreciating when they are placed in service.

During the three and nine months ended June 30, 2008, the Company disposed of or wrote off $484,000 and $615,000, respectively, of third-party gaming content licenses, tribal gaming facilities and portable buildings, vehicles, deployed gaming equipment, and other equipment.

Leased gaming equipment includes player terminals placed under participation arrangements that are either at customer facilities or in the rental pool.

4. INTANGIBLE ASSETS

The Company's intangible assets consisted of the following:

		June 30, 2008		September 30, 2007	Estimated Useful Lives
				(In thousands)	
Contract rights under development agreements	$	41,821	$	34,946	5-7 years

Internally-developed gaming software		25,902		23,255	1-5 years
Patents and trademarks		8,302		7,450	1-5 years
Other		2,376		2,376	3-5 years
Total intangible assets		78,401		68,027	
Less accumulated amortization - all other		(38,599)		(32,143)	
Total intangible assets, net	**$**	**39,802**	**$**	**35,884**	

Contract rights are amounts allocated to intangible assets for dedicated floor space resulting from development agreements. For a description of intangible assets related to development agreements, see“Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.” The related amortization expense, or accretion of contract rights, is netted against its respective revenue category in the consolidated statements of operations. In the preceding table, $14.6 million of the $41.8 million in contract rights is not currently being amortized pending completion of a customer facility expansion.

MULTIMEDIA GAMES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

Internally developed gaming software is accounted for under the provisions of SFAS No. 86, "Accounting for the Costs of Computer Software to Be Sold, Leased or Otherwise Marketed," and is stated at cost, which is amortized over the estimated useful life of the software, generally using the straight-line method. The Company amortizes internally-developed games over a twelve-month period, gaming engines over an eighteen-month period, gaming systems over a three-year period and its central management systems over a five-year period. Software development costs are capitalized once technological feasibility has been established, and are amortized when the software is placed into service. Any subsequent software maintenance costs, such as bug fixes and subsequent testing, are expensed as incurred. Discontinued software development costs are expensed when the determination to discontinue is made. For the three months ended June 30, 2008 and 2007, amortization expense related to internally-developed gaming software was $891,000 and $1.1 million, respectively. For the nine months ended June 30, 2008 and 2007, amortization expense related to internally-developed gaming software was $2.4 million and $3.4 million, respectively. During the three months ended June 30, 2008, the Company wrote off $42,000 related to internally-developed gaming software, compared to a write off of $19,000 in the same period of 2007. For the nine months ended June 30, 2008 and 2007, the Company wrote off $350,000 and $245,000, respectively.

Management reviews intangible assets for impairment at least once per year or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

5. NOTES RECEIVABLE

The Company's notes receivable consisted of the following:

		June 30, 2008		September 30, 2007
		(In thousands)		
Notes receivable from development agreements	$	80,914	$	57,929
Less imputed interest discount reclassed to contract rights		(12,695)		(8,884)
Notes receivable from equipment sales and other		6,943		—
Notes receivable, net		75,162		49,045
Less current portion		(20,499)		(12,248)
Notes receivable – non-current	$	54,663	$	36,797

Notes receivable from development agreements are generated from reimbursable amounts advanced under development agreements.

6. CREDIT FACILITY, LONG-TERM DEBT AND CAPITAL LEASES

The Company's Credit Facility, long-term debt and capital leases consisted of the following:

		June 30, 2008		September 30, 2007
		(In thousands)		
Long-term revolving lines of credit	$	34,171	$	7,000
Term loan facility	$	70,521	$	75,047
Less current portion		(1,259)		(563)
Long-term debt and capital leases, less current portion	$	69,262	$	74,484

Credit Facility. On April 27, 2007, the Company entered into a $150 million Revolving Credit Facility which replaced its previous Credit Facility in its entirety. On October 26, 2007, the Company amended the Revolving Credit Facility, transferring $75 million of the revolving credit commitment to a fully funded $75 million term loan due April 27, 2012. The Term Loan is amortized at an annual amount of 1% per year, payable in equal quarterly installments beginning January 1, 2008, with the remaining amount due on the maturity date. The Company entered into a second amendment to the Revolving Credit facility on December 20, 2007. The second amendment (i) extended the hedging arrangement date related to a portion of the term loan to June 1, 2008; and (ii) modified the interest rate margin applicable to the Revolving Credit Facility and the term loan.

The Credit Facility provides the Company with 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 the Eurodollar rate plus the applicable spread (6.25% and 7.00%, respectively, as of June 30, 2008) tied to various levels of interest pricing determined by total debt to EBITDA.

The Credit Facility is collateralized by substantially all of the Company's 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 30, 2008, and 1.75 : 1.00 from September 30, 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. As of June 30, 2008, the Company is in compliance with its loan covenants. The 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 its businesses). In the second quarter of 2008, the Company made a mandatory prepayment of the term loan in the amount of $4.5 million due to an early prepayment of a development agreement note receivable. As of June 30, 2008, the Credit Facility had availability of $40.2 million, subject to covenant restrictions.

The Credit Facility also required that the Company enter into hedging arrangements covering at least $50 million of the term loan for a three-year period by June 1, 2008; therefore, on May 29, 2008, the Company purchased, for $390,000, an interest rate cap (5% cap rate) covering $50 million of the term loan. The Company accounts for this hedge in accordance with FASB Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities," which requires entities to recognize all derivative instruments as either assets or liabilities in the balance sheet, at their respective fair values. We record changes on a mark to market basis reflecting these changes through interest expense in the statement of operations.

Previous Credit Facility. The Company's previous Credit Facility provided the Company with a term loan facility, or the Term Loan, a revolving line of credit, or the Revolver, and reducing lines of credit, or the Reducing Revolvers. This Credit Facility was replaced by the current Credit Facility during April 2007.

MULTIMEDIA GAMES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

7. EARNINGS (LOSS) PER COMMON SHARE

Earnings (loss) per common share is computed in accordance with SFAS No. 128, "Earnings per Share." Presented below is a reconciliation of net income (loss) available to common stockholders and the differences between weighted average common shares outstanding, which are used in computing basic earnings (loss) per share, and weighted average common and potential shares outstanding, which are used in computing diluted earnings (loss) per share.

	Three months ended June 30,		Nine months ended June 30,	
	2008	2007	2008	2007
Income (loss) available to common stockholders (in thousands)	$ 164	$ 685	$ 1,821	$ (2,121)
Weighted average common shares outstanding	26,338,774	27,911,379	26,270,676	27,708,412
Effect of dilutive securities:				
Options	814,539	1,835,164	971,046	—
Weighted average common and potential shares outstanding	27,153,313	29,746,543	27,241,722	27,708,412
Basic earnings (loss) per share	$ 0.01	$ 0.02	$ 0.07	$ (0.08)
Diluted earnings (loss) per share	$ 0.01	$ 0.02	$ 0.07	$ (0.08)

The Company had the following options to purchase shares of common stock that were not included in the computation of dilutive earnings per share due to the antidilutive effects:

	Three months ended June 30,		Nine months ended June 30,	
	2008	2007	2008	2007
Common Stock Options	2,704,241	720,233	2,483,158	4,736,268
Range of exercise price	$ 4.68-21.53	$ 8.95-21.53	$ 7.40-21.53	$ 1.00-21.53

8. COMMITMENTS AND CONTINGENCIES

Litigation

The Company is subject to the possibility of loss contingencies arising in its business and such contingencies are accounted for in accordance with SFAS No. 5, "Accounting for Contingencies." In determining loss contingencies, the Company considers the possibility of a loss as well as the ability to reasonably estimate the amount of such loss or liability. An estimated loss is recorded when it is considered probable that a liability has been incurred and when the amount of loss can be reasonably estimated.

Diamond Games. On November 16, 2004, Diamond Games, Inc., or Diamond Games, filed suit in the State Court in Oklahoma City, Oklahoma, against the Company, along with others, including Clifton Lind, Robert Lannert, Gordon Graves, Video Gaming Technologies, Inc., or VGT, and its president, alleging five causes of action: (i) deceptive trade practices; (ii) unfair competition; (iii) wrongful interference with business; (iv) malicious wrong / prima facie tort; and (v) restraint of trade. The case asserts that the Company 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 the Company’s 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 in connection with the matter: (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) The Company filed a motion seeking summary judgment based on jurisdictional issues. On November 29, 2007, the trial court denied the Company's motion for summary judgment on the jurisdictional issues, and ruled on Diamond Games' motion for partial summary judgment that the Company's MegaNanza and Reel Time Bingo versions 1.0, 1.1 and 1.2 games are not Class II games under the Indian Gaming Regulatory Act of 1988, or IGRA, but instead are Class III games.

The court's ruling stated that it was not binding on the Company's tribal customers and the Company does not expect any of the approximately 1,100 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 the Company. The trial court granted the Company's motion for immediate certification of its ruling to the Oklahoma Supreme Court. The Company sought immediate review of the trial court's decision. On February 19, 2008, the Oklahoma Supreme Court denied the Company's request for immediate review of the trial court's decision. The action of the Oklahoma Supreme Court does not preclude a subsequent appeal of the trial court's decision and the Company 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. Presently, the parties are engaged in pre-trial discovery. Given the inherent uncertainties in this litigation, the Company is unable to make any prediction as to the ultimate outcome.

International Gamco. International Gamco, Inc., or Gamco, claiming certain rights in U.S. Patent No. 5,324,035, or the '035 Patent, brought suit against the Company on May 25, 2004, in the U.S. District Court for the Southern District of California alleging that the Company's central determinant system, as operated by the New York State Lottery, infringes the '035 Patent. Gamco claims 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 claims to have received a license back from IGT for the New York State Lottery. The lawsuit claims that the Company infringed the '035 Patent after the date on which Gamco assigned the '035 Patent to IGT.

Pursuant to an agreement between the Company and Bally Technologies, Inc., or Bally, the Company currently sublicenses 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 the Company, and that sublicense remains in effect today. Under the sublicense from Bally, in the event that the Company desires to expand its own rights beyond Native American gaming jurisdictions, the agreement provides the Company the following options: (i) to pursue legal remedies to establish its rights independent of the '035 Patent; or (ii) 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 the Company's 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, the Company filed another motion to dismiss, challenging the sufficiency of the rights granted by IGT to Gamco to sue the Company for patent infringement. The court denied the Company's motion, but acknowledged that the court was creating new case law by permitting Gamco to sue the Company for patent infringement, given Gamco's limited patent rights. As a result, the court granted the Company's request to certify the court's ruling for direct review by the Federal Circuit. The Company's 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 the Company. The Federal Circuit held that Gamco does not have sufficient rights in the ‘035 Patent to sue the Company without the involvement of the patent owner, IGT.

On December 4, 2007, Gamco and IGT entered into an Amended and Restated Exclusive License Agreement whereby IGT granted to Gamco exclusive rights to the ‘035 Patent in the state of New York and the right to sue for past infringement of the same. On January 9, 2008, Gamco filed its Third Amended Complaint for Infringement of the ‘035 Patent against the Company. On January 28, 2008, the Company filed an Answer to the Complaint denying liability. The Company also filed a Second Amended Counterclaim against Oasis, Gamco, and certain officers at Gamco, promise without intent to perform, negligent misrepresentation, breach of contract, specific performance and reformation of contract with regard to the Company’s rights under the Sublicense Agreement for the ‘035 Patent, as well as for non infringement and invalidity of the Patent. The court has scheduled a Markman hearing to construe the claims of the ‘035 Patent for November 19, 2008. A trial date has not been set by the court.

MULTIMEDIA GAMES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

The Company continues to vigorously defend this matter. Given the inherent uncertainties in this litigation, the Company is unable to make any prediction as to the ultimate 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 the Company, alleging that deployment of the Company's 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, the Company 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 the Company's motion and judgment was entered against Aristocrat and in favor of the Company on April 16, 2007. Aristocrat appealed to the Federal Circuit Court of Appeals the district court's order invalidating the '951 Patent. A hearing on the matter was held on January 8, 2008.

On February 22, 2008, the Federal Circuit issued a decision reversing the District Court's order granting summary judgment and remanding the case for further proceedings. The Federal Circuit held that the record needed further development and clarification before a decision on the validity of the Patent under 35 U.S.C. § 112(6) could be determined. The district court ordered the Company to file its renewed motion for summary judgment in light of the Federal Circuit's decision by May 9, 2008. The Company filed its renewed motion and a hearing was scheduled for August 1, 2008.

On June 30, 2008, the Company and Aristocrat attended a settlement conference. At that conference, the parties reached agreement on the terms of a resolution to their dispute which will result in a dismissal of the case with prejudice. The pending settlement will not require the Company to record a liability.

WMS Industries, Inc. In April 2007, WMS Gaming, Inc., or WMS, a third-party game supplier from which the Company and its wholly-owned subsidiary, MegaBingo, Inc., license games and purchase game machines, contacted the Company and claimed that the form of the reports that the Company 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 the Company the right to substitute a game theme on a gaming machine without the payment of an additional license fee. The Company responded 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 or about December 21, 2007, the Company and WMS entered into an agreement that settled all pending disputes between them. In addition to clarifying disputed contractual language, the modifications to the Agreements require the Company to purchase, at previously negotiated prices, additional units and licenses by December 31, 2008

Cory Investments Ltd. On May 7, 2008, Cory Investments, LTD., or Cory Investments, filed suit in the State Court in Oklahoma City, Oklahoma against the Company, along with others, including Clifton Lind, Robert Lannert, Gordon Graves, Video Gaming Technologies, Inc. or VGT, its president, Jon Yarbrough, John Marley, Worldwide Gaming Technologies, AGS, LLC, d/b/a American Gaming Systems, AGS Partners, LLC, Ron Clapper, Sierra Design Group and Bally. The case asserts that the Company offered allegedly illegal Class III games on the MegaNanza and Reel Time Bingo gaming systems to Native American tribes in Oklahoma which had a severe negative impact on Cory Investments' market for its legal Class II games. Cory Investments also alleges that the Defendants conspired to drive it and other Class II competitors out of the Class II market in Oklahoma and other states. In addition to the conspiracy allegations, Corey Investments alleges six causes of action: (i) deceptive trade practices; (ii) common law unfair competition; (iii) wrongful interference with business; (iv) malicious wrong / prima facie tort; (v) intentional interference with contract; and (vi) unreasonable restraint of trade. Cory Investments is seeking unspecified actual and punitive damages and equitable relief.

The Company and the other defendants were only recently served with summons and a copy of the lawsuit during the week of July 21, 2008 and a response to the petition is not yet due. The Company believes that the claims of Cory Investments are without merit and intends to defend the case vigorously. Given the inherent uncertainties in this litigation, the Company is unable to make any prediction as to the ultimate outcome.

MULTIMEDIA GAMES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

NIGC Class II Game Classification Regulations. On October 24, 2007, the National Indian Gaming Commission, or 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, the Company anticipates that these regulations 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 customers. On January 15, 2008, the NIGC extended the comment period for the proposed Class II gaming regulations until March 9, 2008. However, in May 2008, the Chairman of the NIGC announced that the NIGC would not move forward with its plans to publish final regulations revising the definition of "electronic or electromechanical facsimile" and implementing new Class II gaming classification standards. The NIGC still plans to publish two other sets of regulations establishing technical standards for Class II electronic gaming and Class II minimum internal control standards.

Development Agreements. In 2004, the Company received a letter from the Acting General Counsel of the NIGC, dated November 30, 2004, advising the Company that its agreements with a certain customer may evidence a proprietary interest by it in a tribe's gaming activities, in violation of IGRA and the tribe's gaming ordinances. The NIGC invited the Company 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 the Company, in the tribe's gaming activity that may be contrary to law. Although the Company believes that it 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. On December 17, 2007, the Company responded in writing to the NIGC, correcting the misstatements contained in the NIGC's 2004 letter. To date, the Company has received no further communication from the NIGC on this issue.

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

The Company's development agreements could be subject to further review at any time. Any further review of the Company's development agreements by the NIGC, or alternative interpretations of applicable laws and regulations could require substantial modifications to the agreements, or result in their designation as "management contracts," which could materially and adversely affect the terms on which the Company conducts business.

Other Litigation. In addition to the threat of litigation relating to the Class II or Class III status of the Company's games and equipment, the Company is the subject of various pending and threatened claims arising out of the ordinary course of business. The Company believes that any liability resulting from these various other claims will not have a material adverse effect on its 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 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FUTURE EXPECTATIONS AND FORWARD-LOOKING STATEMENTS

This Quarterly Report and the information incorporated herein by reference contain various "forward-looking statements" within the meaning of federal and state securities laws, including those identified or predicated by the words "believes," "anticipates," "expects," "plans," "will," or similar expressions with forward-looking connotation. Su statements are subject to a number of risks and uncertainties that could cause the actual results to differ materially from those projected. Such factors include, but are not limited to, the uncertainties inherent in the outcome of any litigation of the type described in this Quarterly Report under "PART II - Item 1. Legal Proceedings," trends and other expectations described in "PART I - Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations," risk factors disclosed in our earnings and other press releases issued to the public from time to time, as well as those other factors as described under "PART II - Item 1A. Risk Factors" set forth below. Given these uncertainties, readers of this Quarterly Report are cautioned not to place undue reliance upon such statements. All forward-looking statements in this document are based on information available to us as of the date hereof, and we assume no obligations to update any such forward-looking statements.

Overview

We are a leading developer and distributor of comprehensive systems, content, electronic games and gaming player terminals for the casino, charity, international bingo, and video lottery markets. Initially, our customers were located primarily in the Native American gaming sector; however, around 2003, we began diversifying into broader domestic and international gaming markets.

Although we continue to develop systems and products for Native American tribes throughout the United States, we now develop and market i) products and services for the commercial casino market; ii) video lottery systems and other products for domestic and international lotteries; and iii) products for charity and international bingo and other emerging markets.

Our products cover a broad spectrum of the gaming industry, including: interactive systems for both server-based and stand-alone gaming operations; interactive electronic bingo games for the Class II gaming market and for the Class III, stand-alone and video lottery markets; proprietary gaming player terminals in multiple configurations and formats; electronic instant lottery scratch ticket systems; casino management systems, including player tracking, cash and cage, slot accounting, and slot management modules; unified currency systems; and other electronic and paper bingo systems. In addition, we provide maintenance, operations support and other services 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 a single gaming facility or among several gaming facilities.

We derive the majority of our gaming revenue from participation (revenue sharing) agreements, pursuant to which we place systems, player terminals, proprietary and licensed content operated on player terminals, and back-office systems and equipment (collectively referred to as "gaming systems"), into gaming facilities. To a lesser degree, we earn revenue from the sale or placement of gaming systems (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) on a lease-purchase or participation basis and from the back-office fees generated by video lottery systems, principally in the Washington State, Class III market. We also generate gaming revenue as consideration for providing the central determinant system for a network of player terminals operated by the New York State Division of the Lottery. In addition, we earn 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 three customers in Mexico, whereby we receive fees based on the net earnings of each system. During fiscal 2009, we intend to generate revenue from the sale of non-linked Class III player terminals 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.

As the Class II market has matured, we have seen new competitors with significant gaming experience and financial resources enter the market. New tribal-state compacts, such as the Oklahoma gaming legislation passed by referendum in 2004, have also led to increased competition. In addition, there has been what we believe to be an extended period of non enforcement by regulators of existing restrictions on non-Class II devices, which has forced 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, including the Company, 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.

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 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. We are fully licensed in Oklahoma and as of June 30, 2008, we had placed 5,325 player terminals at 41 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.

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 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 has been placed in the Class III stand-alone market in Rhode Island. We believe that we will deliver additional player terminals to other Class III markets beginning in fiscal 2009. We have recently announced key senior management personnel additions which we believe will help accelerate our entrance into new class III markets.

Charity Market

Charity bingo and other forms of charity gaming are operated by or for the benefit of non profit 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. In Alabama, our largest charity market, constitutional amendments have been passed authorizing charity bingo in certain locations. The regulation of charity bingo in Alabama is typically vested with a local governmental authority. 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 June 30, 2008, we had 2,290 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, or over the contract term when fair value of undelivered products has not been established. Because we sell new products, systems and services for which fair value has not been established, beginning in fiscal 2008, revenue generated from this market will generally be recognized over the terms of the contracts. 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. Our contract with the New York Lottery provides for a three-year term with an additional three one-year automatic renewal under certain conditions. We are seeking to take advantage of the recently passed legislation in New York State that allows the New York Lottery to extend its vendor contracts at its sole discretion. Assuming that the automatic renewals will continue, we are working to significantly extend the current contract which is set to expire in 2010.

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. Apuestas currently has a permit issued by the Mexican Ministry of the Interior (Secretaria de Gobernación) to open and operate 65 bingo parlors. Apuestas is projecting that all 65 bingo parlors will be open by May 2011. As of June 30, 2008, we had installed 4,115 player terminals at 17 bingo parlors in Mexico under this contract with Apuestas. At June 30, 2008, all installed player terminals placed in the Apuestas bingo parlors are pursuant to a revenue share arrangement that is comparable with our Oklahoma market.

As of June 30, 2008, we had entered into separate contracts with two other companies incorporated in Mexico to provide traditional and electronic bingo gaming, technical assistance, and related services for bingo parlors in Mexico. As of June 30, 2008, we had installed 179 player terminals at two parlors in Mexico under these contracts.

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 assist in the funding of new or expansion of 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 on a straight-line basis.

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. In the second quarter of fiscal 2008, the Company modified a development agreement by agreeing to reduce the number of player terminals at a development site. In return, the Company received a complete payoff of a note receivable in the amount of $4.5 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 39% of the 3,600 additional gaming units that are expected to be placed in the expanded facility in southern Oklahoma. We recorded all advances as a note receivable and imputed interest on the interest free loan. The discount (imputed interest) was 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, continued with $19.4 million funded in the first quarter of 2008, $15.4 million in the second quarter of 2008, and the remaining $6.1 million funded in the third quarter of 2008. As of June 30, 2008, the Company had advanced $65.6 million toward this commitment.

As a result of the recent substantial levels of development activity in Oklahoma, we expect the future pace of development agreements 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 June 30, 2008, we have placed 3,930 units in 10 facilities in Oklahoma pursuant to development agreements.

RESULTS OF OPERATIONS

The following tables outline our end-of-period and average installed base of player terminals for the three and nine months ended June 30, 2008 and 2007.

	At June 30,	
	2008	**2007**
End-of-period installed player terminal base		
Class II player terminals		
New Generation system - Reel Time Bingo®	2,132	4,624
Legacy system	303	353
Oklahoma compacted games	5,325	3,973
Mexico	4,294	2,426
Other player terminals[1]	2,664	2,735

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2008	**2007**	**2008**	**2007**
Average installed player terminal base:				
Class II player terminals				
New Generation System - Reel Time Bingo	2,046	4,757	2,943	5,675
Legacy system	306	353	330	359
Oklahoma compact games	5,305	3,846	4,708	3,363
Mexico	4,355	1,893	3,717	1,196
Other player terminals[1]	2,752	2,662	2,754	2,572

[1] Other player terminals include charity, Rhode Island Lottery and Malta.

Three Months Ended June 30, 2008, Compared to Three Months Ended June 30, 2007

Total revenues for the three months ended June 30, 2008, were $30.3 million, compared to $30.9 million, a decrease of $646,000, or 2% for the same period of 2007.

Gaming Revenue – Class II

§ Class II gaming revenue was $6.2 million in the three months ended June 30, 2008, compared to $10.3 million in the three months ended June 30, 2007, a $4.1 million or 39% decrease. We expect the number of Class II terminals to continue to decrease as they are replaced with higher-earning Oklahoma compact player terminals.

§ Reel Time Bingo revenue was $5.7 million for the quarter ended June 30, 2008, compared to $9.6 million in the quarter ended June 30, 2007, a $3.9 million or 41% decrease. The average installed base of player terminals decreased 57%, which was partially offset by a 46% increase in the average hold per day. Accretion of contract rights related to development agreements, which is recorded as a reduction of revenue, decreased $302,000 or 61%, to $195,000 in the three months ended June 30, 2008, compared to $497,000 in the three months ended June 30, 2007. 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 against Oklahoma compact revenue. During fiscal 2008, we will continue 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 games.

§ Legacy revenue decreased $128,000, or 18%, to $566,000 in the three months ended June 30, 2008, from $694,000 in the three months ended June 30, 2007. The average installed base of Legacy player terminals decreased 13%, and the hold per day was consistent in both periods.

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. The Oklahoma compact games generated revenue of $14.6 million in the three months ended June 30, 2008, compared to $10.9 million during the same period of 2007, an increase of $3.7 million, or 33%. The average installed base of the Oklahoma compact games increased 38%, as the conversion of Class II player terminals to compact games continues, while hold per day decreased 3%. We expect the rate of conversion from Class II to compact games to decline in the future, as over 80% of the Oklahoma installed base at June 30, 2008, consisted of Oklahoma compact units. Accretion of contract rights related to development agreements, which is recorded as a reduction of revenue, decreased $22,000, or 3%, to $815,000, in 2008, compared to $837,000 in 2007.

Gaming Revenue – Charity

§ Charity gaming revenues decreased $1.1 million, or 24%, to $3.3 million for the June 30, 2008 quarter, compared to $4.4 million for the same quarter of 2007. The average installed base of charity player terminals decreased 5%, and the hold per day decreased 26%. The decrease in the hold per day is primarily attributable to competitive factors and to a lesser extent, economic factors. Competitive factors would include, but not limited to, a significant increase of competitor units added to the gaming floor of our largest charity operation, players reward programs not offered on our player terminals and location of our player terminals on the gaming floor.

Gaming Revenue – All Other

§ Class III back-office fees increased $48,000, or 5%, to $958,000 in the three months ended June 30, 2008, from $910,000 during the same period of 2007.

§ Revenues from the New York Lottery system increased $297,000, or 19%, to $1.9 million in the three months ended June 30, 2008, from $1.6 million in the three months ended June 30, 2007. Currently, eight of the nine planned racetrack casinos are operating, with approximately 13,000 total terminals. 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.

§ Revenues from the Mexico bingo market increased $1.2 million to $2.4 million in the three months ended June 30, 2008, from $1.2 million during the same period of 2007. As of June 30, 2008, we had installed 4,294 player terminals at 19 bingo parlors in Mexico compared to 2,426 terminals installed at eight bingo parlors at June 30, 2007. Our revenue share is in the range of the other electronic bingo 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 $867,000, or 73%, to $314,000 for the quarter ended June 30, 2008, from $1.2 million for the same period of 2007. For the three months ended June 30, 2008 and 2007, gaming equipment and system sale and lease revenue of $89,000 and $694,000, respectively, was generated by the sale of gaming equipment. In the three months ended June 30, 2007, gaming equipment sale revenue included revenues of $273,000 related to a certain equipment sale being recognized ratably over the term of the agreement. License revenues for the three months ended June 30, 2008, were $225,000, compared to $214,000 for the three months ended June 30, 2007, an increase of $11,000, or 5%. Total cost of sales, which includes cost of royalty fees, decreased $687,000, to $336,000 in the three months ended June 30, 2008, from $1.0 million in the three months ended June 30, 2007. The decrease primarily relates to the decrease in cost of sales associated with the revenue discussed above.

Other Revenue

§ Other revenues decreased $154,000, or 31%, to $338,000 for the quarter ended June 30, 2008, from $492,000 during the same period of 2007. The decrease is primarily due to reduced maintenance income in the three months ended June 2008.

Selling, General and Administrative Expenses

§ Selling, general and administrative expenses, or SG&A, increased approximately $726,000 or 5%, to $16.1 million for the three months ended June 30, 2008, from $15.4 million in the same period of 2007. This increase was primarily a result of (i) an increase in salaries and wages and the related employee benefits of approximately $1.0 million, primarily related to costs of $675,000 associated with the resignation of a former Chief Executive Officer, along with other headcount increases (at June 30, 2008, we employed 475 full-time and part-time employees, compared to 404 at June 30, 2007); (ii) an increase in projects, patents and write offs of approximately $134,000; and (iii) an increase in consulting and contract labor of approximately $120,000. These increases were partially offset by a decrease in legal and professional fees of $519,000, due to the resolution of several legal matters in the third and fourth quarters of fiscal 2007. We expect SG&A to increase in the fourth quarter of fiscal 2008 over third quarter fiscal 2008 levels as a result of additional personnel and higher stock compensation expense associated with recent stock option grants.

Amortization and Depreciation

§ Amortization expense decreased $296,000, or 20%, to $1.2 million for the quarter ended June 30, 2008, compared to $1.5 million for the same quarter of 2007. Depreciation expense decreased $870,000, or 7%, to $12.4 million for the three months ended June 30, 2008, from $13.3 million for the corresponding three-month period ended June 30, 2007, primarily as a result of player terminals continuing in service beyond their estimated useful life.

Other Income and Expense

§ Interest income increased $418,000, or 45%, to $1.3 million for the three months ended June 30, 2008, from $924,000 in the same period of 2007. We entered into development agreements with a customer under which approximately $78.4 million has been advanced and is outstanding at June 30, 2008, and for which we impute interest on these interest-free loans. For the quarter ended June 30, 2008, we recorded imputed interest of $1.2 million relating to development agreements with an imputed interest rate range of 6.00% to 9.00%, compared to $554,000 at June 30, 2007.

§ Interest expense increased $1.0 million to $2.0 million for the three months ended June 30, 2008, from $1.0 million in the same period of 2007, due primarily to an increase in amounts outstanding under our Credit Facility. During April 2007, we entered into a $150 million Revolving Credit Facility which replaced our previous Credit Facility in its entirety. On October 26, 2007 we amended the Revolving Credit Facility, transferring $75 million of the revolving credit commitment to a fully funded $75 million term loan. We entered into a second amendment to the Revolving Credit facility on December 20, 2007. The second amendment (i) extended the hedging arrangement date related to a portion of the term loan to June 1, 2008; and (ii) modified the interest rate margin applicable to the Revolving Credit Facility and the term loan.

§ Other income decreased $779,000, or 48%, to $828,000 for the three months ended June 30, 2008, compared to $1.6 million in the same period of 2007. Other income primarily decreased due to the write off of an intangible asset and related liability due to the termination of a non compete agreement with a former Chief Executive Officer.

Income tax expense decreased by $387,000, to $184,000 for the three months ended June 30, 2008, from $571,000 in the same period of 2007. These figures represent effective income tax rates of 52.9% and 45.5% for the three months ended June 30, 2008 and 2007, respectively. The effective tax rate has been impacted by the tax treatment of stock compensation expense. To the extent that the Company experiences volatility in stock compensation expense, there will remain volatility in the effective tax rate.

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 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 Company adopted FIN 48 in the first quarter of fiscal 2008 and recorded a reserve of $295,000 (in the first quarter of fiscal 2008) related to uncertain tax positions. This reserve was charged to Retained Earnings.

Nine Months Ended June 30, 2008, Compared to Nine Months Ended June 30, 2007

Total revenues for the nine months ended June 30, 2008, were $92.7 million, compared to $90.7 million, an increase of $2.0 million, or 2% for the same period of 2007. This increase is primarily the result of the increase in the average installed base of games in Mexico and the increase in Oklahoma compact revenue. These increases are offset by the decrease in Class II revenue due to the continued conversion of Reel Time Bingo player terminals to games played under the compact and to a decrease in revenue from our charity bingo market.

Gaming Revenue – Class II

§Class II gaming revenue was $21.8 million in the nine months ended June 30, 2008, compared to $38.5 million in the nine months ended June 30, 2007, a $16.7 million or 43% decrease. We expect the number of Class II terminals to continue to decrease as they are replaced with higher-earning Oklahoma compact player terminals.

§Reel Time Bingo revenue was $20.0 million for the nine months ended June 30, 2008, compared to $36.3 million for the nine months ended June 30, 2007, a $16.3 million or 45% decrease. The average installed base of player terminals decreased 48% and the average hold per day increased 13%. Accretion of contract rights related to development agreements, which is recorded as a reduction of revenue, decreased $1.3 million, or 60%, to $890,000 in the nine months ended June 30, 2008, compared to $2.2 million in the nine months ended June 30, 2007. 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 against Oklahoma compact revenue. During fiscal 2008, we will continue 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 games.

§Legacy revenue decreased $343,000, or 16%, to $1.8 million in the nine months ended June 30, 2008, from $2.2 million in the nine months ended June 30, 2007. The average installed base of Legacy player terminals decreased 8%, and the hold per day decreased 6%.

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. The Oklahoma compact games generated revenue of $40.3 million in the nine months ended June 30, 2008, compared to $25.5 million during the same period of 2007, an increase of $14.8 million, or 58%. The average installed base of the Oklahoma compact games increased 40%, as the conversion of Class II player terminals to compact games continues, while hold per day increased 3%. We expect the rate of conversion from Class II to compact games to decline in the future, as over 80% of the Oklahoma installed base at June 30, 2008, consisted of Oklahoma compact units. Accretion of contract rights related to development agreements, which is recorded as a reduction of revenue, decreased $108,000, or 5% to $2.0 million, in the nine months ended June 30, 2008, compared to $2.1 million in the same period of 2007.

Gaming Revenue – Charity

§Charity gaming revenues decreased $2.0 million, or 15%, to $11.6 million for the nine months ended June 30, 2008, compared to $13.6 million for the same period of 2007. Hold per day decreased 15%, and the average installed player terminal base decreased 2%. The decrease in the hold per day is primarily attributable to competitive factors and to a lesser extent, economic factors. Competitive factors would include, but not limited to, a significant increase of competitor units added to the gaming floor of our largest charity operation, players reward programs not offered on our player terminals and location of our player terminals on the gaming floor.

Gaming Revenue – All Other

§Class III back-office fees decreased $41,000, or 2%, to $2.7 million in the nine months ended June 30, 2008, from $2.8 million during the same period of 2007.

§Revenues from the New York Lottery system increased $1.1 million, or 27%, to $5.1 million in the nine months ended June 30, 2008, from $4.0 million in the nine months ended June 30, 2007. Currently, eight of the nine planned racetrack casinos are operating, with approximately 13,000 total terminals. 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.

§Revenues from the Mexico bingo market increased $4.6 million to $7.0 million in the nine months ended June 30, 2008, from $2.4 million during the same period of 2007. As of June 30, 2008, we had installed 4,294 player terminals at 19 bingo parlors in Mexico compared to 2,426 terminals installed at eight bingo parlors at June 30, 2007. Our revenue share is in the range of the other electronic bingo 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 increased $255,000, or 12%, to $2.5 million for the nine months ended June 30, 2008, from $2.2 million for the same period of 2007. Gaming equipment and system sale revenue of $1.4 million for the nine months ended June 30, 2008, included the sale of 50 player terminals and one system. Gaming equipment and system sale of $1.0 million for the nine months ended June 30, 2007, included two system sales and no player terminals. In the nine months ended June 30, 2008 and 2007, gaming equipment sale revenue included revenues of $182,000 and $787,000, respectively, related to a certain equipment sale being recognized ratably over the term of the agreement. License revenues for the nine months ended June 30, 2008, were $862,000, compared to $391,000 for the nine months ended June 30, 2007, an increase of $471,000, relating to the player terminal sale discussed above. Total cost of sales, which includes cost of royalty fees, decreased $199,000, or 11% to $1.5 million in the nine months ended June 30, 2008, from $1.7 million in the nine months ended June 30, 2007. The decrease primarily relates to a reduction in royalty fees.

Other Revenue

§ Other revenues decreased $512,000, or 30%, to $1.2 million for the nine months ended June 30, 2008, from $1.7 million during the same period of 2007. The decrease is primarily due to discontinuation of the promotional sweepstakes system in January 2007.

Selling, General and Administrative Expenses

§ Selling, general and administrative expenses decreased approximately $1.7 million, or 3%, to $48.8 million for the nine months ended June 30, 2008, from $50.5 million in the same period of 2007. This decrease was primarily a result of (i) a decrease in legal and professional fees of $2.1 million, due to the resolution of several legal matters in the third and fourth quarters of fiscal 2007; (ii) a $296,000 decrease in write offs of third-party gaming content licenses, installation costs and systems; and (iii) a decrease in repairs and maintenance, transportation and related costs of $220,000. These decreases are partially offset by (i) an increase in salaries and wages and the related employee benefits of approximately $898,000, primarily related to costs of $675,000 associated with the resignation of a former Chief Executive Officer, along with other headcount increases (at June 30, 2008, we employed 475 full-time and part-time employees, compared to 404 at June 30, 2007) and (ii) and an increase in travel and entertainment of $340,000. We expect SG&A to increase in the fourth quarter of fiscal 2008 over third quarter fiscal 2008 levels as a result of additional personnel and higher stock compensation expense associated with recent stock option grants.

Amortization and Depreciation

§ Amortization expense decreased $1.5 million, or 31%, to $3.5 million for the nine months ended June 30, 2008, compared to $5.0 million for the same period of 2007. Depreciation expense decreased $4.1 million, or 11%, to $35.1 million for the nine months ended June 30, 2008, from $39.2 million for the corresponding nine-month period ended June 30, 2007, primarily as a result of player terminals continuing in service beyond their estimated useful life.

Other Income and Expense

§ Interest income increased $39,000 or 1%, to $3.6 million for the nine months ended June 30, 2008, from $3.6 million in the same period of 2007. We entered into development agreements with a customer under which approximately $78.4 million has been advanced and is outstanding at June 30, 2008, and for which we impute interest on these interest-free loans. For the nine months ended June 30, 2008, we recorded imputed interest of $3.1 million relating to development agreements with an imputed interest rate range of 6.00% to 9.00% compared to $1.8 million for the nine months ended June 30, 2007.

§ Interest expense increased $3.2 million, or 89%, to $6.7 million for the nine months ended June 30, 2008, from $3.5 million in the same period of 2007, due primarily to an increase in amounts outstanding under our Credit Facility. During April 2007, we entered into a $150 million Revolving Credit Facility which replaced our previous Credit Facility in its entirety. On October 26, 2007, we amended the Revolving Credit Facility, transferring $75 million of the revolving credit commitment to a fully funded $75 million term loan. We entered into a second amendment to the Revolving Credit facility on December 20, 2007. The second amendment (i) extended the hedging arrangement date related to a portion of the term loan to June 1, 2008; and (ii) modified the interest rate margin applicable to the Revolving Credit Facility and the term loan.

§ Other income decreased $680,000 or 25%, to $2.0 million for the nine months ended June 30, 2008, compared to $2.7 million in the same period of 2007. Other income fully consisted of distributions from a partnership interest, accounted for on the cost basis that we received during the nine months ended June 30, 2008. In addition, we had the write off of an intangible asset and related liability due to the termination of a non compete agreement with a former Chief Executive Officer as of April 2007.

Income tax expense increased by $1.8 million, to $919,000 for the nine months ended June 30, 2008, from an income tax benefit of $917,000 million in the same period of 2007. These figures represent effective income tax rates of 33.5% and 30.2% for the nine months ended June 30, 2008 and 2007, respectively.

On July 13, 2006, the FASB issued FIN 48, an interpretation of SFAS No. 109. 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 Company adopted FIN 48 in the first quarter of fiscal 2008 and recorded a reserve of $295,000 (in the first quarter of fiscal 2008) related to uncertain tax positions. This reserve was recorded directly to Retained Earnings. There have been no additional reserves booked in fiscal 2008 related to FIN 48.

RECENT ACCOUNTING PRONOUNCEMENTS

We monitor new, generally accepted accounting principle and disclosure reporting requirements issued by the Securities and Exchange Commission, or SEC, and other standard setting agencies. Recently issued accounting standards affecting our financial results are described in Note 1 of our Unaudited condensed consolidated financial statements.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

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.

Management considers an accounting estimate to be critical if:

§ It requires assumptions to be made that were uncertain at the time the estimate was made, and

§ Changes in the estimate or different estimates that could have been selected could have a material impact on our consolidated results of operation or financial condition.

Revenue Recognition. As further discussed in the discussion of our Revenue Recognition policy in Note 1 of our consolidated financial statements, revenue from the sale of software is accounted for under Statement of Position 97-2, "Software Revenue Recognition," or SOP 97-2, and its various interpretations. If Vendor-Specific Objective Evidence, or VSOE, of fair value does not exist, the revenue is deferred until such time that all elements have been delivered or services have been performed. If any element is determined to be essential to the function of the other, revenues are generally recognized over the term of the services that are rendered. In those limited situations where VSOE does not exist for any undelivered elements of a multiple element arrangement, then the aggregate value of the arrangement, including the value of products and services delivered or performed, is initially deferred until all products or services are delivered, and then is recognized ratably over the period of the last deliverable, generally the service period of the contract. Depending upon the elements and the terms of the arrangement, the Company recognizes certain revenues under the residual method. Under the residual method, revenue is recognized when VSOE of fair value exists for all of the undelivered elements in the arrangement, but does not exist for one or more of the delivered elements in the arrangement. Under the residual method, the Company defers the fair value of undelivered elements, and the remainder of the arrangement fee is then allocated to the delivered elements and is recognized as revenue, assuming the other revenue recognition criteria are met.

Assumptions/Approach Used: The determination whether all elements of sale have VSOE is a subjective measure, where we have made determinations about our ability to price certain aspects of transactions.

Effect if Different Assumptions Used: When we have determined that VSOE does not exist for any undelivered elements of an arrangement, then the aggregate value of the arrangement, including the value of products and services delivered or performed, is initially deferred until all products or services are delivered, and then is recognized ratably over the period of the last deliverable, generally the service period of the contract. The deferral of revenue under arrangements where we have determined that VSOE does not exist has resulted in $6.3 million being recorded as deferred revenue at June 30, 2008. If we had made alternative assessments as to the existence of VSOE in these arrangements, some or all of these amounts could have been recognized as revenue prior to June 30, 2008.

Property and Equipment and Leased Gaming Equipment. Property and equipment and leased gaming equipment is stated at cost. The cost of property and equipment and leased gaming equipment is depreciated over their estimated useful lives, generally using the straight-line method for financial reporting, and regulatory acceptable methods for tax reporting purposes. Player terminals placed with customers under participation arrangements are included in leased gaming equipment. Leased gaming equipment includes a "pool" of rental terminals, i.e., the "rental pool." Rental pool units are those units that have previously been placed in the field under participation arrangements, but are currently back with us being refurbished and/or awaiting redeployment. Routine maintenance of property and equipment and leased gaming equipment is expensed in the period incurred, while major component upgrades are capitalized and depreciated over the estimated useful life (Critical Assumption #1) of the component. Sales and retirements of depreciable property are recorded by removing the related cost and accumulated depreciation from the accounts. Gains or losses on sales and retirements of property are reflected in our results of operations.

Management reviews long-lived asset classes for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. (Critical Assumption #2)

Assumptions/Approach used for Critical Assumption #1: The carrying value of the asset is determined based upon management's assumptions as to the useful life of the asset, where the assets are depreciated over the estimated life on a straight line basis, where the useful life of items in the rental pool has been determined by management to be three years.

Effect if different assumptions used for Critical Assumption #1: While we believe that the useful lives that have been determined for our fixed assets are reasonable, different assumptions could materially affect the carrying value of the assets, as well as the depreciation expense recorded in each respective period related to those assets. During the quarter ended June 30, 2008, a significant portion of the $13.6 million of depreciation and amortization expense related to assets in the rental pool. If the depreciable life of assets in our rental pool were changed from three years to another period of time, we could incur a materially different amount of depreciation expense during the period.

Assumptions/Approach used for Critical Assumption #2: Recoverability of assets to be held and used is measured through considerations of the future undiscounted cash flows expected to be generated by the assets as a group, as opposed to analysis by individual asset, or assets in place at a specific location. If such assets are considered to be impaired, the impairment recognized is measured by the amount by which the carrying amount of the assets exceeds their fair value. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs of disposal. The carrying value of the asset is determined based upon management's assumptions as to the useful life of the asset, where the assets are depreciated over the estimated life on a straight-line basis.

Effect if different assumptions used for Critical Assumption #2: Impairment testing requires judgment, including estimations of useful lives of the assets, estimated cash flows, and determinations of fair value. While we believe our estimates of useful lives and cash flows are reasonable, different assumptions could materially affect the measurement of useful lives, recoverability and fair value. If actual cash flows fall below initial forecasts, we may need to record additional amortization and/or impairment charges. Additionally, while we believe that analysis of the recoverability of assets in our rental pool is accurately assessed from a homogenous level due to the interchangeability of player stations and parts, if these assets were to be reviewed for impairment using another approach, there could be different outcomes to any impairment analysis performed.

Development Agreements. We enter into development agreements to provide financing for new gaming facilities or for the expansion of existing facilities. In return, the facility dedicates a percentage of its floor space to exclusive placement of our player terminals, and we receive a fixed percentage of those player terminals' hold per day over the term of the agreement. Certain of the agreements contain player terminal performance standards that could allow the facility to reduce a portion of our guaranteed 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. The agreements typically provide for a portion of the amounts retained by the gaming facility for their share of the hold to be used to repay some or all of the advances recorded as notes receivable. Amounts advanced in excess of those to be reimbursed by the customer for real property and land improvements are allocated to intangible assets and are generally amortized over the life of the contract, using the straight-line method of amortization (Critical Assumption #1), which is recorded as a reduction of revenue generated from the gaming facility. In the past and in the future, we may by mutual agreement and for consideration, amend these contracts to reduce our floor space at the facilities. Any proceeds received for the reduction of floor space is first applied against the intangible asset recovered for that particular development agreement, if any.

Management reviews intangible assets related to development agreements for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable (Critical Assumption #2). For the quarter ended June 30, 2008, there was no impairment to the assets' carrying values.

Assumptions/Approach used for Critical Assumption #1: Amounts advanced in excess of those to be reimbursed by the customer for real property and land improvements are allocated to intangible assets and are generally amortized over the life of the contract, using the straight-line method of amortization, which is recorded as a reduction of revenue generated from the gaming facility. The Company uses a straight-line amortization method, as a pattern of future benefits can not be readily determined.

Effect if Different Assumptions used for Critical Assumption #1: While we believe that the use of the straight-line method of amortization is the best way to account for the costs associated with the costs of acquiring exclusive floor space rights at our customers facilities, the use of an alternative method could have a material effect on the amount recorded as a reduction to revenue in the current reporting period.

Assumptions/Approach used for Critical Assumption #2: We estimate cash flows directly associated with the used of the intangible assets to test recoverability and remaining useful lives based upon the forecasted utilization of the asset and expected product revenues. In developing estimated cash flows, we incorporate assumptions regarding future performance, including estimations of hold per day and estimated units. When the carrying amount exceeds the undiscounted cash flows expected to result from the use and eventual disposition of the asset, we then compare the carrying amount to its current fair value. We recognize an impairment loss if the carrying amount is not recoverable and exceeds its fair value.

Effect if Different Assumptions used for Critical Assumption #2: Impairment testing requires judgment, including estimations of cash flows, and determinations of fair value. While we believe our estimates of future revenues and cash flows are reasonable, different assumptions could materially affect the measurement of useful lives, recoverability and fair value. If actual cash flows fall below initial forecasts, we may need to record additional amortization and/or impairment charges.

Income Taxes. In accordance with SFAS, No. 109, we have recorded a deferred tax assets and liabilities to account for the expected future tax benefits and consequences of events that have been recognized in our financial statements and our tax returns. There are several items that result in deferred tax asset and liability impact to the balance sheet. If we conclude that it is more likely than not that some portion or all of the deferred tax assets will not be realized under accounting standards, it is reduced by a valuation allowance to remove the benefit of recovering those deferred tax assets from our financial statements. Additionally, in accordance with FIN 48, we have recorded a liability of $295,000 associated with uncertain tax positions. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. We are required to determine whether it is more likely than not (a likelihood of more than 50 percent) that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position in order to record any financial statement benefit. If that step is satisfied, then we must measure the tax position to determine the amount of benefit to recognize in the financial statements. The tax position is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement.

Assumptions/Approach Used: Numerous judgments and assumptions are inherent in the determination of future taxable income and tax return filing positions that we take, including factors such as future operating conditions.

Effect if Different Assumptions Used: Management, along with consultation from an independent public accounting firm used in tax consultation, continually evaluate complicated tax law requirements and their effect on our current and future tax liability and our tax filing positions. Despite our attempt to make an accurate estimate, the ultimate utilization of our deferred tax assets associated with the tax basis of our leased gaming equipment and property and equipment of $18.2 million is largely dependent upon our ability to generate taxable income in the future. Our liability for uncertain tax positions is dependent upon our judgment on the amount of financial statement benefit that an uncertain tax position will realize upon ultimate settlement and on the probabilities of the outcomes that could be realized upon ultimate settlement of an uncertain tax position using the facts, circumstances and information available at the reporting date to establish the appropriate amount of financial statement benefit. To the extent that a valuation allowance or uncertain tax position is established or increased or decreased during a period, we may be required to include an expense or benefit within income tax expense in the income statement.

LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2008, we had $4.2 million in unrestricted cash and cash equivalents, compared to $5.8 million at September 30, 2007. Our working capital at June 30, 2008 was $32.3 million, compared to a working capital of $22.6 million at September 30, 2007. The increase in working capital was primarily the result of increases in accounts receivable and notes receivable, and decreases in accounts payable and accrued expenses. During the quarter ended June 30, 2008, we used $13.4 million for capital expenditures of property and equipment, and we collected $3.1 million on development agreements, with $6.1 million advanced under development agreements. Under the Credit Facility, our availability as of June 30, 2008, is $40.2 million, subject to covenant restrictions.

As of June 30, 2008, our total contractual cash obligations were as follows (in thousands):

	Less than 1 year	1-3 years	3-5 years	Total
Revolving Credit Facility[1]	$ 1,860	$ 4,466	$ 36,383	$ 42,709
Credit Facility Term Loan[2]	4,785	11,554	73,369	89,708
Operating leases[3]	2,503	2,712	150	5,365
Purchase commitments[4]	10,347	13,473	—	23,820
Total	**$ 19,495**	**$ 32,205**	**$ 109,902**	**$ 161,602**

[1] Relating to the Revolving Credit Facility, bearing interest at the Eurodollar rate plus the applicable spread (6.25% as of June 30, 2008).

[2] Consists of amounts borrowed under our Credit Facility at the Eurodollar rate plus the applicable spread (7.00% as of June 30, 2008).

[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.

During the nine months ended June 30, 2008, we generated $31.1 million in cash from our operations, compared to $27.0 million during the same period of 2007. This $4.1 million increase in cash generated from operations over the prior period was primarily due to the increase in earnings in fiscal 2008.

Cash used in investing activities increased to $56.8 million in the nine months ended June 30, 2008, from $15.6 million in the same period of 2007. The increase was primarily the result of a $51.6 million increase in advances, net of reimbursements and floor space buybacks, under development agreements. During the nine months ended June 30, 2008, additions to property and equipment consisted of the following:

	Capital Expenditures (In thousands)
Gaming equipment	$ 24,889
Third-party gaming content licenses	5,609
Other	200
Total	**$ 30,698**

Cash provided by financing activities increased to $24.1 million in the nine months ended June 30, 2008, from a usage of $14.2 million in the same period of 2007. The increase was primarily the result of a $40.6 million increase in the net borrowings under the Credit Facility offset by a $3.5 million decrease in options, warrants and tax benefit.

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 $10.3 million.

We have 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 39% of the 3,600 additional gaming units that are expected to be placed in the expanded facility in southern Oklahoma. We recorded all advances as a note receivable and imputed interest on the interest free loan. The discount (imputed interest) was 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, continued with $19.4 million funded in the first quarter of 2008, $15.4 million in the second quarter of 2008, and the remaining $6.1 million was funded in the third quarter of 2008. As of June 30, 2008, the Company had advanced $65.6 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.. 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.

Credit Facility

On April 27, 2007, we entered into a $150 million Revolving Credit Facility which replaced our previous Credit Facility in its entirety. On October 26, 2007, we amended the Revolving Credit Facility, transferring $75 million of the revolving credit commitment to a fully funded $75 million term loan due April 27, 2012. We entered into a second amendment to the Revolving Credit facility on December 20, 2007. The second amendment (i) extended the hedging arrangement date related to a portion of the term loan to June 1, 2008; and (ii) modified the interest rate margin applicable to the Revolving Credit Facility and the term loan.

The 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 the Eurodollar rate plus the applicable spread (6.25% and 7.00%, respectively, as of June 30, 2008), tied to various levels of interest pricing determined by total debt to EBITDA.

The 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 30, 2008, and 1.75 : 1.00 from September 30, 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 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). In the second quarter of 2008, we made a mandatory prepayment of the term loan in the amount of $4.5 million due to an early prepayment of a development agreement note receivable. As of June 30, 2008, the Credit Facility had availability of $40.2 million, subject to covenant restrictions.

The Credit Facility also required that we enter into hedging arrangements covering at least $50 million of the term loan for a three-year period by June 1, 2008; therefore, on May 29, 2008, the Company purchased, for $390,000, an interest rate cap (5% cap rate) covering $50 million of the term loan. The Company accounts for this hedge in accordance with FASB Statement No. 133, “Accounting for Derivative Instruments and Hedging Activities,” which requires entities to recognize all derivative instruments as either assets or liabilities in the balance sheet, at their respective fair values. We record changes on a mark to market basis reflecting these changes through interest expense in the statement of operations.

Stock Repurchase Authorizations

At June 30, 2008, there were approximately 887,000 shares of common stock authorized for repurchase under repurchase plans approved by our Board of Directors. The timing and total number of shares repurchased will depend upon available cash, prevailing market conditions, other investment opportunities, capital commitments and credit facility covenants.

We repurchased no shares of our common stock during the quarters ended June 30, 2008, and June 30, 2007. During the fiscal year ended September 30, 2007, we repurchased 1,992,032 shares of our common stock with cash, at an average cost of $12.74 per share.

Stock-Based Compensation

At June 30, 2008, we had approximately 5.4 million options outstanding, with exercise prices ranging from $1.00 to $21.53 per share. At June 30, 2008, approximately 3.8 million of the outstanding options were exercisable.

During the quarter ended June 30, 2008, options to purchase 1.3 million shares of common stock were granted and we issued 66,050 shares of common stock as a result of stock option exercises with an average exercise price of $1.88.

SEASONALITY

We believe our operations are not materially affected by seasonal factors, although we have experienced fluctuations in our revenues from period to period.

CONTINGENCIES

For information regarding contingencies, see “Item 1. Condensed Financial Statements – Note 8 – Commitments and Contingencies” and “PART II – Item 1. Legal Proceedings.”

INFLATION AND OTHER COST FACTORS

Our operations have not been nor are they expected to be materially affected by inflation. However, our domestic and international operational expansion is affected by the cost of hardware components, which are not considered to be inflation sensitive, but rather, sensitive to changes in technology and competition in the hardware markets. In addition, we expect to continue to incur increased legal and other similar costs associated with regulatory compliance requirements and the uncertainties present in the operating environment in which we conduct our business.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are subject to market risks in the ordinary course of business, primarily associated with interest rate fluctuations.

Our Credit Facility provides us with additional liquidity to meet our short-term financing needs, as further described under “Item 1. Condensed Financial Statements - Note 6 –Credit Facility, Long-Term Debt and Capital Leases.” Pursuant to our Revolving Credit Facility, we may currently borrow up to a total of $145.0 million, and our availability as of June 30, 2008, is $40.2 million.

In connection with the development agreements we enter into with many of our Native American tribal customers, we are required to advance funds to the tribes for the construction and development of tribal gaming facilities, some of which are required to be repaid. As a result of our adjustable-interest-rate notes payable and fixed-interest-rate-notes receivable described in “Item 1. Condensed Financial Statements – Note 5 – Notes Receivable and Note 6 – Credit Facility, Long-Term Debt and Capital Leases,” we are subject to market risk with respect to interest rate fluctuations. Any material increase in prevailing interest rates could cause us to incur significantly higher interest expense.

We estimate that a hypothetical increase of 100 basis points in interest rates would increase our annual interest expense by approximately $1.1 million, based on our variable debt outstanding of $104.7 million as of June 30, 2008.

We account for currency translation from our Mexico operations in accordance with SFAS No. 52, “Foreign Currency Translation.” Balance sheet accounts are translated at the exchange rate in effect at each balance sheet date. Income statement accounts are translated at the average rate of exchange prevailing during the period. Translation adjustments resulting from this process are charged or credited to other comprehensive income. We do not currently manage this exposure with derivative financial instruments.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. As of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of management’s disclosure controls and procedures (as defined in rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) to ensure information required to be disclosed in our filings under the Securities Exchange Act of 1934, is (i) recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms; and (ii) accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can only provide reasonable assurance of achieving desired control objectives, and management is necessarily required to apply its judgment when evaluating the cost-benefit relationship of potential controls and procedures. Based upon the evaluation, the Chief Executive Officer and our Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective as of June 30, 2008.

Changes in Internal Control over Financial Reporting. There were no changes in our internal control over financial reporting identified in management's evaluation during the third quarter of fiscal 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 1. LEGAL PROCEEDINGS

We are subject to litigation from time to time in the ordinary course of our business, as well as litigation to which we are not a party that may establish laws that affect our business (see "PART I – Item 1. Condensed Financial Statements – Note 8 – Commitments and Contingencies.")

ITEM 1A. RISK FACTORS

The following risk factors should be carefully considered in connection with the other information and financial statements contained in this Quarterly Report, including "PART I – Item 2. 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 109th Congress, which concluded in December 2006. To date, the DOJ's proposed bill has not been introduced in the 110th 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. On January 15, 2008, the NIGC extended the comment period for the proposed Class II gaming regulations until March 9, 2008. At a Senate Committee on Indian Affairs oversight hearing held on April 17, 2008, the Chairman of the NIGC testified that he was determined to finalize the Class II gaming regulations despite widespread tribal opposition. However, in May 2008, the Chairman of the NIGC announced that the NIGC would not move forward with its plans to publish final regulations revising the definition of "electronic or electromechanical facsimile" and implementing new Class II gaming classification standards. The NIGC still plans to publish two other sets of regulations establishing technical standards for Class II electronic gaming and Class II minimum internal control standards.

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