

***EXCISED COPY***

# Response to Phase I Request for Qualifications/ Request for Proposals

Proposed Destination Casino Resort Development  
for the City of Springfield, Massachusetts  
Bid No. 13-134

October 11, 2012

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## 1. PROPOSER NAME AND CONTACT DETAILS

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*The name of the proposer, the contact person and the contact person's business address, telephone and facsimile numbers and email address.*

### **Name of Proposer**

Blue Tarp reDevelopment LLC ("MGM Springfield")

### **Contact Person**

Michael Mathis  
Vice President  
Global Gaming Development  
MGM Resorts International  
3799 Las Vegas Blvd. South  
Las Vegas, NV 89109  
Tel: +1 702 891.3358  
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mmathis@mgmresorts.com

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## **2 • ORGANIZATIONAL STRUCTURE AND BUSINESS**

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*A brief description of proposer, its organizational structure and its business including names and biographies of its officers, directors and key personnel, or persons serving in similar capacities.*

### **Proposer**

Blue Tarp reDevelopment LLC (“MGM Springfield”) was formed with the sole purpose of redeveloping a downtown portion of Springfield, Massachusetts, that was devastated by a tornado in June 2011. MGM Springfield was acquired by MGM Resorts International (“MGM Resorts” or the “Company”) in 2012.

Because MGM Springfield is a newly formed entity, responses throughout this document primarily relate to MGM Resorts and its significant business units.

### **Organizational Structure**

MGM Springfield is a limited liability company formed under the laws of the Commonwealth of Massachusetts. MGM Springfield was formed in February 2012. MGM Resorts is the ultimate owner of [ ]% of the ownership interest in MGM Springfield. MGM Resorts is a Delaware corporation, headquartered in Las Vegas, Nevada. It is traded on the New York Stock Exchange (NYSE: MGM). The remaining [ ]% of the ownership interests in MGM Springfield is owned by three individuals, Paul C. Picknelly, Francis J. Cataldo Jr. and Thomas D. Murphy. For more information regarding the organizational structure, please see Section 10.

## **Business**

### **OVERVIEW**

MGM Resorts operates a peerless portfolio of destination resorts with internationally recognized brands such as Bellagio, MGM Grand, Mandalay Bay and The Mirage.

MGM Resorts has significant holdings in gaming, hospitality and entertainment, owns and operates 15 properties located in Nevada, Mississippi and Michigan, and has 50% investments in three other properties in Nevada and Illinois. One of those investments is CityCenter, an unprecedented urban resort destination on the Las Vegas Strip featuring its centerpiece, ARIA Resort & Casino. In addition, MGM Resorts holds a 51% interest in MGM China Holdings Limited, which owns the MGM Macau resort and casino.

Leveraging MGM Resorts' unmatched amenities, the Company's proprietary loyalty program, M life, delivers one-of-a-kind experiences, insider privileges and personalized rewards for guests at the Company's renowned properties nationwide.

Through its hospitality management subsidiary, the Company holds a growing number of development and management agreements for casino and non-casino resort projects around the world.

MGM Resorts is a leader in responsible gaming and has implemented the American Gaming Association's Code of Conduct for Responsible Gaming at its gaming properties.

MGM Resorts has been honored with numerous awards and recognitions for its industry-leading Corporate Social Responsibility programs including its diversity initiative, community philanthropy programs and commitment to sustainable development and operations.

The Company is headquartered in Las Vegas, Nevada and is traded on the New York Stock Exchange (MGM) with a market capitalization in excess of US\$5.0 billion. It had 2011 net revenues of US\$7.8 billion and employs more than 62,000 people. Further information about MGM Resorts International can be found on the Company's website at [mgmresorts.com](http://mgmresorts.com).

### **KEY COMPANY HIGHLIGHTS**

- 19 resorts generating more than \$9 billion of annual revenue (includes total revenues from joint ventures)
- In excess of 65 million customers in its database of whom 25 million are members of the Company's innovative M life loyalty program
- Approximately 41,000 rooms in Las Vegas (with an average occupancy of 90% including a 3.5-day average length of stay) and another 6,000 rooms across the MGM Resorts portfolio
- More than 62,000 employees
- More than \$1.7 billion paid in local, state, federal and national taxes annually

MGM Resorts is the recognized global leader in entertainment and hospitality. We embrace innovation and diversity to inspire excellence. We reward our employees, invest in our communities and enrich our stakeholders. We engage, entertain and exceed the expectations of our guests worldwide.

## GLOBAL REACH

- Nevada CityCenter (ARIA & Vdara); Bellagio; MGM Grand (The Mansion at MGM Grand, Skylofts, The Signature at MGM Grand); Mandalay Bay (THEhotel at Mandalay Bay); The Mirage; Monte Carlo; New York-New York; Luxor; Excalibur; Circus Circus Las Vegas; Railroad Pass Henderson, Nevada; Circus Circus Reno, Nevada; Silver Legacy Reno, Nevada; Gold Strike Jean, Nevada
- Regional Beau Rivage Biloxi, Mississippi; Gold Strike Tunica, Mississippi; MGM Grand Detroit, Michigan; Grand Victoria Elgin, Illinois
- International MGM Macau, China

## GLOBAL MARKETING

- 23 domestic and international branch marketing offices including: Los Angeles, San Francisco, Chicago, Dallas, Houston, Atlanta, Atlantic City, Monterey Park, Singapore, Taiwan, Thailand, Tokyo, Hong Kong, Macau, Jakarta and Vancouver

## Officers, Directors and Key Personnel

### BLUE TARP reDEVELOPMENT LLC

#### **Executive Officers**

#### **William J. Hornbuckle, President and Chief Operating Officer**

See bio information included below.

#### **Daniel J. D'Arrigo, Treasurer**

See bio information included below.

#### **John M. McManus, Corporate Secretary**

See bio information included below.

#### **Edward Bowers, Senior Vice President**

Mr. Bowers is Senior Vice President Global Gaming Development and has been with MGM Resorts since 2003. Prior to this he was a Senior Manager with Arthur Andersen's Las Vegas practice.

#### **Managers**

#### **James J. Murren**

See bio information included below.

#### **Corey Sanders**

See bio information included below.

## **Key Employees**

### **Ken Rosevear, President of MGM Resorts Development, LLC**

Mr. Rosevear is President of MGM Resorts Development, LLC (a subsidiary of MGM Resorts International), a position he has held since 1995. During his career, Mr. Rosevear has overseen the design, construction, and development of gaming resorts internationally, including the Mansion at MGM Grand, New York-New York, and MGM Macau.

### **Cynthia Kiser Murphey, President and Chief Operating Officer of New York-New York**

Ms. Murphey is responsible for the day to day leadership of the New York-New York Hotel & Casino in her role as President and Chief Operating Officer. She was promoted as one of the first women responsible for running a large Las Vegas gaming property. She has been with the Company for over 20 years and previously served as Senior Vice President of Human Resources where she was instrumental in the creation of an in-house corporate university and an on-site child development center, as well as the design of a benefits program that is unmatched in the industry. Ms. Murphey also previously led the company's labor strategy and negotiation teams, and has worked to establish collaborative approaches to labor-management relations with the HEREIU/Culinary Union, the largest labor contracts and partnerships in the city's history. With that background, Ms. Murphey has been instrumental in the development of the Company's workforce development strategy and union relationships in Springfield.

### **Alan Feldman, Senior Vice President of Public Affairs**

Mr. Feldman oversees the planning and implementation of the Company's corporate communications efforts as well as its government relations programs. He also has been an integral contributor to the Company's industry-leading Corporate Social Responsibility efforts. Throughout his career, Mr. Feldman has been involved in a wide array of industry issues with a particular focus in areas concerning responsible gaming. Mr. Feldman was elected as Chairman of the Board of the National Center for Responsible Gaming in January 2012 and has been a long-serving member of the Advisory Board of the Nevada Council on Problem Gambling. He previously served as a member of the Athletes and Addictions Task Force at Harvard University Medical School, Division of Addictions.

### **Michael Mathis, Vice President of Global Gaming Development**

Mr. Mathis is responsible for the Company's gaming and casino resort development, with an emphasis on new markets, and a focus on land acquisition, local business engagement, and policy. He has over twelve years of experience in the gaming industry.

### **Kelley Tucky, Vice President of Public Affairs-Eastern Region**

Ms. Tucky is responsible for community engagement and creating partnerships with local civic, educational and workforce development agencies to bring MGM Resorts resources to local communities where the Company operates and employees live. Ms. Tucky joined MGM Resorts in May 1990. She has more than 20 years' experience in employee engagement, marketing, advertising, public relations and special projects for MGM Resorts.



## MGM RESORTS INTERNATIONAL

### **Directors**

#### **Robert H. Baldwin – Director since 2000**

- Previously President and Chief Executive Officer of Mirage Resorts from June 2000 to August 2007
- Chief Design and Construction Officer of the Company since August 2007
- President of Project CC LLC, the managing member of CityCenter Holdings LLC since March 2005
- President Executive Officer of Project CC LLC since August 2007
- President and Chief Executive Officer of Bellagio LLC or its predecessor from June 1996 to March 2005

#### **William A. Bible – Director since 2010**

- Chairman of the Nevada State Gaming Control Board from 1988 to 1998
- President of the Nevada Resort Association from 1999 to March 2010, prior to joining the Company's Board
- Director of the Las Vegas Monorail Company from 2007 to 2008
- Various positions as a state official overseeing financial matters from 1971 to 1988, including, after 1983, Director of Administration and Chief of the Budget Division (State Budget Director)
- Current or former director, officer or management trustee of a number of private businesses or trusts

#### **Burton M. Cohen – Director since 2010**

- Past two-term President of the Nevada Resort Association and past board member of the Las Vegas Convention and Visitors Authority
- Former consultant for the hotel and gaming industry
- Involved in the Las Vegas hotel and casino industry since 1966
- Former President of various Las Vegas hotels, overseeing both the development and operations of several hotels

#### **Willie D. Davis – Director since 1989**

- 1981 Inductee, NFL Hall of Fame
- President and director of All-Pro
- Broadcasting, Inc., an AM and FM radio broadcasting company for over 25 years
- Director and member of the Audit Committee of Fidelity National Financial Inc.
- Previously a director of Alliance Bancshares California, Checkers Drive-In Restaurants Inc., Dow Chemical Company, Johnson Controls Inc., Kmart Corp., Manpower Inc., Sara Lee Corp., Strong Financial Corp. and Wisconsin Energy Corp.

**Alexis M. Herman – Director since 2002**

- United States Secretary of Labor from 1997 to 2001
- Chair and Chief Executive Officer of New Ventures LLC, a corporate consulting company, since 2001
- Lead Director, Chair of the Governance and Nominating Committee, and member of the Audit Committee, Compensation Committee, and Executive Committee of Cummins Inc.
- Director and member of the Personnel Committee and Chair of the Corporate Governance Committee of Entergy Corp.
- Director and member of the Compensation Committee and Public Issues and Diversity Review Committee of The Coca-Cola Company
- Serves as Chair of the Diversity & Inclusion Business Advisory Board of Sodexo Inc. and as Chair of Toyota Motor Corporation’s North American Diversity Advisory Board
- Member of the Board of Trustees of the National Urban League, a civil rights organization

**Roland Hernandez – Director since 2002**

- Former Chairman and Chief Executive Officer of Telemundo Group Inc.
- Director, officer or partner and owner of minority interests in privately held companies engaged in real estate, investment, media and security services for more than the past five years
- Lead Director, Chair of the Nominating & Governance Committee and member of the Executive Committee and Audit Committee of Vail Resorts Inc.
- Director and member of the Nominating Committee of Sony Corporation
- Director of US Bancorp (USB) and member of the Audit Committee and the Community Reinvestment and Public Policy Committee
- Director of The Ryland Group Inc. from 2001 to April 2012
- Director of Lehman Brothers Holdings Inc. from 2005 to March 2012
- Director and Chairman of the Audit Committee of Wal-Mart Stores, Inc. from 1998 to June 2008

**Anthony Mandekic – Director since 2006**

- Employed by, and Secretary and Treasurer of Tracinda, since 1976
- Director of Delta Petroleum Corporation from May 2009 to February 2012

**Rose McKinney-James – Director since 2005**

- Managing Principal of Energy Work Consulting LLC and McKinney James & Associates, providing consulting services regarding public affairs in the areas of energy, education and environmental policy, in each case for more than the past five years
- Director of Marketing and External Affairs of Nevada State Bank Public Finance since 2007
- Director and Chair of the Board Governance and Nominating Committee and member of the Finance Committee of Employers Holdings Inc.
- Director and member of the Audit Committee and chair of the CRA Committee of Toyota Financial Savings Bank
- Serves on the board of directors of MGM Grand Detroit LLC
- Chairman of the Board of Directors of Nevada Partners and a former director of The Energy Foundation
- Formerly the President and Chief Executive Officer of the Corporation for Solar Technologies and Renewable Resources for five years
- Former Commissioner with the Nevada Public Service Commission and former Director of the Nevada Department of Business and Industry

**James J. Murren – Director since 1998**

- Chairman and Chief Executive Officer of the Company since December 2008 and President since December 1999
- Chief Operating Officer from August 2007 to December 2008
- Prior to that, Chief Financial Officer from January 1998 to August 2007 and Treasurer from November 2001 to August 2007
- Director of the Nevada Cancer Institute and the American Gaming Association
- Director of Delta Petroleum Corporation from February 2008 to November 2011
- Prior to joining the Company, worked in the financial industry for over 10 years, serving as Managing Director and Co-Director of Research for Deutsche Morgan Grenfell and Director of Research and Managing Director for Deutsche Bank

**Daniel J. Taylor – Director since 2007**

- Employed as an executive of Tracinda since 2007
- President of Metro-Goldwyn-Mayer Inc. (“MGM Studios”) from April 2005 to January 2006 and Senior Executive Vice President and Chief Financial Officer of MGM Studios from June 1998 to April 2005
- Director of Inforte Corp. from October 2005 to 2007
- Chairman of the Board of Directors of Delta Petroleum Corporation since May 2009 (and a director since February 2008), and a member of the Audit Committee and Nominating and Corporate Governance Committee of such company

**Executive Officers of MGM Resorts International****James J. Murren, Chairman, Chief Executive Officer, President**

Mr. Murren has served as Chairman and Chief Executive Officer of the Company since December 2008 and as President since December 1999. He served as Chief Operating Officer from August 2007 through December 2008. He was Chief Financial Officer from January 1998 to August 2007 and Treasurer from November 2001 to August 2007.

**Robert H. Baldwin, Chief Design and Construction Officer**

Mr. Baldwin has served as Chief Design and Construction Officer since August 2007. He served as Chief Executive Officer of Mirage Resorts from June 2000 to August 2007 and President and Chief Executive Officer of Bellagio LLC from June 1996 to March 2005.

**William J. Hornbuckle, Chief Marketing Officer**

Mr. Hornbuckle has served as Chief Marketing Officer since August 2009. He served as President and Chief Operating Officer of Mandalay Bay Resort & Casino from April 2005 to August 2009. He served as President and Chief Operating Officer of MGM MIRAGE – Europe from July 2001 to April 2005. He served as President and Chief Operating Officer of MGM Grand Las Vegas from October 1998 to July 2001.

**Corey I. Sanders, Chief Operating Officer**

Mr. Sanders has served as Chief Operating Officer since September 2010. He served as Chief Operating Officer for the Company's Core Brand and Regional Properties from August 2009 to September 2010, as Executive Vice President – Operations from August 2007 to August 2009, as Executive Vice President and Chief Financial Officer for MGM Grand Resorts from April 2005 to August 2007 and served as Executive Vice President and Chief Financial Officer for MGM Grand from August 1997 to April 2005.

**Daniel J. D'Arrigo, Executive Vice President, Chief Financial Officer and Treasurer**

Mr. D'Arrigo has served as Executive Vice President and Chief Financial Officer since August 2007 and Treasurer since September 2009. He served as Senior Vice President – Finance of the Company from February 2005 to August 2007 and as Vice President – Finance of the Company from December 2000 to February 2005.

**Phyllis A. James, Executive Vice President, Special Counsel – Litigation and Chief Diversity Officer**

Ms. James has served as Executive Vice President and Special Counsel – Litigation since July 2010 and as Chief Diversity Officer since 2009. She served as Senior Vice President, Deputy General Counsel of the Company from March 2002 to July 2010. From 1994 to 2001, she served as Corporation (General) Counsel and Law Department Director for the City of Detroit. In that capacity she also served on various public and quasi-public boards and commissions on behalf of the City, including the Election Commission, the Detroit Building Authority and the Board of Ethics.

**Aldo Manzini, Executive Vice President and Chief Administrative Officer**

Mr. Manzini has served as Executive Vice President and Chief Administrative Officer since March 2007. Prior thereto, he served as Senior Vice President of Strategic Planning for the Walt Disney Company and in various senior management positions throughout his tenure from April 1990 to January 2007.

**John M. McManus, Executive Vice President, General Counsel and Secretary**

Mr. McManus has served as Executive Vice President, General Counsel and Secretary since July 2010. He served as Senior Vice President, Acting General Counsel and Secretary of the Company from December 2009 to July 2010. He served as Senior Vice President, Deputy General Counsel and Assistant Secretary from September 2009 to December 2009. He served as Senior Vice President, Assistant General Counsel and Assistant Secretary of the Company from July 2008 to September 2009. He served as Vice President and General Counsel for CityCenter's residential and retail divisions from January 2006 to July 2008. Prior thereto, he served as General Counsel or Assistant General Counsel for various of the Company's operating subsidiaries from May 2001 to January 2006.

**Christopher Nordling, Executive Vice President of Operations**

Mr. Nordling has served as Executive Vice President of Operations since December 2011. He is also Executive Vice President and Chief Financial Officer for CityCenter, a position he has held since September 2007. Mr. Nordling also served as the Executive Vice President and Chief Financial Officer of Mirage Resorts from 2005 to 2007. Prior to that, Mr. Nordling served as the Executive Vice President and Chief Financial Officer of Bellagio from 2000 to 2005.

**William M. Scott IV, Executive Vice President – Corporate Strategy and Special Counsel**

Mr. Scott has served as Executive Vice President - Corporate Strategy and Special Counsel since July 2010. He served as Senior Vice President and Deputy General Counsel of the Company from August 2009 to July 2010. Previously, he was a partner in the Los Angeles office of Sheppard, Mullin, Richter & Hampton LLP, specializing in financing transactions, having joined that firm in 1986.

**Robert C. Selwood, Executive Vice President and Chief Accounting Officer**

Mr. Selwood has served as Executive Vice President and Chief Accounting Officer since August 2007. He served as Senior Vice President – Accounting of the Company from February 2005 to August 2007 and as Vice President – Accounting of the Company from December 2000 to February 2005.

**Rick Arpin, Senior Vice President – Corporate Controller**

Mr. Arpin has served as Senior Vice President – Corporate Controller of the Company since August 2009. He served as Vice President of Financial Accounting of the Company from January 2007 to August 2009. He served as Assistant Vice President of Financial Reporting from January 2005 to January 2007, and as Director of Financial Reporting from May 2002 to January 2005.

**Alan Feldman, Senior Vice President of Public Affairs**

Mr. Feldman oversees the planning and implementation of the Company's corporate communications efforts as well as its government relations programs. He also has been an integral contributor to the Company's industry-leading Corporate Social Responsibility efforts. Throughout his career, Mr. Feldman has been involved in a wide array of industry issues with a particular focus in areas concerning responsible gaming. Mr. Feldman was elected as Chairman of the Board of the National Center for Responsible Gaming in January 2012 and has been a long-serving member of the Advisory Board of the Nevada Council on Problem Gambling. He previously served as a member of the Athletes and Addictions Task Force at Harvard University Medical School, Division of Addictions.

**James A. Freeman, Senior Vice President – Capital Markets and Strategy**

Mr. Freeman has served as Senior Vice President – Capital Markets and Strategy since March 2010. Previously, he was the Senior Vice President and Chief Financial Officer of Fontainebleau Resorts, having joined that company in 2006. Prior thereto, he held various investment banking positions with Banc of America Securities from 1998 to 2006.

**Shawn T. Sani, Senior Vice President – Taxes**

Mr. Sani has served as Senior Vice President – Taxes of the Company since July 2005. He served as Vice President – Taxes of the Company from June 2002 to July 2005.

**LOCAL PARTNERS****Springfield Partners**

The following individuals have an interest in MGM Springfield.

**Paul C. Picknelly**

Starting his career at the age of 18 in a family-owned and -operated business, Mr. Picknelly moved from the bus industry as the Senior Vice President and Chief Operating Officer at Peter Pan Bus Lines in 1994 into commercial real estate management and development. As the President of Falcon Hotel Corporation, Mr. Picknelly owns and operates four hotels: Sheraton Springfield, Hilton Garden Inn Springfield located at the Basketball Hall of Fame, Hilton Garden Inn Worcester located across the street from the DCU Convention Center and Country Inn & Suites at the Delany House in Holyoke.

Mr. Picknelly also owns and operates the largest commercial real estate project in the Commonwealth of Massachusetts outside of the city of Boston. Monarch Place is a mixed-use building consisting of a 325-room Sheraton hotel and a 25-story office building consisting of approximately 1,000,000 square feet. Monarch place is located in the heart of Downtown Springfield. Other development projects completed by Monarch Enterprises LLC and led by Mr. Picknelly are the Westfield District Courthouse in Westfield, MA, and the Thomas J. O'Connor Animal Control & Adoption Center in Springfield, MA.

Mr. Picknelly has the following professional affiliations:

- MCCA (Massachusetts Convention Center Authority)
- Board Member of the Greater Springfield Convention & Visitors Bureau
- Board of Directors of the Springfield Business Improvement District
- Board of Directors of the Springfield Chamber of Commerce
- Board of Directors of Chicopee Savings Bank
- Former Chairman of the Corporate Annual Fund Drive for the Massachusetts Society for the Prevention of the Cruelty to Animals
- Former Sheraton Owners Advisory Board of Directors
- Former Board of Directors of the Massachusetts Lodging Association
- Former Board of Trustees for Elms College — Chicopee, MA

**Francis J. Cataldo, Jr.**

Mr. Cataldo is President of C&W Realty Enterprises LLC and currently owns and manages a diverse portfolio of assets including office, retail, industrial and parking properties.

Mr. Cataldo's professional and community activities include the following:

- Springfield Business Improvement District – Board of Directors and former Chair
- Springfield Museums – Trustee and Chair of Physical Plant Committee
- Hartsprings Foundation – President
- PeoplesBank – Corporator
- Roca - Springfield – Advisory Board Member
- Big Brothers Big Sisters of Hampden County – Former Member of Board of Directors and past President
- Economic Development Council of Western Massachusetts – Former Member of Board of Directors

**Thomas D. Murphy, Jr. Esq.**

Mr. Murphy is a licensed Massachusetts attorney, former Prosecutor for the City of Chicopee and is currently Of Counsel for Murphy McCoubrey

- Founder & Chairman, EstateWorks Inc. – National online Trust & Estate workflow system for commercial banks and law firms
- Chairman, Convenient Cards – National General Purpose Debit Card Company
- Director, Connecticut Attorney's Title Insurance Company
- Director, CATIC Financial Inc. (Parent Corp. CATIC Insurance Co.)
- Partner, GM&M Realty Trust – Western MA real estate development company
- Partner, Williamson Commercial Properties LLC – Western MA commercial real estate brokerage company
- Principal, New England Outdoor Advertising LLC – Western MA billboard company
- Clerk of the Corporation, Falcon Hotel Corp. Springfield, Sheraton Springfield, Hilton Garden Inn, Springfield, Country Inn Suites, Holyoke
- Member Massachusetts Bar Association, Hampden

Mr. Murphy is a former US Army, 1st Lieutenant, Infantry (Bronze Star Medal – Vietnam) and is involved with the following civic associations:

- Baystate Medical Center – Former Trustee
- Chicopee Savings Bank – Former Trustee
- Elms College, Chicopee MA. – Former Trustee, Chairman of Board
- Chamber of Commerce – Former Trustee, 1993 Citizen of the Year
- Elms College – Building Committee Chair, Bishop McGuire Center
- Chicopee Boys & Girls Club – Past Director, Former President
- Chicopee Parade Committee – Former President
- St. Patrick's Parade Committee – Grand Marshal
- Chicopee Chamber of Commerce – Former Director
- United Way of Chicopee – Former Chairman
- Disabled Veterans of America – Life Member

**Rolling Hills Development LLC/Rolling Hills Trust**

The Company entered into an agreement with Rolling Hills Estates Realty Trust (“Rolling Hills”) pursuant to which Rolling Hills will receive certain payments based on a percentage of gross revenue in the event that MGM Springfield is successful in securing a license to develop and operate a gaming facility in Springfield, Massachusetts. The principals of Rolling Hills are Vincent F. Barletta and David J. Callahan.

**Vincent F. Barletta, Manager Rolling Hills Development LLC and Trustee Rolling Hills Trust**

Mr. Barletta serves as the President and Treasurer of Barletta Engineering Corporation and Barletta Heavy Division. Mr. Barletta was instrumental in the founding and growth of Whirlwind Capital which is the real estate development arm of the Barletta Companies, to its present worth with over \$60M in real estate and equipment holdings.

**David J. Callahan, Trustee Rolling Hills Trust**

Mr. Callahan serves as Chairman of Palmer Paving Corporation. Palmer Paving Corporation is a fully integrated heavy civil construction firm. With offices and plants in Palmer, Springfield, Easthampton and Barre, MA, the company operates four combination drum and batch Hot Mix Asphalt (HMA) manufacturing facilities. In addition, the company has active quarries and sand and gravel processing plants.

**Davenport Companies**

MGM Springfield is partnering with Davenport Companies (“Davenport”) to lead development of the entertainment, retail, office and residential components of the Project. Davenport is based in Massachusetts and specializes in development, management, and repositioning of commercial real estate. Davenport manages and advises 95 retail properties between Washington D.C. and Boston. Davenport’s effort for MGM Springfield is led by Charles Irving.

**Charles Irving, Principal of Davenport Companies**

Mr. Irving has 25 years of commercial real estate experience and has participated in the acquisition, development and redevelopment of over 50 commercial properties within the Washington D.C./Boston corridor. In the Springfield area, he has been part of the successful development of projects in Sturbridge, Ware, East Springfield, Hadley, Pittsfield, Westfield and Windsor CT.

Mr. Irving began his career at Cushman and Wakefield in Denver and then Cabot, Cabot and Forbes in Boston. In 1990, he and his partners formed Great Island Development to assist Wal-Mart’s entry into the Northeast. In addition to working with MGM Springfield, Davenport manages a private retail acquisition fund, asset manages a \$500 million shopping center portfolio for Dividend Capital, and serves as advisor to Rothschild Inc. on a retail portfolio in excess of 7 million square feet.



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### 3 • EXPERIENCE

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*A description of proposer's experience during the last ten (10) years in designing, developing and/or operating destination casino resort projects. For each such project, include the name and location, the total dollar investment, number of gaming devices, number and types of amenities including hotel rooms, restaurants, convention centers, entertainment venues or others, total gaming revenues for the last three (3) years, total non-gaming revenues for the last three (3) years, number of full-time employees and approximate size of the site on which the project is located.*

#### **Company Overview**

MGM Resorts has significant experience developing and operating destination casino resorts, that are architecturally compelling, fully integrated leisure resort destinations that include substantial non-gaming attractions, such as first-rate hotel, convention and spa facilities, restaurants, bars, nightclubs and entertainment lounges with live music.

The MGM Resorts portfolio includes many award-winning properties, including six AAA Five Diamond hotels and three AAA Five Diamond restaurants. The following tables provide summary information on all MGM Resorts casino resort properties developed or in operation during the last 10 years, which are currently in the Company's portfolio.

**Properties Overview**

**IN LAS VEGAS MSA**

	<b>CityCenter</b>	<b>Bellagio</b>	<b>MGM Grand</b>	<b>Mandalay Bay</b>	<b>The Mirage</b>	<b>Monte Carlo</b>
Location	Las Vegas	Las Vegas	Las Vegas	Las Vegas	Las Vegas	Las Vegas
Opening Date	Dec 09	Main Hotel - Oct 98 Spa Tower - Dec 04	MGM Grand - 93 Convention - 98 Mansion - 98 Signature - 06-07	MB - Mar 99 THEhotel & Convention - Dec 03	Nov 89	Jun 96
Investment <sup>[1]</sup>	\$8.8B	Main Hotel \$1.6B Spa Tower \$375MM	Grand \$954MM Conv. \$96MM Mansion \$198MM Sig. \$654MM	MB \$950MM THEhotel & Convention \$455MM	\$620MM	\$344MM
<b>Gaming Devices</b>						
Slots	2,005	2,135	1,964	1,766	1,746	1,412
Tables	132	143	169	93	94	58
Hotel Rooms	5,826	3,933	6,020 <sup>[2]</sup>	4,752	3,044	2,992
Restaurants	30	19	29	30	18	18
Retail Outlets	58	29	23	43	16	15
Meeting Space (SF)	323,000	200,000	596,000	1,723,000	172,000	30,400
Entertainment Venues	1	1	4	1	2	1
<b>Gaming Revenues (MM)</b>						
2011	\$445.5	\$445.1	\$322.0	\$172.2	\$167.8	\$84.6
2010	\$351.3	\$415.1	\$356.5	\$170.6	\$179.4	\$78.6
2009	\$48.3	\$445.2	\$399.3	\$183.3	\$233.4	\$75.5
<b>Non-Gaming Revenues (MM)</b>						
2011	\$593.3	\$806.5	\$727.1	\$669.8	\$472.8	\$189.7
2010	\$527.9	\$763.5	\$677.9	\$613.9	\$448.1	\$169.5
2009	\$22.0	\$771.0	\$690.2	\$602.9	\$467.8	\$160.0
Employees (FTEs)	6,632	6,473	6,578	5,158	3,564	1,982
Site Size (Acres)	55	76	102	100	84	28

[1] In opening date dollars.

[2] Including 1,006 Signature rooms available for rent.

**Properties Overview**

**IN LAS VEGAS MSA (CONTINUED)**

	<b>New York-New York</b>	<b>Luxor</b>	<b>Excalibur</b>	<b>Circus Circus</b>	<b>Railroad Pass</b>	<b>Gold Strike</b>
Location	Las Vegas	Las Vegas	Las Vegas	Las Vegas	Henderson	Jean
Opening Date	Jan 97	Pyramid - 93 N&S Towers - 98	Jun 90	Casino - 68 Casino Tower - 75 Twin Tower - 75 RV Park - 79 Manor - 80 Skyrise Tower - 86 A'Dome - 93 West Tower - 96	Aug 31	Dec 87
Investment <sup>[1]</sup>	\$485MM	Pyramid \$375MM N&S Towers \$675MM	\$290MM	Not Available	\$20MM	\$31MM
<b>Gaming Devices</b>						
Slots	1,451	1,363	1,575	1,480	324	448
Tables	69	62	61	44	6	7
Hotel Rooms	2,024	4,400	3,981	3,767	120	300
Restaurants	19	19	23	18	3	3
Retail Outlets	18	14	19	26	1	1
Meeting Space (SF)	21,500	20,000	12,200	21,400	0	0
Entertainment Venues	2	2	2	0	0	0
<b>Gaming Revenues (MM)</b>						
2011	\$99.0	\$83.4	\$86.1	\$68.5	\$10.4	\$11.4
2010	\$93.1	\$84.8	\$86.6	\$67.5	\$10.4	\$13.7
2009	\$97.4	\$92.9	\$94.1	\$76.7	\$10.4	\$15.1
<b>Non-Gaming Revenues (MM):</b>						
2011	\$186.5	\$267.8	\$186.5	\$137.9	\$5.8	\$35.9
2010	\$176.5	\$254.0	\$181.9	\$128.7	\$5.9	\$31.2
2009	\$177.1	\$276.3	\$194.1	\$136.1	\$5.6	\$28.7
Employees (FTEs)	1,566	2,464	1,985	2,027	187	227
Site Size (Acres)	20	60	53	69	9	51

[1] In opening date dollars.

**Properties Overview**

**OUTSIDE LAS VEGAS MSA**

	<b>MGM Macau</b>	<b>MGM Grand Detroit</b>	<b>Beau Rivage</b>	<b>Gold Strike Tunica</b>	<b>Circus Circus Reno</b>
Location	Macau S.A.R.	Detroit, MI	Biloxi, MS	Tunica, MS	Reno, NV
Opening Date	Dec 07	Temp. - Jul 99 Perm. - Oct 07	Orig. - 99 Renov. - 06	Sep 94	Jul 78
Investment <sup>[1]</sup>	\$1.25B	Temp. - \$230MM Perm. - \$800MM	Orig. - \$800MM Renov. - \$550MM	\$77.0MM	\$14.6MM
Gaming Devices:					
Slots	1,184	4,026	2,048	1,303	915
Tables	427	95	85	55	35
Hotel Rooms	582	400	1,740	1,133	1,572
Restaurants	9	6	11	6	7
Retail Outlets	5	1	11	1	6
Meeting Space (SF)	16,000	30,000	54,200	30,000	23,600
Entertainment Venues	0	0	1	1	0
Gaming Revenues (MM):					
2011	\$1,549.4M	\$518.2	\$264.0	\$130.1	\$29.6
2010	\$1,532.3M	\$498.4	\$255.4	\$139.0	\$30.4
2009	\$944.7M	\$475.7	\$254.8	\$139.6	\$32.6
Non-Gaming Revenues (MM):					
2011	\$80.4M	\$96.5	\$152.9	\$46.2	\$45.7
2010	\$102.5M	\$89.4	\$147.1	\$53.2	\$46.9
2009	\$86.2M	\$85.4	\$148.8	\$52.2	\$47.0
Employees (FTEs)	5,089	2,434	2,583	1,285	865
Site Size (Acres)	10	27	41	24	10

[1] In opening date dollars.

**A World-Class Collection of Brands**

MGM Resorts offers resort, residential living and retail developments providing unsurpassed service and amenities. The following pages provide more detailed descriptions of the resorts of MGM Resorts.

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# Embrace water and WONDER.

AAA Five Diamond Bellagio is an exquisite choice for the world's most discerning travelers. It is home to award-winning dining, the lush Conservatory & Botanical Gardens, a sumptuous Spa & Salon and luxury shopping. At the resort's entrance, guests will enjoy the beauty and romance of the sensational Fountains of Bellagio™.

- AAA Five Diamond Award-winning restaurants:
  - Le Cirque and Picasso
- Three Master Sommeliers
- "O™" by *Cirque du Soleil*®
- Sophisticated and stylish nightlife: Hyde Bellagio and The Bank
- Bellagio Gallery of Fine Art
- 8,200 employees



## *A city like* **NO OTHER.**

CityCenter is a remarkable community filled with fine art and spectacular architecture. It is home to the 4,004-room ARIA, Mandarin Oriental, Las Vegas, the astonishing Crystals shopping, dining and nightlife district, Vdara Hotel & Spa and Veer Towers. This is a place of high-tech meeting spaces, brilliant residences, world-class spas, extraordinary dining, modern art and seductive lounges.

- An astonishing number of restaurants from the world's most talented chefs
- One of the world's premier shopping destinations, Crystals
- A stunning destination for spa and wellness, with three world-class offerings
- Six LEED® Gold certifications from the US Green Building Council
- The CityCenter Fine Art Collection featuring work by 15 internationally renowned artists



Henry Moore, *Reclining Connected Forms*, 1969–1974  
Reproduced by permission of the Henry Moore Foundation



# The awe of ARIA.

AAA Five Diamond Award-winning ARIA features an unprecedented collection of world-class amenities including innovative guest room technology, award-winning dining from acclaimed chefs, exhilarating nightlife, a luxurious spa and salon, premium meeting space and thrilling entertainment. Recipient of the US Green Building Council's LEED® Gold certification, ARIA redefines the Las Vegas experience.

- 4,004 stunning guest rooms and suites featuring advanced integrated technology
- Full-service spa, salon, barbershop and fitness facility
- 16 restaurants; 10 lounges
- 300,000 square feet of meeting and pre-function space
- 7,500 employees





THE MANSION  
at MGM Grand

# The best-kept SECRET.

A stay at The Mansion at MGM Grand is not merely a visit, but an extraordinary experience, exceeding every expectation for exquisite service and absolute luxury. Imagine an enclave of privacy and pleasure where the sensual riches of Tuscany reach their fullest expression. While a brief sojourn through the romantic hills of Chianti is enough to leave an indelible mark on the memory, so too is a stay at The Mansion, where remarkable hours and magical days illuminate a lifetime.



# Luxury on a higher PLANE.

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Perched atop MGM Grand, the AAA Five Diamond SKYLOFTS is an exclusive haven where sweeping views and unparalleled personal service come together for a luxury boutique hotel experience like no other. World-renowned designer Tony Chi created a space that places every guest on a pedestal high above the city below. The top of the world has been relocated.



Aria | sky  
suites™

# High above THE WORLD.

Arrive by limousine at a VIP entrance that few ever see. Be whisked up to luxury via private elevator. Discover all this AAA Five Diamond Award-winning destination has to offer — restaurants from world-renowned chefs, mesmerizing nightlife, an indulgent spa and salon and an acclaimed Fine Art Collection. Slip seamlessly back into the privacy of your lavish Sky Suites retreat overlooking the city.



# Luxury AWAITS.

Mandarin Oriental, Las Vegas features sophisticated luxury hotel accommodations and residences prominently located at the entrance of CityCenter. Awarded the esteemed AAA Five Diamond Award and the coveted Forbes Five-Star Award for its hotel, spa and restaurants. Mandarin Oriental offers fine dining, a relaxing spa, spectacular accommodations and legendary service, all steps from some of the city's most renowned shopping and entertainment.

- 47 story world-class hotel and residential tower
- 392 guest rooms and suites and 225 distinctive residences
- The Forbes Five-Star Spa at Mandarin Oriental features holistic experiences and treatments
- 5 restaurants and lounges featuring Twist by Pierre Gagnaire and the 23rd floor Sky Lobby
- Over 12,000 square feet of sophisticated function space



# Your Private SANCTUARY.

Located on the top five stories of Mandalay Bay's main tower is the luxurious Four Seasons Hotel. Take the private elevator up and prepare to experience the pinnacle of service and style in a graciously intimate environment. It's everything you've come to expect from a Four Seasons resort.

- Private pool with dedicated attendants
- Access to Mandalay Bay Beach and wave pool
- Charlie Palmer Steak restaurant
- Serenity on The Strip



# Always a Grand ENTRANCE.

MGM Grand is indeed grand with 5,000 guest rooms, suites, lofts and private villas and all the entertainment and dining Las Vegas has to offer. Browse the luxurious shops or indulge in world-class treatments at MGM Grand Spa & Health Club. Relax at the lush, tropical landscape of the Grand Pool Complex before embarking on the ultimate Vegas nightlife experience.

- One of the world's largest resorts
- World-renowned entertainment and events at the Grand Garden Arena
- A 380,000-square-foot conference center
- Signature restaurants from Joël Robuchon, Tom Colicchio, Michael Mina, Wolfgang Puck and Emeril Lagasse
- KÀ™ by *Cirque du Soleil*®
- Wet Republic dayclub pool
- Hollywood Theatre featuring Las Vegas' brightest stars
- 8,100 employees

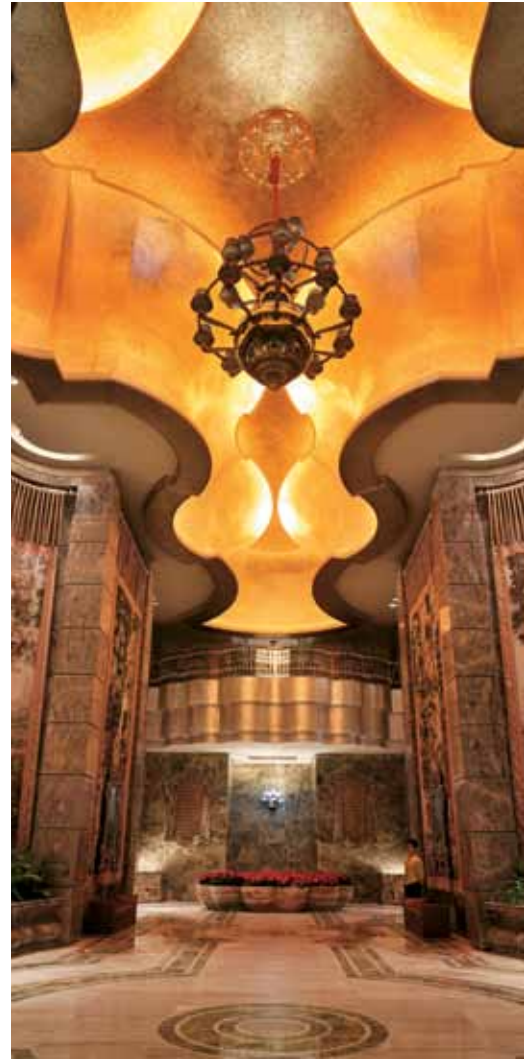
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## Both Getaway and GATEWAY.

The Signature provides serene luxury, while being directly connected to the energy and excitement of MGM Grand. Venture out for a swim in one of three private pools, a workout in our fitness center or a drink at The Lounge. Our premier concierge service will organize gourmet in-suite dining while you enjoy breathtaking balcony views from your suite.

- Private balconies
- Flat-screen TVs
- Full kitchens
- Lavish bathrooms
- 700 employees

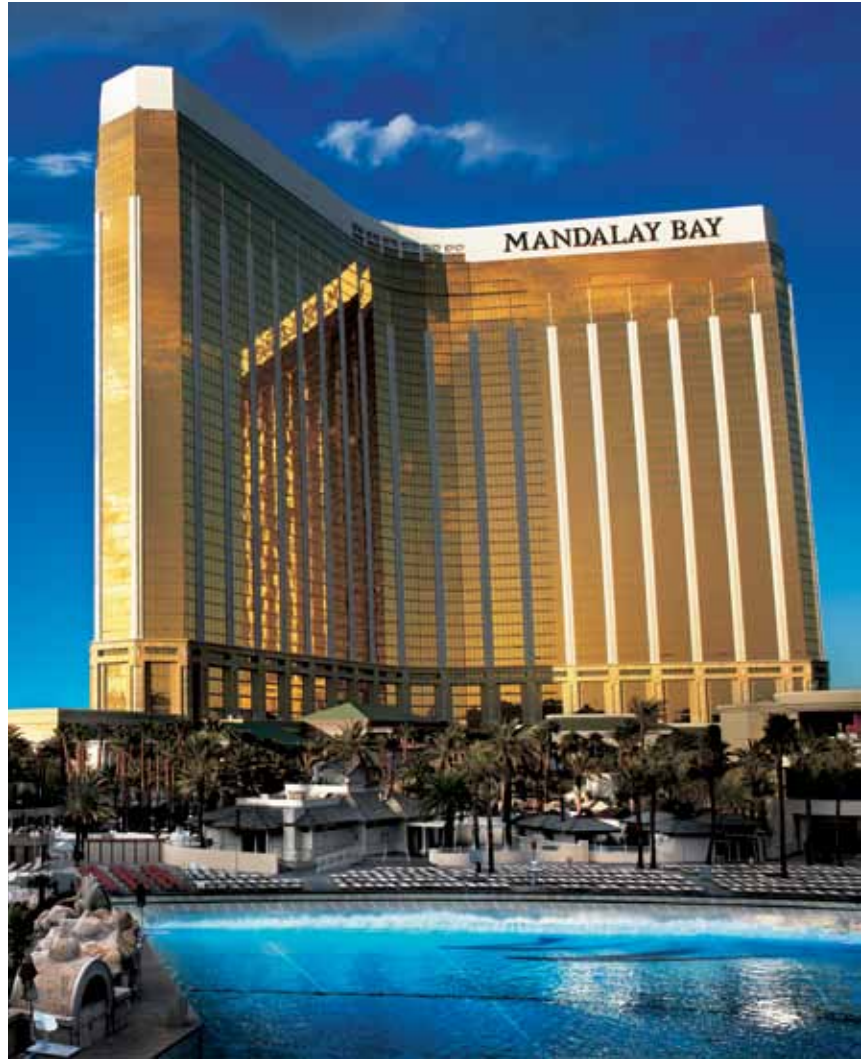


# Asian PROMINENCE.

MGM Macau is a luxury resort located on Macau's waterfront. With 582 rooms, the 35-story hotel tower rises 154 meters into the sky, as the glass exterior reflects the hues of the South China Sea and the swell of the ocean surf. The resort boasts a number of distinguishing features, including the architecturally stunning 1,088-square-meter Grande Praça.

MGM Macau is dedicated to providing guests with world-class entertainment facilities and services. In addition to the Six Senses Spa and authentic and intriguing art pieces that fill the resort, guests have 12 signature restaurants and lounges to fulfill any gastronomic craving. MGM Macau has become the region's one-of-a-kind venue for meetings and conventions, providing a total convertible convention space of 1,452 square meters, offering a refined sense of style and purpose.





# A True Resort on the VEGAS STRIP.

Mandalay Bay is an expansive 120-acre resort offering a myriad of daytime and nighttime indulgences. Guests can stretch out on more than 2,700 tons of sand and let the sounds of crashing waves wash over their subconscious. Dine at one of the resort's many world-class restaurants, catch a show at the House of Blues, a concert at the 12,000-seat Events Center or sip a cocktail on the balcony of miX, with its spectacular view of The Strip.

- 3,600 guest rooms and suites
- 1.7 million-square-foot convention and conference center
- An 11-acre beach with giant wave pool and Lazy River
- 12,000-seat Events Center
- Signature restaurants featuring eight celebrity chefs
- Moorea adult dayclub with European-style bathing
- Top entertainment, including shows at the House of Blues
- 6,800 employees



THEhotel  
AT MANDALAY BAY

# Understated SOPHISTICATED.

THEhotel at Mandalay Bay ushers in a new model of understated luxury, affording guests a haven of sophistication and service on par with the best boutique hotels in the world. Elegantly appointed suites and stylish lobby areas set a tone of confident discretion, while a carefully tailored roster of amenities provides an unparalleled atmosphere for attending to both business and pleasure.

- 43 stories with 1,117 one-bedroom suites
- Plasma TVs and high-speed Internet access in every room
- Tile entries, wet bars and superb fixtures
- Bathhouse Spa and the gym
- Billiards lounge, lobby bar, coffee bar and café



# VEGAS

## Starts Here<sup>®</sup>.

The Mirage is the original Vegas megaresort, a Four-Diamond Award winner located center-Strip. With contemporary accommodations, dynamic entertainment, nightlife and dining and one of the city's favorite pools, The Mirage is the quintessential Vegas getaway.

- The Beatles™ LOVE™ by *Cirque du Soleil*®
- Terry Fator: Ventriloquism in Concert
- Aces of Comedy™ Signature Comedy Series
- 1 OAK Nightclub
- Siegfried & Roy's Secret Garden and Dolphin Habitat
- 4,400 employees



# Come See and BE SEEN.

A Forbes Four-Star and AAA Four-Diamond Award winning hotel, MGM Grand Detroit features 400 chic and stylish guest rooms, including nine rooftop VIP suites and 56 opulent corner suites. Along with a promise to provide the ultimate entertainment experience, MGM Grand Detroit makes a substantial economic impact as one of the largest employers in southeast Michigan and through support of local businesses. In addition, the MGM Grand Detroit Charitable Giving Program promotes social investments that make an amazing difference in the community.

- Concierge level with full-service staff
- IMMERSE spa, the only Forbes Four-Star Award-winning resort-style spa in Michigan
- 30,000 square feet of flexible event space
- Detroit's "Newest Old Sports Pub", TAP
- 3,100 employees



*Beau Rivage*  
RESORT & CASINO • BILOXI

## A Coastal CLASSIC.

There's a place in Mississippi where all your senses are heightened and all your expectations are exceeded. From 1,740 beautifully appointed rooms, including 95 luxurious suites, the only thing you'll have to worry about is where to start. Experience dining perfection in signature restaurants like BR Prime. Discover golf nirvana on our Tom Fazio-designed golf masterpiece. Add in a spa worthy of the "Top 25 Spas in America" honor, and you'll realize that no other resort captures that spark, that exhilaration like Beau Rivage.

- AAA-Four Diamond Award winner
- Phenomenal signature restaurants like Jia and BR Prime
- Fallen Oak — world-class golf course by designer Tom Fazio
- State-of-the-art 1,550-seat theater
- 50,000 square feet of available meeting space
- 2,800 employees

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**CIRCUS  
CIRCUS**  
LAS VEGAS

# Fun for any and EVERYONE.

A Las Vegas icon, Circus Circus is the perfect place for the young at heart. A Carnival Midway showcasing world-class circus acts and The Adventuredome, a thrilling five-acre indoor theme park — there's fun for all ages at Circus Circus. Enjoy comfortably appointed guest rooms, eight dining options and unique attractions under one roof.

- THE Steak House — Zagat rated as Top Steakhouse in Las Vegas
- Free world-class circus acts
- Carnival Midway and Arcade
- The Adventuredome Theme Park
- 2,700 employees



*Monte Carlo*  
LAS VEGAS RESORT AND CASINO

# Unpretentiously YOURS.

At Monte Carlo, enjoy extravagance without extravagant prices, service without the attitude and unpretentious luxury from the moment you walk through the door. At Monte Carlo, when you're in our AAA-Four Diamond Award-winning resort, you'll get all this and more: poolside cabanas, a tranquil spa and amazing restaurants and lounges. Since we have a premier location in the heart of The Strip, you'll be right in the middle of all the action.

- BRAND Steakhouse
- Diablo's Cantina
- Andre's French Restaurant
- HOTEL32 — exclusive boutique hotel
- Wave Pool and 400-foot-long Lazy River
- 2,400 employees



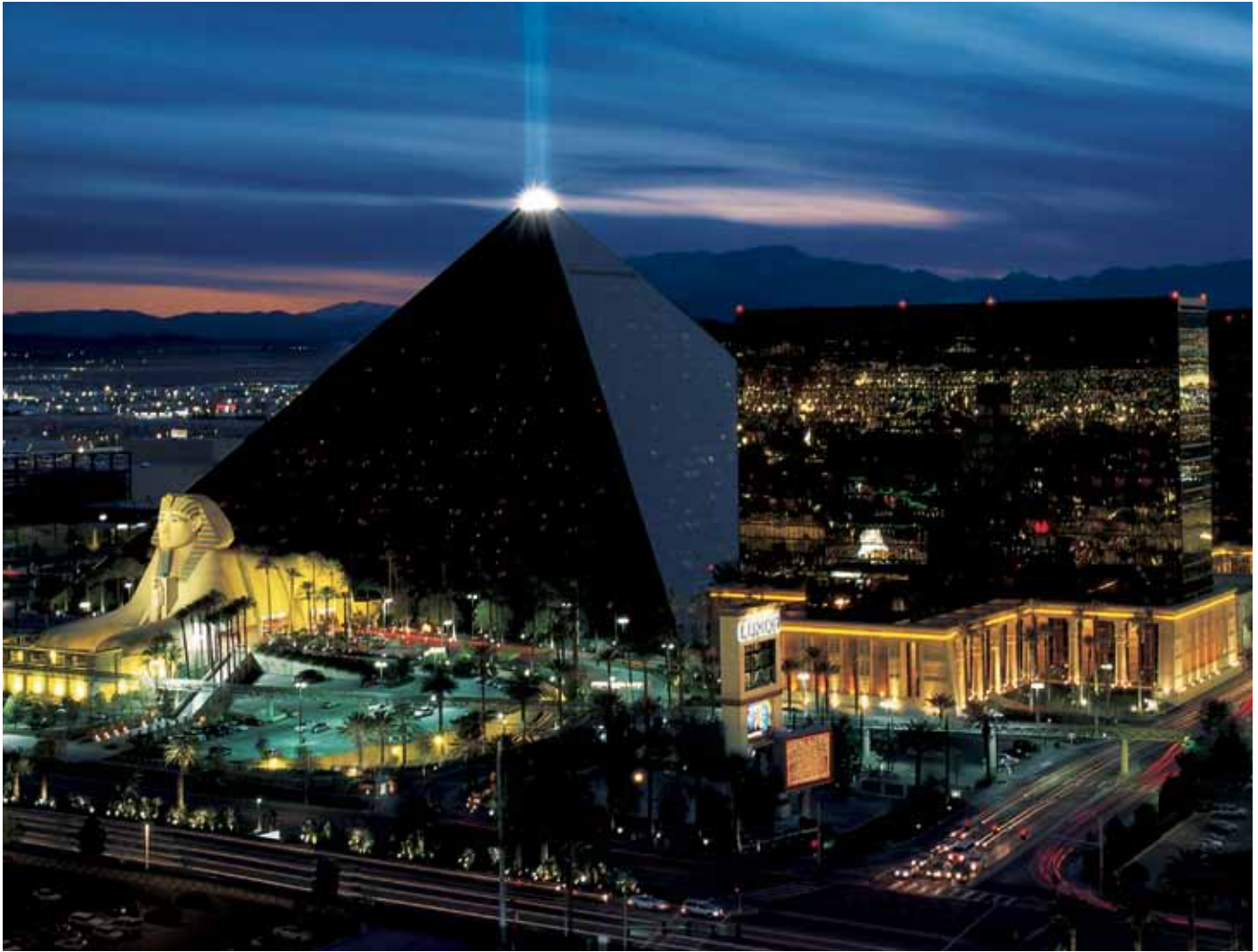
**NEW YORK NEW YORK.**  
**LAS VEGAS HOTEL & CASINO**

# BE a Part of It.

No matter what “It” is, you want an experience you can Be A Part Of at New York-New York. The excitement of the streets of New York come to life with a distinctly Vegas attitude. New York-New York features 12 New York-inspired skyscrapers, a 150-foot replica of the Statue of Liberty and a 300-foot replica of the Brooklyn Bridge. New York-New York is home to the world-famous dueling pianos inside Bar at Times Square, an authentic Irish pub—Nine Fine Irishmen, Gallagher’s Steakhouse and Il Fornaio Italian restaurant.

- The Roller Coaster
- *Zumanity™ The Sensual Side of Cirque du Soleil™*
- Coyote Ugly Nightclub, Bar at Times Square and Pour 24
- Broadway Theater
- Chin Chin Café
- The Sporting House Bar & Grill
- 2,000 employees





**LUXOR**<sup>®</sup>  
LAS VEGAS

# A Timeless THRILL.

The exhilarating Luxor Las Vegas rises to the top of the pleasure pyramid. Experience **CRISS ANGEL**<sup>®</sup> Believe™ from *Cirque du Soleil*<sup>®</sup> — the most spectacular illusions from the magician of the century. Dine at Rice & Company and enjoy an array of Japanese and Chinese dishes as well as specialty cocktails and an expansive sake menu. Discover **BODIES... The Exhibition** and **Titanic: The Artifact Exhibition**, or meet Hollywood's A-list at **LAX Nightclub** or **CatHouse Boutique Nightclub**.

- Carrot Top
- Fantasy — The Strip's Biggest Tease
- **TENDER**<sup>®</sup> steak & seafood
- T&T (Tacos & Tequila)
- 3,200 employees



**Excalibur**  
HOTEL • CASINO • LAS VEGAS

# Storybook GOOD TIMES.

Have a blast at Excalibur Las Vegas. Eat, drink and be rowdy at the Tournament of Kings Dinner Show. Experience Southern rock music and cuisine at Lynyrd Skynyrd BBQ and Beer, featuring Texas-style barbecue during the day and a late-night club experience with music and entertainment after hours. For all-age family fun, visit the Fun Dungeon.

- Thunder from Down Under
- The Australian Bee Gees: A Tribute to the Bee Gees
- Zagat Award winner The Steakhouse at Camelot
- Dick's Last Resort
- Drenched Pool and Restaurant
- 2,600 employees



**GS**  
**GOLD STRIKE**  
CASINO RESORT • TUNICA, MS

# WINNING Style.

Set just 20 miles south of Memphis, this jewel of the mid-South offers an incomparable overall experience. From the time you step into an oversized guest room or luxurious suite, you'll immediately be impressed with the accommodations. When it comes to cuisine, nothing in the area compares to the award-winning Gold Strike's Chicago Steakhouse. A beautifully designed, intimate 800-seat theater, the boutique Golden Reflections Spa and 30,000 square feet of convention and banquet space complete this beautiful picture.

- Over 1,100 guest rooms and suites
- Award-winning Chicago Steakhouse featuring prime-grade steaks and jet-fresh seafood
- 1,400 employees

# Nevada WONDERS.

## CIRCUS CIRCUS RENO

Action. Fun. Friendliness. It's three rings of excitement at Circus Circus Reno, with 1,572 of the biggest guest rooms in the city plus flexible convention space, restaurants for any craving and a signature Midway experience that's fun for all ages. No matter which part of this resort guests choose to clown around in, they'll enjoy the destination's unique focus on family-style customer service.

*Hound Hotel (pet friendly) | 15 minutes from Reno-Tahoe International Airport | Hotel shuttle service | Convention space | Free covered parking | Free flat lot parking (buses, trucks, motor homes) | 1,200 employees*

## GOLD STRIKE JEAN

Gold Strike is a more intimate resort, which means fast and easy access to the things you love to do. Located off Interstate 15 for those who can't wait to get in on the action.

*The Steak House at Gold Strike | Sutter's Snack Bar | 24/7 Bonanza Buffet | 260 employees*

## SILVER LEGACY

The exciting Silver Legacy, located in the heart of Downtown Reno, offers elegance and luxury with more than 1,700 rooms and suites. The captivating atmosphere of this beautiful Reno hotel offers world-class skiing, golfing and outdoor activities just minutes away. Silver Legacy offers all the amenities guests expect from a modern megaresort, while still emphasizing the award-winning customer service it built a reputation on.

*Top-name Reno entertainment in the Grande Exposition Hall and Catch a Rising Star Comedy Club | 50,000 square feet of meeting and convention space | Spectacular 120-foot automated antique mining rig set in the center of the resort under the world's largest composite dome with laser and light shows | 1,500 employees*

## RAILROAD PASS

You'll find good food at great prices and clean rooms at affordable rates. Nestled in the hills of Henderson, Nevada, on the way to historic Boulder City, Nevada, Railroad Pass is just a few minutes from Hoover Dam, the Las Vegas Strip, several world-class golf courses, skydiving, zip lines, kayaking, hiking trails and just about any adventure you can enjoy.

*Heritage Room Visitors Center and Museum | Iron Rail Café | The Steakhouse at the Pass Side Rail Lounge | Box Car Buffet | 200 employees*



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## 4 • IN-PROCESS PROJECTS

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*A brief description of any destination casino resort or other casino projects that proposer has publicly announced that proposer is in the process of pursuing, acquiring, developing or proposing to pursue, acquire or develop. Include the same information being requested in item 3, above, to the extent applicable, for each project.*

### **MGM Cotai**

MGM Resorts holds a controlling interest in MGM China Holdings Limited (“MGM China”), the entity that owns a gaming concession in Macau, China, and which operates MGM Macau. MGM China has an interest in developing a second gaming facility in Macau on the Cotai Strip, which as of this date, would be a \$2.5 billion facility, with a 1,600-room hotel and a casino with 500 table games and 2,500 slot machines. If awarded, the project is believed to take 36 months to construct.

### **Maryland**

MGM Resorts has been publicly supporting a statewide referendum that would allow for a sixth casino license for the development of a gaming facility in Prince George’s County, Maryland. Legislation approving the sixth license passed out of the State legislature and was signed by the Governor in August 2012. It must now be passed by the public in November. At this time, the proposed project would have 3,000 slot machines and 125-150 Las Vegas-style table games. No other details at this preliminary stage have been determined. Depending on the inclusion of a hotel in the program, MGM Resorts believes the project will range from \$600 million to \$800 million in total cost.

### **Toronto**

MGM Resorts has expressed an interest in a potential integrated resort opportunity in Toronto. The process there is very preliminary and the local provincial government is in the process of soliciting comments and interest of potential operators for both existing and potentially new gaming licenses. MGM Resorts has stated that depending on certain factors, including tax rate and location, the Company would be willing to invest in excess of \$2 billion on an “integrated resort” in Toronto, which could include approximately 200,000 square feet of casino space, approximately 1,000 hotel rooms, 100,000-square-feet of restaurant space, plus entertainment venues.

While MGM Resorts continues to pursue gaming opportunities in other markets throughout North America and globally, we do not believe that any of these opportunities is at a sufficiently advanced stage to be responsive to this question.

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## 5 • VISITS TO SPRINGFIELD

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*An indication as to whether proposer or its representatives have visited the City at any time during the last six (6) months for the purpose of determining whether the City would be a suitable location for the development of the Project.*

Beginning in early Spring 2012, senior executives of MGM Resorts, including Chairman Jim Murren, have made dozens of visits to the City of Springfield for the purpose of determining whether the City would be a suitable location for the development of a casino resort project. This culminated with an August 2012 announcement, publicly expressing MGM Resorts' interest in developing a project in the City and unveiling a proposed plan and location for that project (the "Project").

During the last six months, executives and representatives of MGM Resorts have maintained an almost constant presence in Springfield and have focused on developing a good understanding of the City's history, culture and economic needs. In its efforts to do so, the Company and its representatives have actively engaged with the City's business leaders, community organizations and citizens and, on October 9, 2012, will open its headquarters office at 1441 Main St.

Examples of MGM Resorts' involvement in the City over the past 6 months include:

- Sponsorship of Spirit of Springfield's Fourth of July fireworks display
- Hosted South End Community local business leadership breakfast at MassMutual Center
- Platinum Sponsor of Stone Soul festival
- Sponsorship of South End Community Center after-school program
- Hosted City business leaders dinner at MassMutual Center
- Committed to Sponsorship of Spirit of Springfield's Bright Nights
- Announced 2012-2013 season sponsorship of Springfield's Falcons

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## 6 • MINIMUM LAND REQUIREMENTS

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*An indication of the minimum amount of land proposer reasonably believes it will require for the Project.*

MGM Resorts believes it needs approximately 10 acres as the minimum amount of land to develop the Project. MGM Resorts has identified the general area in Downtown Springfield bound by Main Street and East Columbus Avenue and State Street and Union Street.

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## 7 • LAND UNDER CONTROL

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*An indication of the amount of land the proposer currently has under control (whether by contract, option or other means) in the City for the Project and/or proposer reasonably will be able to have under control within the next ninety (90) days. If proposer reasonably believes it will require the assistance of the City or one of its instrumentalities in order to obtain title to such land, please so indicate. Unless proposer would prefer to keep confidential its site description due to continuing negotiations with land owners or similar reasons, indicate with specificity the location of the proposer's site.*

### EXCISED MATERIAL

The general location of the land is the area bound by Main Street and East Columbus Avenue and State Street and Union Street in Downtown Springfield. MGM Springfield would prefer to keep any further details confidential at this stage based upon certain ongoing conversations with land owners in that area.



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## 8 • PROJECTED TOTAL COSTS

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*A summary of the projected total costs of the Project showing estimated land acquisition costs, hard costs (e.g., construction, site improvements, infrastructure, furnishings, etc.), construction soft costs (e.g., architectural, consulting fees, etc.), financial and other expenses.*

### Project Definition

**EXCISED MATERIAL**

### Projected Total Costs

Projected total costs for the Project (\$750 million – \$800 million) are summarized below.

Cost Category	\$ Millions

**EXCISED MATERIAL**

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## 9 • FINANCING

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### Ability to Finance the Project

MGM Resorts is extremely confident in its ability to successfully finance the Project based on the Company's sound general financial strength, significant portfolio of assets and an established record of meeting its financial development obligations. MGM Resorts has a current cash balance of approximately \$[ ].

MGM Resorts has the ability to fund the Project either on or off balance sheet.

#### **ON BALANCE SHEET (SIMILAR TO MGM GRAND DETROIT FUNDING)**

### EXCISED MATERIAL

To the extent MGM Resorts elected to fund the development through debt or new equity, the Company has demonstrated a proven ability to successfully access the capital markets, raising \$2.85 billion so far in 2012. These long-term capital raises at successively lower coupons demonstrate MGM Resorts' strong following in the bond market. In September 2012, MGM Resorts issued \$1 billion of senior unsecured notes at a rate of 6.75%. This represented the lowest coupon achieved by the Company since April 2006. Due to significant investor demand, the deal was upsized from \$700 million to \$1 billion. MGM Resorts has also raised significant equity capital over the past couple of years. In October 2010, MGM Resorts raised \$588 million through the sale of equity in a one day transaction. Even during the financial crisis, MGM Resorts was able to raise \$1.2 billion through the sale of equity in a one day transaction in May 2009.

### EXCISED MATERIAL

#### **OFF BALANCE SHEET (SIMILAR TO CITYCENTER OR MGM MACAU)**

This form of financing, in which funds could be raised specifically for the Project, and not from the Company's balance sheet, will also be available. CityCenter and MGM Macau were funded in this manner. Many casino developments in new jurisdictions are funded this way.

### EXCISED MATERIAL

## **MGM Resorts Overall Financial Strength**

Given MGM Resorts' overall financial strength (in addition to its cash reserves), the Company will have the resources and expertise to successfully finance and develop the Project.

MGM Resorts key facts:

1. Own and operates 19 properties (18 in the United States and one property in Macau)
2. More than 62,000 employees
3. Market Capitalization of \$5.3 billion as of September 30, 2012
4. Total Assets of \$27.3 billion as of June 30, 2012

Recent examples of MGM Resorts' ability to finance developments in the last few years include:

1. CityCenter — \$9 billion integrated resort in the center of the Las Vegas Strip;
2. MGM Macau — \$1.25 billion integrated resort on the Macau peninsula; and
3. MGM Grand Detroit — \$800 million casino resort located in downtown Detroit

### **CITYCENTER PROJECT FINANCING**

CityCenter is a 50/50 joint venture between MGM Resorts International and Infinity World Development which began development in 2005 and opened in late 2009. CityCenter's total project cost was approximately \$9 billion.

CityCenter was developed and funded during the height of the global economic crisis. Despite the economic headwinds, in October 2008, MGM successfully raised \$1.8 billion in the form of a senior secured bank facility, providing the requisite financing to successfully complete the project. The remaining project costs were funded with partner equity.

Please refer to page 20 for a more detailed description of CityCenter.

### **MGM MACAU PROJECT FINANCING**

MGM Macau is an award-winning, five-star integrated casino and luxury hotel resort located on approximately 10 acres on the Macau Peninsula which opened in December 2007. Total project cost was approximately \$1.25 billion. The property was developed through a joint venture.

The initial project costs were primarily funded in July 2006 with a \$700 million secured bank facility. The remaining project costs were funded through partner equity and loan contributions.

Please refer to page 29 for a more detailed description of MGM Macau.

### **MGM GRAND DETROIT PROJECT FINANCING**

MGM Grand Detroit is one of three casinos licensed in Detroit, Michigan. The property is located on 25 acres and is the city's first and only downtown hotel, gaming, and entertainment destination built from the ground up. The property initially opened in 1999 with a temporary facility and a project cost of approximately \$230 million. The permanent facility opened in 2007 with a total project cost of approximately \$800 million.

The temporary facility was project financed with a standalone credit facility. Subsequently, the permanent facility was financed on balance sheet, by drawing on MGM Resorts' corporate revolving credit facility.

Please refer to page 33 for a more detailed description of MGM Grand Detroit.

### **24 Month Project Pipeline**

As MGM Resorts disclosed in response to Question 4, in addition to the Project, the Company has three other active gaming projects it is pursuing: MGM Cotai, Maryland, and Toronto. Please note that the Vietnam Ho Tram project, planned for opening in the next 6 months, is being funded by a third party, and MGM Resorts is only acting as a casino and hotel manager, with no material capital obligations.

## **EXCISED MATERIAL**

MGM Resorts is confident it could fund this Project and any or all of the three projects that may come to fruition.

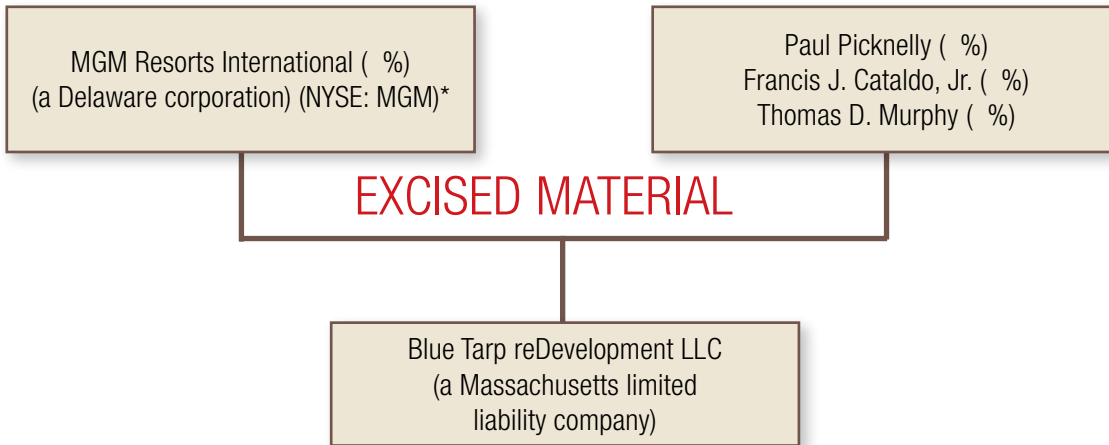
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## 10 • ORGANIZATIONAL STRUCTURE

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An organizational chart of the proposer including any subsidiaries showing all officers, directors (or equivalent position) and owners. For privately held companies, include the names of all ultimate individual owners, a description of their business background and a description of their role in the enterprise. For publicly traded companies, include the names of all owners owning 5% or more of the publicly traded company. If proposer currently has or expects to have “local” partners who will have an ownership in the entity developing the Project, that same information must be provided for each local partner.

The following chart shows the ownership structure of the proposer, Blue Tarp reDevelopment LLC.



\* Held through wholly-owned intermediary subsidiaries.

The following is a list of shareholders of MGM Resorts with shareholding in excess of 5%.

Name	Address	Percent of Class
Tracinda Corporation	150 South Rodeo Dr., Suite 250 Beverly Hills, CA 90212	18.7%
Janus Capital Management LLC	151 Detroit St. Denver, CO 80206	9.7%
Paulson & Co. Inc.	1251 Avenue of the Americas New York, NY 10020	7.7%
Infinity World (Cayman) L.P.	Emirates Towers, Level 47 Sheikh Zayed Road Dubai, United Arab Emirates	5.3%

Please see Section 2 for information on MGM Springfield's local partners and for information regarding MGM Springfield's and MGM Resorts' executive officers and directors.

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## 11 • MANAGEMENT COMPANY BACKGROUND

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*If the entity developing the Project or its affiliate will not be managing the Project, provide the name of the management company and key personnel and a description of their experience in managing destination resort casinos. Such description must include the name and location of all projects managed, the number of gaming devices, number and types of amenities including hotel rooms, restaurants, convention centers, entertainment venues or others, total gaming revenues for the last three (3) years, total non-gaming revenues for the last three (3) years and number of full-time employees.*

This Section is not applicable because the Project will be managed by the Company or a subsidiary of the Company.

## 12 • LICENSE BACKGROUND

With respect to: (i) the entity proposing to develop the Project; (ii) the management company who will be managing the Project (if not an affiliate of the developer); and (iii) their respective affiliates, list the jurisdictions where each are currently or have been licensed by a gaming commission or authority. For each such jurisdiction please indicate whether any license is or has ever been suspended, revoked or terminated.

Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
MGM Resorts International (f.k.a. MGM MIRAGE)	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	10/1/00	Granted	Manager of MGM Grand Resorts, LLC (entity was dissolved)	N/A
MGM Grand Resorts, LLC <i>No longer holds interest in Nevada licensees, and no longer licensed in Nevada- dissolved by merger in 2011</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	11/21/96	Granted	Licensed as 50% member and manager of New York-New York Hotel & Casino, LLC	N/A
MGM Grand Resorts, LLC <i>No longer holds interest in Nevada licensees, and no longer licensed in Nevada- dissolved by merger in 2011</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	3/19/01	Granted	Registered Intermediary Holding Company of New PRMA Las Vegas, Inc., Member and Manager of MGM Grand Hotel, LLC, and 50% Member and a Manager of New York-New York Hotel & Casino, LLC	N/A
MGM Grand Hotel, LLC, d.b.a. MGM Grand Hotel and Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	9/28/00	Granted	Manufacturer	17006-02
MGM Grand Hotel, LLC, d.b.a. MGM Grand Hotel and Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	9/28/01	Granted	Distributor	17007-02
MGM Grand Hotel, LLC, d.b.a. MGM Grand Hotel and Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	11/18/93	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race and sports wagering)	02982-07
MGM Grand Hotel, LLC, d.b.a. MGM Grand Hotel and Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	7/25/02	Granted	International Gaming Salon	02982-07



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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
MGM Grand Hotel, LLC, d.b.a. MGM Grand Hotel and Casino	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Parkway, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	4/8/94	Granted	Non-Restricted Gaming	1003821-GAM-101  1003821-CON-101  1003821-GEN-102
New PRMA Las Vegas, Inc.	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	6/24/99	Granted	Licensed as 50% member and manager of New York-New York Hotel & Casino, LLC	N/A
New York-New York Hotel & Casino, LLC, d.b.a. New York-New York Hotel & Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	11/21/96	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race and sports wagering)	19590-01
New York-New York Hotel & Casino, LLC, d.b.a. New York-New York Hotel & Casino	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Parkway, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	3/27/97	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race and sports wagering)	1002189-GEN-102  1002189-CON-101  1002189-GAM-101

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
New York-New York Hotel & Casino, LLC, d.b.a. New York-New York Hotel & Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	11/21/96	Granted	Manufacturer	20402-01
New York-New York Hotel & Casino, LLC, d.b.a. New York-New York Hotel & Casino <i>This entity no longer holds interest in The Primadonna Company, LLC, which was sold 4/9/07</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	6/24/99	Granted	Licensed as 50% member and manager of New York-New York Hotel & Casino, LLC	N/A
The Primadonna Company, LLC <i>The Primadonna Company, LLC was sold on 4/9/07</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	6/24/99	Granted	Manufacturer	19590-01
The Primadonna Company, LLC <i>The Primadonna Company, LLC was sold on 4/9/07</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	6/24/99	Granted	Distributor	N/A
The Primadonna Company, LLC <i>The Primadonna Company, LLC was sold on 4/9/07</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	6/23/94	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race and sports wagering)	N/A
The Primadonna Company, LLC <i>The Primadonna Company, LLC was sold on 4/9/07</i>	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Parkway, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	1/4/95	Granted	Non-Restricted Gaming	N/A

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
The Primadonna Company, LLC <i>The Primadonna Company, LLC was sold on 4/9/07</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	1/25/90	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race and sports wagering)	N/A
The Primadonna Company, LLC <i>The Primadonna Company, LLC was sold on 4/9/07</i>	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Parkway, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	1/18/90	Granted	Non-Restricted Gaming	N/A
The Primadonna Company, LLC <i>The Primadonna Company, LLC was sold on 4/9/07</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	9/23/77	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race and sports wagering)	N/A

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
The Primadonna Company, LLC, d.b.a. Whiskey Pete's Hotel & Casino <i>The Primadonna Company, LLC was sold on 4/9/07</i>	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Parkway, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	7/6/99	Granted	Non-Restricted Gaming	N/A
The Primadonna Company, LLC d.g.a. Primm Center at the Primm Valley Resort & Casino <i>The Primadonna Company, LLC was sold on 4/9/07</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	2/21/02	Granted	Restricted Gaming	N/A
The Primadonna Company, LLC d.g.a. Primm Center at the Primm Valley Resort & Casino <i>The Primadonna Company, LLC was sold on 4/9/07</i>	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Parkway, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	3/28/02	Granted	Restricted	N/A
MGM Resorts Manufacturing Corp.	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	11/15/84	Granted	Manufacturer	04751-01

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
MGM Resorts Manufacturing Corp.	<p>Issuing Authority: Clark County Liquor &amp; Gaming Board 500 Grand Center Parkway, 6th Floor Las Vegas, NV 89155-1111 702-455-3500</p> <p>Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252</p>	8/27/98	Granted	Manufacturer	1000424-345
MGM Resorts Manufacturing Corp.	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	11/15/84	Granted	Distributor	12273-01
The Mirage Casino B Hotel, d.b.a. The Mirage Hotel Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	10/26/89	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race and sports wagering)	38625
The Mirage Casino B Hotel, d.b.a. The Mirage Hotel Casino	<p>Issuing Authority: Clark County Liquor &amp; Gaming Board 500 Grand Center Parkway, 6th Floor Las Vegas, NV 89155-1111 702-455-3500</p> <p>Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252</p>	5/2/90	Granted	Non-Restricted Gaming	<p>1000195-CON-101</p> <p>1000195-GEN-102</p> <p>1000195-GAM-101</p>

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
Treasure Island Corp., d.b.a. "TI" <i>Treasure Island Corp. was sold 3/20/09</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	9/23/93	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	N/A
Treasure Island Corp., d.b.a. "TI" <i>Treasure Island Corp. was sold 3/20/09</i>	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Parkway, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	11/29/93	Granted	Non-Restricted Gaming	N/A
Bellagio, LLC, d.b.a. Bellagio	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	8/20/98	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race and sports wagering)	00655-05
Bellagio, LLC, d.b.a. Bellagio	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Parkway, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	10/20/00	Granted	Non-Restricted Gaming	1003760-GEN-102  1003760-GAM-101  1003760-CON-101

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
Bellagio, LLC, d.b.a. Bellagio	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	9/28/00	Granted	Manufacturer	26420-01
Bellagio, LLC, d.b.a. Bellagio	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	9/28/00	Granted	Distributor	26420-01
MRGS, LLC (50% general partner of Victoria Partners), Victoria Partners, d.b.a. Monte Carlo Resort & Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	6/19/96	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	20682-01
MRGS, LLC (50% general partner of Victoria Partners), Victoria Partners, d.b.a. Monte Carlo Resort & Casino	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Parkway, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	8/20/96	Granted	Non-Restricted Gaming	1002194-GAM-101  1002194-CON-101  1002194-GEN-102
Boardwalk Casino, Inc., d.b.a. Boardwalk Casino <i>Boardwalk closed on 11/2/07 and the building was imploded to make room for CityCenter</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	12/16/93	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	N/A

Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
Boardwalk Casino, Inc., d.b.a. Boardwalk Casino <i>Boardwalk closed on 11/2/07 and the building was imploded to make room for CityCenter</i>	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Parkway, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	2/9/94	Granted	Non-Restricted Gaming	N/A
Boardwalk Casino, Inc., d.b.a. Boardwalk Casino <i>Boardwalk closed on 11/2/07 and the building was imploded to make room for CityCenter</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	12/16/93	Granted	Distributor	N/A
Diamond Leisure Pty. Ltd. dba MGM Grand Australia The entity was sold	Racing & Gaming Authority Gaming Division Level 1, National Mutual Bldg. 9-11 Cavenagh Street Darwin, NT 0800 Australia 6188-8999-7088	9/7/95	Northern Territory, Australia	Casino License	20682-01
MGM Grand Detroit, LLC, d.b.a. MGM Grand Detroit Hotel Casino	State of Michigan Michigan Gaming Control Board 1500 Abbott Road East Lansing, MI 48823 517-351-2758	7/28/99	Granted	Casino License	CA-01-1999
Beau Rivage Resorts, Inc., d.b.a. Beau Rivage Resort Casino	Mississippi Gaming Commission 620 North Street Suite 200 Jackson, MS 39202 601-351-2800	5/18/00	Granted	Operator's License and Continuous Approval for Involvement in Foreign Gaming in Michigan, New Jersey, Australia, and South Africa	N/A
Beau Rivage Distribution Corp. <i>Licenses were surrendered and entity was dissolved by merger into Beau Rivage Resorts, Inc.</i>	Mississippi Gaming Commission 620 North Street Suite 200 Jackson, MS 39202 601-351-2800	5/18/00	Granted	Distributor's License	N/A



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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
Beau Rivage Resorts, Inc., d.b.a. Beau Rivage Resort Casino	Mississippi Gaming Commission 620 North Street Suite 200 Jackson, MS 39202 601-351-2800	2/22/01	Granted	Continuous Approval for Involvement in Foreign Gaming in California	N/A
Beau Rivage Resorts, Inc., d.b.a. Beau Rivage Resort Casino	Mississippi Gaming Commission 620 North Street Suite 200 Jackson, MS 39202 601-351-2800	10/22/03	Granted	Continuous Approval for Involvement in Foreign Gaming in United Kingdom	N/A
Beau Rivage Resorts, Inc., d.b.a. Beau Rivage Resort Casino	Mississippi Gaming Commission 620 North Street Suite 200 Jackson, MS 39202 601-351-2800	1/21/04	Northern Territory, Australia	Continuous Approval for Involvement in Foreign Gaming (Cruise Ships) in United States ports	N/A
Beau Rivage Resorts, Inc., d.b.a. Beau Rivage Resort Casino	Mississippi Gaming Commission 620 North Street Suite 200 Jackson, MS 39202 601-351-2800	2/18/04	Granted	Continuous Approval for Involvement in Foreign Gaming (Cruise Ships) in British Columbia	N/A
Marina District Development Company, LLC (50% indirectly owned by MGM Resorts International)	New Jersey Casino Control Commission Tennessee Avenue and Boardwalk Atlantic City, NJ 08401	7/2/03	Granted	Casino License	N/A
WagerWorks (Alderney) Limited	The Alderney Gambling Control Commission Maison des Venelles Les Venelles des Gaudions Alderny, Channel Islands GY9 3TW	4/5/02	Granted	Interactive Gaming Licence	N/A
WagerWorks (Alderney) Limited	The Alderney Gambling Control Commission Maison des Venelles Les Venelles des Gaudions Alderny, Channel Islands GY9 3TW	10/19/03	Granted	Interactive Gaming Licence	N/A

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
WagerWorks (Alderney) Limited	The Alderney Gambling Control Commission Maison des Venelles Les Venelles des Gaudions Alderny, Channel Islands GY9 3TW	12/1/03	Granted	Interactive Gaming Licence	N/A
MGM Sands, Inc. d.b.a. Sands Hotel & Casino <i>Entity was dissolved</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	1/2/88	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	N/A
MGM Dist., Inc. (formerly MGM DI, Inc.) <i>Entity was dissolved</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	12/19/91	Northern Territory, Australia	Distributor	N/A
MGM Dist., Inc. (formerly MGM DI, Inc.) <i>Entity was dissolved</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	4/22/93	Granted	Manufacturer	N/A
MGM Marina, Inc., d.b.a. Marina Hotel & Casino <i>Entity was dissolved</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	12/21/89	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	N/A
MGM Desert Inn, Inc., dba Desert Inn Hotel & Casino <i>Entity was dissolved</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	1/21/88	Granted	Non-Restricted Gaming	N/A
MGM Desert Inn, Inc., dba Desert Inn Hotel & Casino <i>Entity was dissolved</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	1/18/89	Granted	Race Book and Sports Pool	N/A

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
MGM Desert Inn, Inc., dba Desert Inn Hotel & Casino <i>Entity was dissolved</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	9/27/90	Granted	Off-Track Pari-Mutuel Sports Wagering	N/A
New York-New York Hotel & Casino, LLC, dba New York-New York Hotel & Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	1/3/97	Granted	Receiving percentage of Race Book and Sports Pool revenue and sharing in Off-Track Pari-Mutuel Wagering revenue	N/A
Primadonna Resorts, Inc. <i>Entity was dissolved</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	2/25/99	Granted	Registered Intermediary Holding Company of PRMA Las Vegas, Inc. and of The Primadonna Corporation	N/A
PRMA Las Vegas, Inc. <i>Entity was dissolved</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	2/25/99	Granted	Registered Intermediary Holding Company, 50% Member and a Manager of New York-New York Hotel & Casino, LLC	N/A
MGM Grand South Africa Pty Ltd. (Emnotweni in Nelspruit) <i>Business sold</i>	Mpumalanga Gaming Board MGB Bldg., First Avenue Private Bag X9908 White River 1240 Mpumalanga Province South Africa	10/22/97	Granted	Casino License	N/A
MGM Grand South Africa Pty Ltd. (Montecasino in Johannesburg) <i>Business sold</i>	Gauteng Gambling and Betting Board 1256 Heuwel Avenue Centurion 0157 South Africa	5/10/01	Granted	Casino License	N/A
MGM Grand South Africa Pty Ltd. (Champions in Witbank) <i>Business sold</i>	Mpumalanga Gaming Board MGB Bldg., First Avenue Private Bag X9908 White River 1240 Mpumalanga Province South Africa	10/3/98	Granted	Casino License	N/A

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
MGM Grand South Africa Pty Ltd. (Hemmingway's in East London) <i>Business sold</i>	Eastern Cape Gambling and Betting Board P.O. Box 18304 Quigney, East London 5211 South Africa	10/3/98	Granted	Casino License	N/A
MGM Grand South Africa Pty Ltd. (Durban) <i>Business sold</i>	Kwazulu Natal Gambling Board 330 Long Market Street Pietemartitzburg 3200 South Africa			Casino License	Application Withdrawn
MGM MIRAGE (now known as MGM Resorts International)	Department of Home Affairs Rheynn Cooishyn Sthie Homefield, 88 Woodbourne Road Douglas, Isle of Man IM2 3AP, British Isles 011-44(01-624)62-3355	9/20/01 (Renewed 9/02 for 1 year period)	Pending	Internet Gaming	Renewal not Requested
GNLV, CORP., dba Golden Nugget <i>Sold 01/23/04</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	1/1/53	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	N/A
GNLV, CORP., dba Golden Nugget <i>Sold 1/23/04</i>	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Pkwy 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy 6th Floor Las Vegas, NV 89155-1111 702-455-4252	1/5/83	Granted	Non-Restricted Gaming	N/A

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
GNLV, CORP., dba Golden Nugget <i>Sold 01/23/04</i>	City of Las Vegas Dept. of Finance & Business Services 400 Stewart Ave., 3rd Floor Las Vegas, NV 89101		Granted	Non-Restricted Gaming	N/A
GNLV, CORP., dba Golden Nugget - Laughlin <i>Sold 01/23/04</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	9/21/88	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	N/A
GNLV, CORP., dba Golden Nugget - Laughlin <i>Sold 01/23/04</i>	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	1/17/89	Granted	Non-Restricted Gaming	N/A
Circus Circus Casinos, Inc., d.b.a. Circus Circus Hotel and Casino-Las Vegas	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	4/18/74	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	02037-03

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
Circus Circus Casinos, Inc., d.b.a. Circus Circus Hotel and Casino-Las Vegas	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	8/30/83	Granted	Non-Restricted Gaming and Liquor Licenses	1047879. CON.101  1047879. GEN.102  1047879. GAM.101  1038265. LIQ101
Circus Circus Casinos, Inc., d.b.a. Circus Circus Hotel and Casino-Reno	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	5/28/78	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	
Circus Circus Casinos, Inc., d.b.a. Circus Circus Hotel and Casino-Reno	Washoe County Dept. of Business Licenses 1001 E. Ninth Street Reno, NV 89512		Granted	Non-restricted gaming	06237
Circus Circus Casinos, Inc., d.b.a. Slots-A-Fun Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	10/29/79	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
Circus Circus Casinos, Inc., d.b.a. Slots-A-Fun Casino	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	8/24/79	Granted	Non-Restricted Gaming and Liquor Licenses	1060061. GAM.101  1060061. GEN.102  1060061. CON.101  1060061. LIQ.136
Colorado Belle Corp., d.b.a. Colorado Belle Hotel and Casino <i>Colorado Belle was sold 6/1/07</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	6/18/87	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	N/A
Colorado Belle Corp., d.b.a. Colorado Belle Hotel and Casino <i>Colorado Belle was sold 6/1/07</i>	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	11/2/87	Granted	Non-Restricted Gaming and Liquor Licenses	N/A
Edgewater Hotel Corporation, d.b.a. Edgewater Hotel and Casino <i>Edgewater was sold 6/1/07</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	2/1/83	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	N/A

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
Edgewater Hotel Corporation, d.b.a. Edgewater Hotel and Casino <i>Edgewater was sold 6/1/07</i>	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	2/24/81	Granted	Non-Restricted Gaming and Liquor Licenses	N/A
New Castle Corp., d.b.a. Excalibur Hotel and Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	5/31/90	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	
New Castle Corp., d.b.a. Excalibur Hotel and Casino	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	7/26/90	Granted	Non-Restricted Gaming and Liquor Licenses	1000412. CON.101  1000412. GAM.101  1000412. GEN.102  1000412. LIQ.101
Ramparts, Inc., d.b.a. Luxor Hotel and Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	9/1/93	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	



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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
Ramparts, Inc., d.b.a. Luxor Hotel and Casino	<p>Issuing Authority: Clark County Liquor &amp; Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500</p> <p>Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252</p>	12/10/93	Granted	Non-Restricted Gaming and Liquor Licenses	1001400. CON.101  1001400. GAM.101  1001400. GEN.102  1001400. LIQ.101
Railroad Pass Investment Group, LLC, d.b.a. Railroad Pass Hotel and Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	9/19/85	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	
Railroad Pass Investment Group, LLC, d.b.a. Railroad Pass Hotel and Casino	<p>Issuing Authority: Clark County Liquor &amp; Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500</p> <p>Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252</p>	10/25/85	Granted	Non-Restricted Gaming and Liquor Licenses	1050503. GAM.105
Jean Development Company, LLC, d.b.a. Gold Strike Hotel & Gambling Hall	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	11/19/87	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
Jean Development Company, LLC, d.b.a. Gold Strike Hotel & Gambling Hall	<p>Issuing Authority: Clark County Liquor &amp; Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500</p> <p>Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252</p>	1/28/88	Granted	Non-Restricted Gaming and Liquor Licenses	<p>1050994. CON.101</p> <p>1050994. GAM.101</p> <p>1050994. GEN.102</p> <p>1050994. LIQ.101</p>
Jean Development West, LLC, d.b.a. Nevada Landing Hotel and Casino <i>Nevada Landing was closed and imploded, and its gaming licenses were surrendered</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	8/24/89	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	N/A
Jean Development West, LLC, d.b.a. Nevada Landing Hotel and Casino <i>Nevada Landing was closed and imploded, and its gaming licenses were surrendered</i>	<p>Issuing Authority: Clark County Liquor &amp; Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500</p> <p>Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252</p>	10/17/89	Granted	Non-Restricted Gaming and Liquor Licenses	N/A
Galleon, Inc. (holds 50% interest in Circus and Eldorado Joint Venture, d.b.a. Silver Legacy Resort & Casino-Reno)	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	7/21/95	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
Galleon, Inc. (holds 50% interest in Circus and Eldorado Joint Venture, d.b.a. Silver Legacy Resort & Casino-Reno)	Washoe County Dept. of Business Licenses 1001 E. Ninth Street Reno, NV 89512		Granted	Non-Restricted Gaming and Liquor Licenses	N/A
Gold Strike L.V. (holds 50% interest in Victoria Partners, d.b.a. Monte Carlo Resort & Casino)	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	6/21/96	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	N/A
Gold Strike L.V. (holds 50% interest in Victoria Partners, d.b.a. Monte Carlo Resort & Casino)	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	8/20/96	Granted	Non-Restricted Gaming and Liquor Licenses	1002194. CON.101  1002194. GAM.101  1002194. GEN.102  1002194. LIQ.101
Gold Strike Fuel Company, LLC, d.b.a. Gold Strike Auto & Truck Plaza	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	3/00	Granted	Non-Restricted Gaming	N/A

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
Gold Strike Fuel Company, LLC, d.b.a. Gold Strike Auto & Truck Plaza	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	3/5/92 11/21/00	Granted	Non-Restricted Gaming License (11/21/00) and Liquor License (3/5/92)	1000816. GEN.101  1000816. CON.102  1000816. GAM.1031000816.  LIQ.108
Jean Fuel Company West, LLC, d.b.a. Nevada Landing Shell	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	12/19/91	Granted	Restricted Gaming (up to 15 slot machines)	N/A
Jean Fuel Company West, LLC, d.b.a. Nevada Landing Shell	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	4/7/92	Granted	Restricted Gaming Licenses and Liquor License.	1000817. CON.102  1000817. GEN.101  1000817. GAM.103  1000817. LIQ.108
Mandalay Corp., d.b.a. Mandalay Bay Resort and Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	3/25/99	Granted	Non-Restricted Gaming (including sports pool, race book, off-track pari-mutuel race wagering)	N/A

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
Mandalay Corp., d.b.a. Mandalay Bay Resort and Casino	<p>Issuing Authority: Clark County Liquor &amp; Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500</p> <p>Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252</p>	3/23/99	Granted	Non-Restricted Gaming Licenses and Liquor License	<p>1003046. CON.101</p> <p>1003046. GAM.101</p> <p>1003046. GEN.102</p> <p>1003046. LIQ.101</p>
Revive Partners, LLC, a Nevada limited liability company <i>Business was closed and license surrendered</i>	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	6/1/04	Granted	Manufacturer License Distributor License Operator of Slot Machine Route License	N/A
Revive Partners, LLC, a Nevada limited liability company <i>Business was closed and license surrendered</i>	<p>Issuing Authority: Clark County Liquor &amp; Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500</p> <p>Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252</p>	7/1/92	Granted	Manufacturing General Gaming-Slot Operator	N/A
MGM Resorts Mississippi, Inc. (f.k.a. Circus Circus Mississippi, Inc.), d.b.a. Gold Strike Casino Resort	Mississippi Gaming Commission 620 North Street Suite 200 Jackson, MS 39202	8/18/94	Granted	Non-Restricted Gaming	N/A

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Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
Nevada Landing Partnership (holds 50% interest in Elgin Riverboat Resorts, d.b.a. Grand Victoria Casino in Elgin, IL)	Illinois Gaming Board 160 North LaSalle Suite 300-S Chicago, IL 60601	10/25/94	Granted	Non-Restricted Gaming	N/A
ARIA Resort & Casino Holdings, LLC, d.b.a. ARIA Resort & Casino	State of Nevada Gaming Control Commission & Board 1919 E. College Parkway Carson City, NV 89706	12/16/09	Granted	Non-Restricted Gaming	30814-01 30815-01 30816-01
ARIA Resort & Casino Holdings, LLC, d.b.a. ARIA Resort & Casino	Issuing Authority: Clark County Liquor & Gaming Board 500 Grand Center Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-3500  Regulatory Authority: Clark County Department of Business Licenses 500 Grand Central Pkwy, 6th Floor Las Vegas, NV 89155-1111 702-455-4252	12/16/09	Granted	Gaming and Liquor Licenses	2000837. CON.101  2001333. GAM.101  2001928. LIQ.101  2000838. GEN.102
Circus Circus Michigan, Inc. <i>Sold 4/25/05</i>	Michigan Gaming Control Board 1500 Abbot Center Suite 3000 East Lansing, MI 48823	12/14/99	Granted	Non-Restricted Gaming License	N/A

1. License was issued to Detroit Entertainment, L.L.C., an entity owned 53.5% by MRG through its then wholly-owned subsidiary, Circus Circus Michigan, Inc. In light of applicable Michigan law which precludes the Company from owning or operating more than one casino in Detroit, Circus Circus Michigan, Inc. was sold to CCM Merger Sub., Inc., a Michigan corporation on April 25, 2005.

Entity	Name and Address of Licensing Agency	Date Filed or Approved	Description	Type of Gambling Activity	License Number
MGM Grand Paradise S.A.	Issuing Authority: Chief Executive of the Government of the Macau Special Administrative Region.  Regulatory Authority: Gaming Inspection and Coordination Bureau of the Government of the Macau Special Administrative Region (Direcção de Inspeção e Coordenação de Jogos – DICJ).	4/19/05	Granted	Operation of games of fortune and chance or other games in casino; excluding: 1) mutual betting; 2) operations offered to the public such as lotteries, pools, etc., unless when exceptionally approved by the Government of Macau special the Government of Macau special Administrative Region pursuant to the provisions of number 7 of article 3 of law 16/2001; 3) Interactive games; 4) games of fortune and chance or any other type of game, betting or operations on a ship or aircraft, unless when expressly authorized by the Government of the Macau Special Administrative Region pursuant to the provisions of paragraph 1, number 3 and 4 of article 5 of law 16/2001.	N/A

MGM Resorts International and its subsidiaries (collectively, the “Company”) have never had any license or certificate denied, suspended or revoked by a government agency in any jurisdiction. However, some of the Company’s licenses have been subject to certain conditions and/or surrendered, as described below:

- In February 1982, the Gaming Board of Great Britain denied Golden Nugget, Inc. (now known as Mirage Resorts, Incorporated, and acquired by the company in May 2000) a certificate of consent to operate a casino establishment in London, England. No reason was given by the Board’s refusal to issue the certificate. However, it is believed that a significant issue related to the degree of control the Company was willing to vest in British residents.
- On April 25, 2005, the Company acquired all of the assets of Mandalay Resort Group (f.k.a. Circus Circus Enterprises, Inc.), its subsidiaries and affiliates (“MRG”). MRG never had a license, franchise or certificate issued by a licensing authority denied, restricted, suspended or not renewed. However, MRG had business reasons for withdrawing or relinquishing licenses or applications for licensing in connection with its business operations. These are described below:
  - o American Entertainment, L.L.C. (former joint venture, owned 50% by Circus Circus Louisiana Inc., a subsidiary of MRG and 50% by American Entertainment Corporation) voluntarily relinquished its certificate of preliminary approval and its conditional license as a result of MRG’s decision not to pursue this riverboat development given the then current state of the New Orleans, Louisiana gaming market.

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- o On December 1, 1996, the Hacienda Resort Hotel and Casino was closed in anticipation of the construction of a new resort on the site. In accordance with the regulations of the Nevada Gaming Control Board, the unrestricted gaming license of Pinkless, Inc., d.b.a. Hacienda Resort Hotel and Casino was surrendered to the Nevada Gaming Control Board shortly thereafter.
- o Gold Strike Fuel Company, LLC (then a partnership named Gold Strike Fuel Company), d.b.a. Gold Strike Truck and Auto Plaza, obtained a restricted gaming license (that is, one which allows no more than 15 slot machines) in 9/24/92, start date 2/10/92. The license was surrendered to the Nevada Gaming Control Board on 3/31/96, after management decided to remove the slot machines at this property. The license was reissued in October 2000, after management decided to reinstall slot machines at the property.
- o MRG voluntarily transferred its interest in Windsor Casino Limited and Northern Belle Casino (originally owned 1/3 by Circus Circus Enterprises Inc., 1/3 by Hilton Hotels Corporation and 1/3 by Caesars World, Inc. or their affiliates) to Hilton and Caesars in January 1997.
- o Evansville Landing Indiana (owned by Gold Strike, L.L.C. and HCC Corp.) was one of the applicants for an owner's license to conduct gaming operations in Evansville, Indiana. Evansville Landing was approved by the Indiana Gaming Commission investigators to be considered for the license, but the license was ultimately awarded to another competitor. As a procedural matter, the Indiana Gaming Commission denied the issuance of the license to the other four competitors, including Evansville Landing.
- o Silver City Casino was operated by Circus Circus Casinos, Inc., one of MRG's subsidiaries, pursuant to a lease which expired on 10/31/99. The property was closed on 10/31/99 and the license was surrendered to the Nevada Gaming Control Board shortly thereafter.
- o On January 9, 2006, Boardwalk Hotel and Casino closed and was imploded a few months later to make room for the CityCenter development on the Las Vegas Strip, and Boardwalk Casino, LLC, a subsidiary of MGM Resorts International, surrendered the non-restricted gaming license to the Nevada Gaming Control Board.
- o In December 2006 MGM Resorts International made the decision to surrender the manufacturer and distributor licenses of Revive Partners, LLC, a wholly owned subsidiary of MRG, to the Nevada Gaming Control Board.
- o On March 20, 2007 Nevada Landing Hotel and Casino closed to make room for a new development in Jean, Nevada. Jean Development West, LLC (then known as Jean Development West), a partnership owned by subsidiaries of MRG, surrendered the non-restricted gaming license to the Nevada Gaming Control Board.



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- MGM Resorts International (“MGM”), then known as MGM Grand, Inc., and MGM Grand Atlantic City, Inc., a New Jersey subsidiary, were issued a statement of compliance by the New Jersey Casino Control Commission (“New Jersey Commission”) in 1996. The application of MGM Grand Atlantic City, Inc. for a casino license was withdrawn in 2003.

Prior to its acquisition by MGM, Mirage Resorts, Incorporated (“MRI”), now a subsidiary of MGM, was issued a statement of compliance by the New Jersey Commission in 1995.

In 2006, the application of Circus Circus New Jersey, Inc. for a casino license from the New Jersey Commission was withdrawn. Circus Circus New Jersey, Inc. was a subsidiary of Mandalay Resort Group, acquired by MGM in 2005.

MGM, MRI, and MAC, CORP. (“MAC”), a New Jersey subsidiary, were qualified by the New Jersey Commission to be holding and intermediary companies of New Jersey casino licensee Marina District Development Company, LLC (“MDDC”), a New Jersey limited liability company, and the owner and operator of Borgata Hotel Casino & Spa in 2003, 2004 and 2005, and remained qualified until 2010.

Effective as of March 24, 2010 and in connection with the settlement of matters raised by the New Jersey Division of Gaming Enforcement in its Special Report of the Division of Gaming Enforcement to the Casino Control Commission on Its Investigation of MGM MIRAGE’s Joint Venture with Pansy Ho in Macau, Special Administrative Region, People’s Republic of China (the “Report”) filed with the New Jersey Commission on May 18, 2009, MGM voluntarily caused the following to occur: (i) the transfer of its indirect 50% ownership interest in Marina District Development Holding Co., LLC, the owner of MDDC, to a divestiture trust; (ii) MAC’s withdrawal of its application for a casino license; (iii) MAC’s administrative removal from the Commission’s Master Vendors List; and (iv) MGM’s, MRI’s and MAC’s withdrawal from their status as holding and intermediary companies under the Act and any other licensure or qualification status that any of them may have had under the Act. In doing so, MGM made no admission of liability or culpability with respect to the matters in the Report. Additionally, the Division and MGM expressly agreed that the settlement shall neither be construed, nor was it intended by way of suggestion or implication, to be any admission of liability or culpability on the part of MGM, or any of its subsidiaries or affiliates, or any of their respective officers or directors, with respect to the matters in the Report. MGM’s former ownership interest in MDDC continues to be held in the divestiture trust.

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## 13 • EXPERIENCE NEGOTIATING HOST COMMUNITY AGREEMENTS

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*A description of proposer's (or its affiliate's) experience in negotiating host community or similar agreements and the types and amounts of impact fees, sharing arrangements and other contributions made to each such host community.*

MGM Resorts has negotiated and entered into agreements with host communities in Las Vegas and Detroit. The background and details of these agreements are provided below.

### **CityCenter Development Agreement, Las Vegas, Nevada**

Development Agreement between the County of Clark and Project CC LLC, et al.  
Dated May 2, 2006.

“The CityCenter development agreement was a first of its kind for our community, and has paved the way for similar agreements with other new resort properties”.

*Las Vegas Sun, July 10, 2008, quoting Clark County Commission Chair, Rory Reid.*

On May 2, 2006, Project CC, LLC dba Project CityCenter, a subsidiary of MGM Resorts, entered into a development agreement with the Board of County Commissioners of the County of Clark, State of Nevada. CityCenter, as approved, was comprised of a 16,797,000-square-foot resort hotel consisting of low-, mid- and high-rise buildings with maximum heights of 600 feet with 7,190 hotel, resort condominium and hotel condominium rooms/units; including a casino, shopping areas, convention areas, open space and all associated and incidental buildings.

The agreement resulted from a use permit from the Board of County Commissioners in March 2006, which permitted the CityCenter project on the condition of entry into a development agreement with Clark County identifying impact costs of the development and providing for payment to the County by the owner to mitigate those costs. The terms of the development agreement were mutually negotiated by representatives of the owner and members of the County staff based upon an evaluation of the impact of the project. The negotiations and discussions that led to the final development agreement terms took place over a time period between three and six months.

In the development agreement, MGM Resorts agreed to pay, lump sum and in some cases, monthly over the 3-4 year construction period.

	<b>BUDGETED</b>	<b>ACTUAL</b>
5,647-square-foot on-Site Fire Station	\$7,000,000	\$6,996,794
Station Apparatus (engine, 2 rescue trucks)	\$1,071,000	Same
Fire Prevention Plan Review Staff	\$1,857,868	Same
Fire Rescue Personal	\$949,000	Same
Radio Repeater	\$200,000	\$45,556
Local Police Substation	\$333,000	Same
Pedestrian Bridge	\$25,000,000	\$26,471,507
Net Cosmopolitan Contribution	(\$10,000,000)	(\$12,975,004)
Retention Basin Construction	\$1,800,000	Same
	<b>\$28,210,868 (Projected)</b>	<b>\$26,549,721</b>

**MGM Grand Detroit Development Agreement, Detroit, Michigan**

Development Agreement between the City of Detroit and MGM Grand Detroit LLC, dated March 12, 1998 (amended April 9, 1998, and April 22, 2002).

In November 1997, MGM Grand Detroit LLC (in which MGM Resorts holds a controlling interest) was selected to be the developer of one of three permanent hotel-casino complexes to be located in the City of Detroit. MGM Resorts opened its temporary facility on July 29, 1999, and on October 3, 2007, opened up its \$800 million permanent facility, comprised of approximately 100,000 square feet of casino space, 401 hotel rooms and an eight-story self-parking garage, as well as 30,000 square feet of meeting space for conferences and live performance seating for 1,200. MGM Grand Detroit has been the leader in the market since its opening.

Under the Michigan Gaming Control and Revenue Act, the three casinos permitted to operate in Detroit are required to pay a 19% annual gross gaming revenue tax (8.1% goes to State, 10.9% goes to the City of Detroit) and a \$4 million/year/casino “Municipal Services Fee.” Since its opening, MGM Grand Detroit has paid approximately \$1.2 billion in taxes and fees, over half of which has gone to the City of Detroit. Under the statute, the City Wagering Tax (the 10.9% of revenue collected by the City) may be used by the City of Detroit for the hiring, training and deployment of street patrol officers; neighborhood and downtown economic development programs designed to create local jobs; public safety programs such as emergency medical services, fire department programs and street lighting; anti-gang and youth development programs; other programs that are designed to contribute to the improvement of the quality of life in the City; relief to the taxpayers of the City from one or more taxes or fees imposed by the City; the costs of capital improvements; and road repairs and improvements.

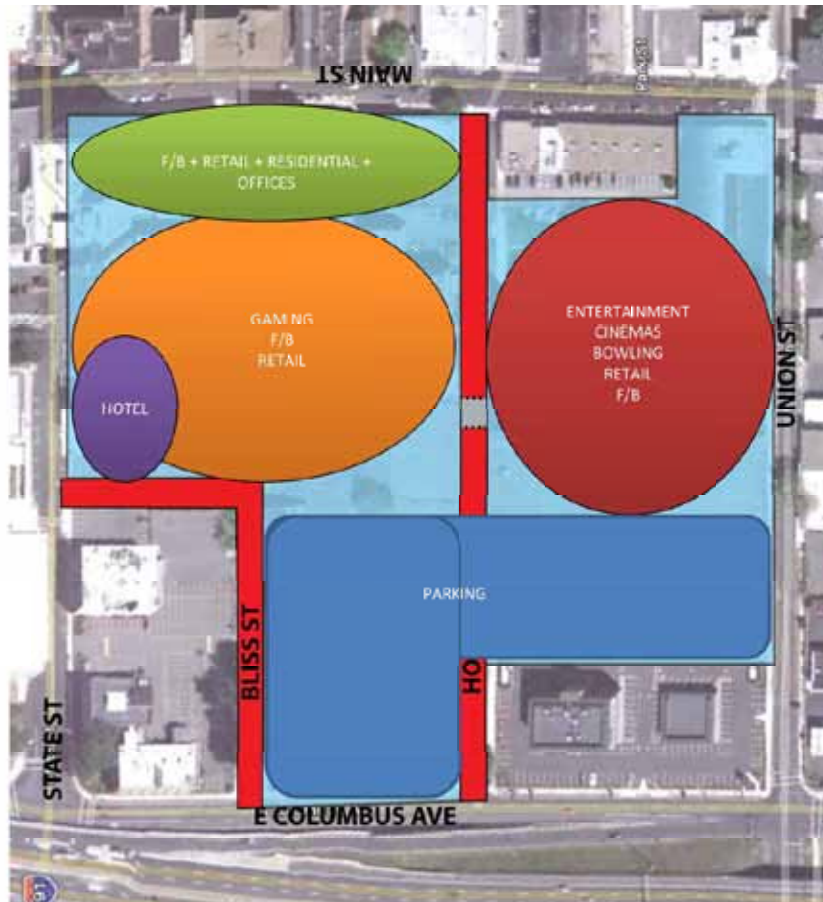
## 14 • PROJECT CONCEPT

*A brief description of proposer's concept of the Project including major components, types of amenities and possible theming, including site plans and renderings (if available) to the extent already made public.*

### Overview

MGM Springfield will be a mixed-use leisure entertainment, retail, residential and office development in the heart of Downtown Springfield's South End.

The principal components and site location of the comprehensive Project Vision, if MGM Resorts is able to successfully obtain control of certain adjacent city-controlled land, are highlighted in the plan below.



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The Project will be designed to catalyze significant regeneration in an area of Springfield that was directly affected by 2011's tornado. Some of the site's existing buildings and facades will be incorporated into the Project.



More detail describing the Project's major components is provided in the Sections below.

**Architecture**

The architecture of the Project is intended to be indigenous to the local context adding to the charm and aesthetic of Downtown Springfield

**Hotel**

The hotel will be a four-star luxury hotel and will comprise:

- 264 standard guest rooms (410-square-foot bay)
- 20 VIP suites (1,000-square-foot bay)
- Floor-to-floor height of 11 feet

The hotel tower is designed to appear as two contemporary distinct glazed towers of differing colored glass rising out of a base that will complement the surrounding historic context. The hotel lobby interior will have a contemporary flavor and will include a bistro-style coffee shop conveniently located to serve hotel/casino patrons, as well as the public.



### **Meeting/Convention Space**

The Project's meeting and convention space will be comprised of 40,000 square feet and will feature the following:

- 14,000-square-foot main ballroom (divisible)
- 5,000-square-foot junior ballroom
- 2,000-square-foot for breakout rooms
- 35,000-square-foot of exterior garden terrace for weddings, receptions, events, etc.

### **Spa**

The 10,000-square-foot hotel spa will include an indoor pool, fitness and executive spa.

### **Residential**

Above the podium, the Project will offer a variety of rental product. Approximately 25 apartment units will include the following apartment types:

- Three bedrooms      2,500 square feet
- Two bedrooms        1,800 square feet
- Single bedroom      1,000 square feet
- Studio                 700 square feet

## **Offices**

The Project will include the refurbishment of two existing buildings at 101 and 95 State St. This will result in approximately 160,000 square feet of office rental, in addition to a further 2,500 square feet of new office rental space along Main Street.

## **Pedestrian Bridge**

A direct pedestrian bridge link across State and Main streets connecting into the MassMutual Center is planned as part of the Project.

## **Parking**

A total of 4,850 parking spaces contained in a newly constructed well-lit architecturally finished parking structure will provide access into the hotel, restaurant and shopping areas, casino, convention and other surrounding venues. The parking structure will be open to public and local business.

## **Access**

The Project location is situated with convenient and efficient access from the interstate, which will not adversely impact traffic conditions when open and operating

## **Casino**

The gaming program of the property will feature the following:

- 2,700 — 3,000 slot machines
- 75 gaming tables
- 25 poker tables
- High-limit/VIP gaming area
- Modern design with contemporary finishes
- Abundant natural light with planned sky ceilings
- State of the Art equipment and games

## **M life**

MGM Springfield will join the company's proprietary loyalty program, M life. Leveraging MGM Resorts' unmatched amenities, M life delivers exclusive access, one-of-a-kind experiences, insider privileges, personalized rewards and partnership offers for both gaming and non-gaming members at the Company's renowned resorts nationwide.

## **Restaurants**

A variety of food and beverage venues will be featured in the Project including:

- Buffet — family style, cook-to-order quality cuisine
- Two specialty restaurants to be run by MGM Resorts
- Irish Pub — Nine Fine Irishmen branded pub with exciting nightlife featuring dueling pianos
- Casual dining — multi-cuisine local vendor food “market”

## **Retail**

There will be 12,000 square feet of branded retail integrated into the podium areas of the Project.

## **Union Station**

MGM Springfield will propose to the City a plan to help restore the beloved and historic Union Station to its full potential by locating MGM Resorts’ Regional Corporate Office (as well as certain departments’ back-of-house areas) and a Regional Training Institute in the building.

## **“Entertainment” Square**

“Entertainment” Square, located between Union and Howard streets will be developed into a unique entertainment destination. As an integral part of the Project, “Entertainment” Square will offer additional entertainment amenities that will complement the rest of the resort. “Entertainment” Square program will feature the following:

- Cinemas with 12–15 screens, two of which will offer an ultimate VIP theater experience
- 80,000 square feet of retail that will include many popular and quality brands
- Luxury bowling with 12–16 lanes
- An Outdoor Plaza that will feature large dynamic video displays, outdoor areas for events and concerts that can easily be transformed into interactive environments for exhibitions, art shows and similar functions.

## **Child Care**

The Project will accommodate a child care facility supporting the local community and property employees.

## **MWDBE**

As demonstration of our long-standing and strong commitment to supporting the principles of Diversity and Inclusion, MGM Resorts is committed to involving Minority-, Women- and Disadvantaged-Owned Business Enterprises (MWDBEs) in the development and operations of all of our properties.



## **Environmental Responsibility**

MGM Resorts International is committed to being a global leader in environmental sustainability and stewardship by designing and building our properties according to the environmental design and construction criteria of LEED.

## **Other**

There are many more amenities being planned as part of the Project, including the following:

- Trolley service connecting 15 points of interest throughout Springfield (including the Basketball Hall of Fame, local museums, the riverfront, etc.)
- Collaboration with MassMutual Center and the Symphony Hall and City Stage to promote events and entertainment in Downtown Springfield
- A riverfront jetty and boat dock is planned to connect patrons and the public to Six Flags if feasible, based upon ongoing study of river water levels

## **MGM Springfield Plans**

Plans and renderings for both MGM Springfield's comprehensive Project Vision and Current Land Holdings are shown in the attached Project plan binder.

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## 15 • LAND UNDER CONTROL OUTSIDE OF CITY WITHIN REGION

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*A statement as to whether proposer owns or controls any land located outside of the City, but within Region B (as described under the Act).*

No MGM Resorts-affiliated entity has any land under control outside of the City of Springfield within Region B (as described under the Act).