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4 SOURCE OF FUNDS  
NOT APPLICABLE

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e) [ ]

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6 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

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	7	SOLE VOTING POWER	21,915,089 SHARES
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8 SHARED VOTING POWER	NONE; SEE ITEM 5
	9	SOLE DISPOSITIVE POWER	21,915,089 SHARES
	10	SHARED DISPOSITIVE POWER	NONE; SEE ITEM 5

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
21,915,089 SHARES

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
24.41%; SEE ITEM 5

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14 TYPE OF REPORTING PERSON  
CO

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
SGMS ACQUISITION CORPORATION

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

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3 SEC USE ONLY

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4 SOURCE OF FUNDS  
NOT APPLICABLE

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e) [ ]

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6 CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED STATES

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	7	SOLE VOTING POWER	21,915,089 SHARES
NUMBER OF SHARES BENEFICIALLY		8 SHARED VOTING POWER	

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OWNED BY		NONE; SEE ITEM 5
EACH	-----	-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		21,915,089 SHARES
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	10	SHARED DISPOSITIVE POWER
		NONE; SEE ITEM 5
	-----	-----
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	21,915,089 SHARES	
	-----	-----
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES	
	CERTAIN SHARES	[ ]
	-----	-----
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 23.7%	
	24.41%; SEE ITEM 5	
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14	TYPE OF REPORTING PERSON	
	CO	
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ITEM 1. SECURITY AND ISSUER

This Amendment No. 2 to the statement on Schedule 13D originally filed on November 26, 2003 relates to the Class A common stock, par value \$0.01 per share ("Common Stock"), of Scientific Games Corporation, a Delaware corporation (the "Issuer"), whose principal executive offices are located at 750 Lexington Avenue, New York, New York 10022.

ITEM 2. IDENTITY AND BACKGROUND

The information contained in Item 2 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On January 31, 2005, Mafco Holdings Inc. changed its name to MacAndrews & Forbes Holdings Inc.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The information contained in Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following information:

According to the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, there were, as of November 7, 2005, 89,767,863 shares of Common Stock issued and outstanding. Based on the foregoing, as of November 7, 2005, SAC had sole voting power and sole dispositive power over 24.41% of the Common Stock.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The information contained in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

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On January 26, 2006, SGMS Acquisition Corporation ("SAC"), a wholly-owned subsidiary of MacAndrews & Forbes Holdings Inc. (formerly known as Mafco Holdings Inc.), pledged 3,000,000 shares of Common Stock to JPMorgan Chase Bank as security for its obligations under a promissory note issued by SAC to JPMorgan Chase Bank on such date in the principal sum of \$25,000,000.00.

SIGNATURES

After reasonable inquiry and to the best of his or her knowledge and belief, each of the undersigned certifies that the information in this statement is true, complete and correct.

Dated as of: January 31, 2006

MACANDREWS & FORBES HOLDINGS INC.

By: /s/ Barry F. Schwartz

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Name: Barry F. Schwartz  
Title: Executive Vice President  
and General Counsel

SGMS ACQUISITION CORPORATION

By: /s/ Barry F. Schwartz

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Name: Barry F. Schwartz  
Title: Executive Vice President  
and General Counsel