

Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 18 – Current ownership table of organization

Wynn Resorts, Limited Ownership table from the latest proxy



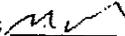
Initials 

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of September 7, 2012, (unless otherwise indicated), certain information regarding the shares of the Company's common stock beneficially owned by: (i) each director and nominee for director; (ii) each stockholder who is known by the Company to beneficially own in excess of 5% of the outstanding shares of the Company's common stock based on information reported on Form 13D or 13G filed with the SEC; (iii) each of the executive officers named in the Summary Compensation Table; and (iv) all executive officers, directors and director nominees as a group. There were 100,522,136 shares outstanding as of September 7, 2012.

Name and Address of Beneficial Owner(2)	Beneficial Ownership	
	Number	Percentage
Stephen A. Wynn(3)(9)	10,026,708	10.0%
Elaine P. Wynn(3)(9)	9,742,150	9.7%
Waddell & Reed Financial, Inc.(4) 6300 Lamar Avenue Overland Park, KS 66202	18,066,873	18.0%
Marsico Capital Management, LLC(5) 1200 17 th Street, Suite 1600 Denver, Colorado 80202	8,476,973	8.4%
Linda Chen(6)	295,000	*
Russell Goldsmith(7)	42,720	*
Ray R. Irani(8)	20,720	*
Kazuo Okada (9)	0	*
Robert J. Miller(10)	23,220	*
John A. Moran(11)(13)	193,220	*
Marc D. Schorr(14)	300,000	*
Alvin V. Shoemaker(12)	33,220	*
J. Edward ("Ted") Virtue	0	*
D. Boone Wayson(11)	93,220	*
Allan Zeman(12)	33,220	*
Matt Maddox(15)	86,355	*
John Strzemp(16)	250,500	*
Kim Sinatra (17)	65,887	*
All Directors, Director Nominees, and Executive Officers as a Group (15 persons) (18)	21,206,140	21.0%

* Less than one percent

- This table is based upon information supplied by officers, directors, nominees for director, principal stockholders and the Company's transfer agent, and contained in Schedules 13D and 13G filed with the SEC. Unless otherwise indicated in the footnotes to this table and subject to community property laws, where applicable, the Company believes each of the stockholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. Executives and directors have voting power over shares of Restricted Stock, but cannot transfer such shares unless and until they vest.
- Unless otherwise indicated, the address of each of the named parties in this table is: c/o Wynn Resorts, Limited, 3131 Las Vegas Boulevard South, Las Vegas, Nevada 89109.
- Does not include shares that may be deemed to be beneficially owned by virtue of the Amended and Restated Stockholders Agreement, dated as of January 6, 2010 (the "Stockholders Agreement"), to which Mr. Wynn and Elaine P. Wynn are parties and pursuant to which have shared voting and dispositive power with respect to shares subject thereto. Each disclaims beneficial ownership of shares held by the other. As noted above, Ms. Wynn has filed a cross-claim seeking to void the Stockholders Agreement.
- Waddell & Reed Financial, Inc. ("Waddell") has beneficial ownership of these shares as of December 31, 2011. The information provided is based upon a Schedule 13G/A filed on February 14, 2012, filed by Waddell indicating that Waddell has sole voting and dispositive power as to 18,066,873 shares; Waddell & Reed Financial Services, Inc. a subsidiary of Waddell, has sole voting and dispositive power as to 4,518,938 shares; Waddell & Reed, Inc., a subsidiary of Waddell & Reed Financial Services, Inc. has sole voting and dispositive power as to 4,518,938 shares; Waddell & Reed Investment Management Company, a subsidiary of Waddell & Reed, Inc., has sole voting and dispositive power as to 4,518,938 shares; and Ivy Investment Management Company, a subsidiary of Waddell, has sole voting and dispositive power as to 13,547,935 shares. The number of common shares beneficially owned by Waddell may have changed since the filing of the Schedule 13G/A.
- Marsico Capital Management LLC ("Marsico") has beneficial ownership of these shares as of December 31, 2011. Marsico has sole dispositive power as to 8,476,973 shares and sole voting power as to 4,320,237 shares. The information provided is based upon a Schedule 13G/A, dated February 14, 2012, filed by Marsico. The number of common shares beneficially owned by Marsico may have changed since the filing of the Schedule 13G/A.
- Includes: (i) 100,000 shares of restricted stock granted pursuant to the Company's 2002 Stock Incentive Plan and subject to a Restricted Stock Agreement which provides such grant will vest on December 5, 2016, and (ii) 30,000 shares subject to immediately exercisable options to purchase Wynn Resorts' common stock granted pursuant to Wynn Resorts' 2002 Stock Incentive Plan.
- Includes: (i) 14,720 shares subject to an immediately exercisable option to purchase Wynn Resorts' common stock granted pursuant to Wynn Resorts' 2002 Stock Incentive Plan; (ii) 2,500 unvested shares of restricted stock of the Company's common stock granted pursuant to the Company's 2002 Stock Incentive Plan; (iii) 1,300 shares owned as Trustee for which Mr. Goldsmith disclaims beneficial ownership; and (iv) 1,500 shares through a company for which Mr. Goldsmith disclaims beneficial ownership of 1,470 shares.
- Includes: (i) 15,720 shares subject to an immediately exercisable option to purchase Wynn Resorts' common stock granted pursuant to Wynn Resorts' 2002 Stock Incentive Plan; and (ii) 5,000 unvested shares of restricted stock of the Company's common stock granted pursuant to the Company's 2002 Stock Incentive Plan.
- On February 18, 2012, the Company redeemed the 24,549,222 shares then held by Aruze USA (the "Aruze Shares"), pursuant to Article VII of the Company's Articles of Incorporation based on the determination of the Company's Board of Directors that Aruze USA, Universal Entertainment Corporation and Mr. Kazuo Okada are "Unsuitable Persons" under the provisions of the Company's Articles of Incorporation. As a result of the share redemption described

below, the shares previously held by Aruze are no longer issued and outstanding and neither Mr. Wynn nor Ms. Wynn has or shares the power to vote or dispose of the Aruze Shares formerly held by Aruze USA. Further, by virtue of that redemption, neither Mr. Wynn nor Ms. Wynn remains a member of any "group" with Aruze USA nor is either of Mr. Wynn or Ms. Wynn otherwise a beneficial owner of the former Aruze Shares.

- (10) Includes: (i) 15,720 shares subject to immediately exercisable options to purchase Wynn Resorts' common stock granted pursuant to Wynn Resorts' 2002 Stock Incentive Plan; and (ii) 2,500 unvested shares of restricted stock of the Company's common stock granted pursuant to the Company's 2002 Stock Incentive Plan. Includes: (i) 35,720 shares subject to immediately exercisable options to purchase Wynn Resorts' common stock granted pursuant to Wynn Resorts' 2002 Stock Incentive Plan; and (ii) 2,500 unvested shares of restricted stock of the Company's common stock granted pursuant to the Company's 2002 Stock Incentive Plan.
- (12) Includes: (i) 25,720 shares subject to immediately exercisable options to purchase Wynn Resorts' common stock granted pursuant to Wynn Resorts' 2002 Stock Incentive Plan; and (ii) 2,500 unvested shares of restricted stock of the Company's common stock granted pursuant to the Company's 2002 Stock Incentive Plan.
- (13) Includes: 150,000 shares of the Company's common stock held by John A. Moran, as Trustee.
- (14) Includes: (i) 250,000 shares of restricted stock granted pursuant to the Company's 2002 Stock Incentive Plan and subject to a Restricted Stock Agreement which provides such grant will vest on December 5, 2016, and (ii) 50,000 shares subject to immediately exercisable options to purchase Wynn Resorts' common stock granted pursuant to Wynn Resorts' 2002 Stock Incentive Plan.
- (15) Includes: (i) 50,000 shares of restricted stock granted pursuant to the Company's 2002 Stock Incentive Plan and subject to a Restricted Stock Agreement which provides such grant will vest on December 5, 2016; and (ii) 30,000 shares subject to immediately exercisable options to purchase Wynn Resorts' common stock granted pursuant to Wynn Resorts' 2002 Stock Incentive Plan.
- (16) Includes: (i) 500 shares of the Company's common stock held by Mr. Strzemp's mother, for which Mr. Strzemp disclaims beneficial ownership; and (ii) 55,000 shares subject to immediately exercisable options to purchase Wynn Resorts' common stock pursuant to Wynn Resorts' 2002 Stock Incentive Plan.
- (17) Includes: (i) 25,000 shares of restricted stock granted pursuant to the Company's 2002 Stock Plan and subject to a Restricted Stock Agreement which provides such grant will vest on December 5, 2016, and (ii) 25,000 shares subject to immediately exercisable options to purchase Wynn Resorts' common stock granted pursuant to Wynn Resorts' 2002 Stock Incentive Plan.
- (18) Includes 359,040 shares subject to immediately exercisable stock options.

Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 19 – Functional Table



Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 20 – Federal tax filings



Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 21 – 5500 Forms

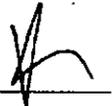


Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 22 – Criminal History

Wynn Resorts, Limited, and its subsidiaries including, Wynn PA, Inc., have no prior or pending criminal history.

Initials

Handwritten initials in black ink, appearing to be 'JK', written over a horizontal line.

Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 23 – Divested Interests Prohibiting License

Determination of Unsuitability and Redemption of Aruze USA, Inc. and Affiliates

Initials am

Determination of Unsuitability and Redemption of Aruze USA, Inc. and Affiliates and Related Matters

On February 18, 2012, Wynn Resorts' Gaming Compliance Committee concluded a year-long investigation after receiving an independent report by Freeh, Sporkin & Sullivan, LLP (the "Freeh Report") detailing a pattern of misconduct by Aruze USA, Inc., at the time a stockholder of Wynn Resorts; Universal Entertainment Corporation, Aruze USA, Inc.'s parent company, and Kazuo Okada, the majority shareholder of Universal Entertainment Corporation, who is also a member of Wynn Resorts' Board of Directors and was at the time a director of Wynn Macau, Limited. The factual record presented in the Freeh Report included evidence that Aruze USA, Inc., Universal Entertainment Corporation and Mr. Okada had provided valuable items to certain foreign gaming officials who were responsible for regulating gaming in a jurisdiction in which entities controlled by Mr. Okada were developing a gaming resort. Mr. Okada has denied the impropriety of such conduct to members of the Board of Directors of Wynn Resorts and Mr. Okada has refused to acknowledge or abide by Wynn Resorts' anti-bribery policies.

Based on the Freeh Report, the Board of Directors of Wynn Resorts determined that Aruze USA, Inc., Universal Entertainment Corporation and Mr. Okada are "unsuitable" under Article VII of the Wynn Resorts articles of incorporation. The Board of Directors was unanimous (other than Mr. Okada) in its determination. The Board of Directors also requested that Mr. Okada resign as a director of Wynn Resorts and recommended that Mr. Okada be removed as a member of the board of directors of Wynn Macau, Limited. In addition, on February 18, 2012, Mr. Okada was removed from the board of directors of Wynn Las Vegas Capital Corp., a wholly owned subsidiary of Wynn Resorts.

Based on the Board of Directors' finding of "unsuitability," on February 18, 2012, Wynn Resorts redeemed and canceled Aruze USA, Inc.'s 24,549,222 shares of Wynn Resorts' common stock. Following a finding of "unsuitability," Wynn Resorts' articles of incorporation authorize redemption at "fair value" of the shares held by unsuitable persons. Wynn Resorts engaged an independent financial advisor to assist in the fair value calculation and concluded that a discount to the then current trading price was appropriate because of, among other things, restrictions on most of the shares held by Aruze USA, Inc. under the terms of the Stockholders Agreement (as defined below). Pursuant to the articles of incorporation, Wynn Resorts issued the Redemption Price Promissory Note to Aruze USA, Inc. in redemption of the shares. The Redemption Price Promissory Note has a principal amount of \$1.94 billion, matures on February 18, 2022 and bears interest at the rate of 2% per annum, payable annually in arrears on each anniversary of the date of the Redemption Price Promissory Note. Wynn Resorts may, in its sole and absolute discretion, at any time and from time to time, and without penalty or premium, prepay the whole or any portion of the principal or interest due under the Redemption Price Promissory Note. In no instance shall any payment obligation under the Redemption Price Promissory Note be accelerated, except in the sole and absolute discretion of Wynn Resorts or as specifically mandated by law. The indebtedness evidenced by the Redemption Price Promissory Note is and shall be subordinated in right of payment, to the extent and in the manner provided in the Redemption Price Promissory Note, to the prior payment in full of all existing and future obligations of Wynn Resorts or any of its affiliates in respect of indebtedness for borrowed money of any kind or nature.

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Appendix 24 – Ownership in other slot machine licensee

Does Not Apply

Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 25 – Public Officials



Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 26 - Business experience



Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 27 – State Lottery Ticket sale location
with pay window proximity



Details on Community Services

SCHOOLS, COMMUNITY SERVICES, FACILITIES AND RESOURCES

While there are many strong attributes as to why the Site makes the most sense for the Category 2 Gaming License, one key attribute is the Site's separation from the Kensington/Fishtown/Port Richmond portions of the City to the west by the I-95 corridor, as well as the expanse of undeveloped, vacant land that surrounds the property.

The proposed development plans will have no adverse impact on hospitals, places of worship, schools, charitable institutions, parks, zoos or any similar place frequented by the public within 1,500 feet of the proposed facility, as the Site is separated from the neighboring communities to the west by the I-95 corridor, and surrounded by vacant industrial properties to the north and south.

The list of hospitals, places of worship, schools, charitable institutions, parks, zoos or any similar places frequented by the public within 1,500 feet of the proposed facility is very limited, and is provided below.

Name	Use	Address	Location
Stephen A. Douglas School	High School- Philadelphia Public School	2700 E. Huntingdon Street	West of I-95 Corridor
Rescue Relief-Senior Citizens	Senior Citizen Aid	2671 E. Cumberland Street	West of I-95 Corridor
Military & Veteran Affairs	U.S. Government	2429 Aramingo Avenue	West of I-95 Corridor
Penn Treaty Middle School	Middle School- Philadelphia Public School	600 E. Thompson Street	West of I-95 Corridor

Wynn Resorts, Limited
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Appendix 29 – Brief Narrative: Proposed Internal Controls

Wynn Resorts, Limited
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Appendix 30 - Marketing plans and proposals



Information relating to entitlements, permits and approvals

The following is a summary of anticipated entitlements, permits and approvals required to develop and construct the Wynn Philadelphia casino resort. It is noted that this summary excludes PGCB licenses and approvals.

DESCRIPTION	STATUS
Local – City of Philadelphia	
1. Zoning Approval – SP-ENT – City Council	Submission Pending
2. Plan of Development – City Planning Commission	Submission Pending
3. Zoning/Use Permit – Dept. of Licenses & Inspections	Submission Pending
4. Existing Resource Site Analysis – Water Dept.	Submission Pending
5. Post-Construction Storm Water Mgmt. Plan – Water Depart.	Submission Pending
6. Water and Sewer Taps – Water Dept.	Submission Pending
7. Highway Occupancy Permit – Streets Dept.	Submission Pending
8. Lot Consolidation – Board of Surveyors	Submission Pending
9. Boiler/Generator Air Permits – Dept. of Health, Air Mgmt.	Submission Pending
10. Early Foundation Permit – Dept. of Licenses & Inspections	Submission Pending
11. Core/Shell Building Permit – Dept. of Licenses & Inspections	Submission Pending
12. Trade Permits (electrical, plumbing, HVAC and sprinkler) - Dept. of Licenses and Inspections	Submission Pending
13. Fit-Out Building Permit – Dept. of Licenses & Inspections	Submission Pending
14. Temporary Certificate of Occupancy - Dept. of Licenses & Inspections	Submission Pending
15. Permanent Certificate of Occupancy - Dept. of Licenses & Inspections	Submission Pending
State – Commonwealth of Pennsylvania	
16. General Notices (Act 14/67/68) - PADEP	Submission Pending
17. Chapter 102 NPDES Construction/Post-Construction – PADEP	Submission Pending
18. Chapter 105 Dams & Waterways General Permit No. 4 - PADEP	Submission Pending
19. Submerged Lands License - PADEP	Issued
20. Act 537 Sanitary Sewage Module – PADEP	Submission Pending
21. Act 2 Brownfield Remediation (optional) - PADEP	Submission Pending
22. Highway Occupancy Permit - PennDOT	Submission Pending
Federal – U.S. Army Corps of Engineers	
23. Section 10/404 Nationwide Permit No. 7 - Corps	Submission Pending

As indicated, the vast majority of the submissions are pending issuance of a Category 2 Gaming License by the Pennsylvania Gaming Control Board. However, it is noted that title to the Submerged Lands associated with the Site has been transferred from the Commonwealth of Pennsylvania to the current Site owner, and will subsequently be transferred to Wynn PA, Inc. While title to Submerged Lands is usually a major obstacle to development of privately owned properties on the Delaware River, in the case of Wynn Philadelphia, this obstacle has been eliminated and construction can proceed once the appropriate permits are issued by the regulatory agencies in ordinary course. A copy of the Submerged Lands deeds are included as attachments to this appendix.

All entitlements, permits and approvals required for the Wynn Philadelphia resort are typical for any real estate development project within the City of Philadelphia. No special or long-lead permits are required, and no adverse impacts from the issuance of the approvals are anticipated.

Attachments:

- 1) Deed for 2001 Richmond Street – riparian/upland portion of lot.
- 2) Deed for 2001 Richmond Street - submerged lands (area between the pierhead and bulkhead lines).
- 3) Deed for 2001 Beach Street, a/k/a 2015 Richmond Street – riparian/upland portion of lot.
- 4) Deed for 2001 Beach Street, a/k/a 2015 Richmond Street – submerged lands (area between the pierhead and bulkhead lines).

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9-13

U 0118 U/i

This Indenture Made this 7th day of October 19 92

Between LONGMEAD HOMES, INC., a Pennsylvania Corporation

1650
5709

(hereinafter called the Grantor),

DYOTT CORP. a Pennsylvania Corporation

(hereinafter called the Grantee),

Witnesseth That the said Grantor for and in consideration of the sum of ONE HUNDRED SIXTY-FIVE THOUSAND (\$165,000.00) DOLLARS lawful money of the United States of America, unto it well and truly paid by the said Grantee, at or before the sealing and delivery hereof, the receipt whereof is hereby acknowledged, has granted, bargained and sold, released and confirmed, and by these presents does grant, bargain and sell, release and confirm unto the said Grantee, its successors and assigns,

- BLOCK 16 N 24 LOT 7
- BLOCK 17 N 1 LOT 15
- BLOCK 17 N 9 LOT 15

ALL THAT CERTAIN lot or piece of ground.

SITUATED in the 31st Ward of the City of Philadelphia, described according to Parcels A, B and C Overall Plan by David Andrew Plum, Surveyor #19128-E, dated 9/14/1992, to wit:

BEGINNING at a point, said point being on the Delaware River pierline and the Easterly edge of Dyott Street (100 feet wide) thence (A) along the said edge of Dyott Street North 30 degrees 02 minutes 52 seconds West 699 feet 01 5/8 inches to a point of curve thence (B) curving to the right along the edge of an intersection having a radius of 316 feet 08 1/8 inches and an arc distance of 395 feet 04 1/8 inches to a point on Richmond Street (120 feet wide) thence (C) continuing along Richmond Street North 41 degrees 29 minutes 03 seconds East 55 feet 02 1/2 inches to a point thence (D) leaving Richmond Street in a Southerly direction along lands of others (Parcel "C" and "A" respectfully) the following 6 courses South 48 degrees 39 minutes 08 seconds East 452.00 feet 00 1/2 inches thence (E) North 41 degrees 29 minutes 03 seconds East 184 feet 04 inches to a point thence (F) South 48 degrees 25 minutes 37 seconds East 59 feet 01 5/8 inches to a point; thence (G) South 50 degrees 38 minutes 49 seconds East 474 feet 04 5/8 inches to a point thence (H) South 48 degrees 25 minutes 37 seconds East 113 feet 06 inches to a point thence (I) South 25 degrees 43 minutes 08 seconds East 100 feet 00 inches to a point on the Delaware River Pierline thence (J) along the Delaware River South 64 degrees 16 minutes 52 seconds West 803 feet 10 5/8 inches to the point of beginning.

CONTAINING 579,091.455 square feet.
13.294 acres.

BEING Known as 2001 Richmond Street.

6

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF Phila.) SS.

On this, the 7th day of Oct, A.D. 1992, before me,
the undersigned officer, personally appeared
known to me (or satisfactorily proven) to be the person whose name is (are) subscribed to the within
instrument, and acknowledged that he executed the same for the purposes therein contained.
In Witness Whereof, I hereunto set my hand and official seal.

Notary Public
My Commission Expires:

Edward J. Rose
Notary Public

My Commission Expires:

NOTARIAL SEAL
EDWARD J. ROSE, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Nov. 12, 1994

Premises:
2001 Richmond Street
Philadelphia, Pennsylvania

#5
#465
PA. RTT 1650.00
CHECK 1650.00
ITEM 1
1CL 0867 09:49TN

The address of the above-named Grantee
is Joseph A. Mero 401 City Line
Ave. Bala Cynwyd Pa. 19004
On behalf of the Grantee

CLT-2896

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF Phila.) SS.

On this, the 7th day of Oct, A.D. 1992, before me,
the undersigned officer, personally appeared Theresa H. Byrne who acknowledged
himself (herself) to be the President of LONGMEAD HOMES, INC.,
a corporation and that she as such President
being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the
corporation by himself (herself) as President.
In Witness Whereof, I hereunto set my hand and official seal.

THIS DOCUMENT RECORDED
92 OCT 22 PM 2:

000465
COMMONWEALTH LAND
TITLE INSURANCE COMPANY



D 024830 ED

LONGMEAD HOMES, INC.

TO

DYOTT CORP.

Handwritten signatures and initials

The following information is incorporated and made a part of the documents attached. It will be relied upon by the Department of Records for recording and indexing purposes. If there is any conflict between the RIS and the attached document, the information on the RIS shall prevail for recording and indexing purposes.

RETURN DOCUMENT TO:		RETURN TO:	
Name:	Chicago Title Insurance Co.		
Address:	1601 Market Street, Ste. #2550		
	Philadelphia, PA 19103		
Telephone:	1496xx (34)		

1. Type of Document:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Deed - Riparian Rights | <input type="checkbox"/> Mortgage | <input type="checkbox"/> Assignment of Mortgage |
| <input type="checkbox"/> Lease/Memo of Lease | <input type="checkbox"/> Release of Mortgage | <input type="checkbox"/> Easement |
| <input type="checkbox"/> Assignment of Lease & Rents | <input type="checkbox"/> Satisfaction of Mortgage | <input type="checkbox"/> Other: _____ |
- (specify)

2. Date of Document: 01 / 21 / 2001
month day year

3. Deed Consideration/ Mortgage Amount: \$ 28,850

4. Grantor/Mortgagor/Assignor/Lessor/ Other: (a.) Commonwealth of PA, Dept. of General Services
(Last Name, First Name, Middle Initial) (b.) _____
Type only one name on each line (c.) _____
 Additional addresses on page 2 of RIS.

5. Grantee/Mortgagee/Assignee/Lessee/ Other: (a.) Dyott Corp.
(Last Name, First Name, Middle Initial) (b.) _____
Type only one name on each line (c.) _____
 Additional addresses on page 2 of RIS.

6. Property Address:
 (a.) House No. & Street Name: 2001 Richmond Street
 Apt. No./Unit/Condo (If Applicable): _____ Philadelphia, PA Zip Code: 19125
 BRT Account # (optional): _____ Parcel Identification Number (PIN) (optional): _____
 Additional addresses on page 2 of RIS.

7. Deeds only: Grantee's Mailing Address: (If Grantee is at a different address than the Property Address listed in section 6, complete this section.)
 House No. & Street Name: 6958 Torresdale Avenue
 Apt. No./Unit/Condo (If Applicable): Suite 200
 City: Philadelphia State: PA Zip Code: 19135

8. Recording Information to be Referenced. Mortgage to be released/satisfied/assigned/modified: N/A
 (a.) Name of Original Mortgage: _____ (c.) Record Book Information of Original Mortgage:
 (b.) Recording Date of Original Mortgage: _____ / _____ / _____ (Initials) (Book) (Page)
month day year

9. Optional Information:
 Consolidation Subdivision

Edwin G. Dittlow
 Print Name of Preparer
215-568-4889
 Telephone Number of Preparer
Edwin G. Dittlow
 Preparer's Signature

FOR DEPT USE ONLY

QUIT CLAIM DEED

LMD-2004-4

THIS QUIT CLAIM DEED MADE AND ENTERED into this 21st day of January, 2004, between the **COMMONWEALTH OF PENNSYLVANIA**, acting by and through the Department of General Services, an administrative department of the Commonwealth of Pennsylvania, with the approval of the Governor of the Commonwealth of Pennsylvania, herein referred to as **GRANTOR**,

A

N

D

DYOTT CORP., a Pennsylvania Corporation, hereinafter referred to as **GRANTEE**,

WHEREAS, under authority of Act 60 of 2003, the General Assembly of the Commonwealth of Pennsylvania authorized the Department of General Services, with the approval of the Governor, to grant and convey to **GRANTEE**, a tract of land situate in City of Philadelphia, Philadelphia County, Pennsylvania, hereinafter described.

WITNESSETH, that the said **GRANTOR** for and in consideration of **TWENTY EIGHT THOUSAND EIGHT HUNDRED FIFTY DOLLARS AND 00/100 (\$28,850.00)** does hereby release, quit claim, grant and convey unto the **GRANTEE**, its successors and assigns a tract of land, together with any improvements thereon, situate in the City of Philadelphia, Philadelphia County, Pennsylvania, bounded and described as follows:

ALL THAT CERTAIN tract of land situated in the bed of the Delaware River, in the City and County of Philadelphia, Pennsylvania, between the bulkhead and pierhead lines, established by the Secretary of War on September 10, 1940, in the City and County of Philadelphia, Pennsylvania consisting of all the muds and land currently or previously under the waters of the Delaware River and contained within the metes and bounds description set forth in paragraph (1)



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below and all riparian rights appertaining thereto, which tract of land is adjacent to, and has a common boundary with, the lands presently owned by Dyott Corp.

- (1) Beginning at a point on the northerly pierhead line of the Delaware River where the same is intersected by the easterly street line of Dyott Street (100 feet wide R. O. W.) as shown on a plan entitled "Parcels A, B & C, Overall Plan" prepared by Plum & Associates, Project No. 92-066 dated September 14, 1992, and from said beginning point running thence
 - (i.) along the easterly street line of Dyott Street North 30 degrees, 02 minutes, 52 seconds West a distance of 494 feet 9-3/8 inches to a point; thence
 - (ii.) crossing through Parcel B and running along the northerly bulkhead line of the Delaware River as approved by the Secretary of War on September 10, 1940, North 64 degrees, 18 minutes, 09 seconds East a distance of 663 feet 4-1/2 inches to a point; thence
 - (iii.) along the dividing line between Parcel B and Parcel A as shown on the above referenced plan, South 50 degrees, 38 minutes, 49 seconds East a distance of 318 feet 5/8 inches to a rebar set; thence
 - (iv.) continuing along the dividing line between Parcel B and Parcel A, South 48 degrees, 25 minutes, 37 seconds East a distance of 113 feet 6 inches to a rebar set; thence
 - (v.) continuing along the dividing line between Parcel B and Parcel A, South 25 degrees, 43 minutes, 08 seconds East a distance of 100 feet, 0 inches to a point; thence
 - (vi.) along the northerly pierhead line of the Delaware River, South 64 degrees, 16 minutes, 52 seconds West a distance of 803 feet 10-3/4 inches to a point and place of beginning.

CONTAINING 8.5271-acres.

TO HAVE AND TO HOLD the said tract or piece of ground unto the said **GRANTEE**, its successors and assigns, to and for the only proper use and behoof of the said **GRANTEE**, its successors and assigns forever.

TOGETHER with all and singular, the tenements, hereditaments and appurtenances thereto belonging, or in any wise appertaining, and the reversions, remainders, rents, issues and profits thereof; **AND** also, all the state, right, title, interest, property, claim and demand whatsoever, as well in law as in equity, of the said **GRANTOR** of the above described premises.

IN WITNESS WHEREOF, GRANTOR, by Donald T. Cunningham, Jr.,
Secretary of General Services, has caused this instrument to be signed the day
and year first above written.

APPROVED AS TO LEGALITY
AND FORM
Office of Chief Counsel, DGS

Edward M. Fleish

COMMONWEALTH OF PENNSYLVANIA
Department of General Services

Julie Gay 11/21/04
Secretary of General Services (Date)

APPROVED AS TO LEGALITY
AND FORM
Office of General Counsel

Edward M. Fleish

APPROVED:

Julie Gay 11/21/04
GOVERNOR

APPROVED AS TO LEGALITY
AND FORM
Office of Attorney General

By N/A
Deputy Attorney General

ACKNOWLEDGMENT

COMMONWEALTH OF PENNSYLVANIA:

:

COUNTY OF DAUPHIN

:

On this, the 21st day of January, 2004, before me, the undersigned officer, personally appeared Donald T. Cunningham, Jr., Secretary of the Department of General Services of the Commonwealth of Pennsylvania, known to me (or satisfactorily proven) to be the person described in the foregoing instrument, and acknowledged that he executed the same in the capacity therein stated and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Toni S. Hoover

NOTARY PUBLIC

NOTARIAL SEAL
TONI S. HOOVER, Notary Public
City of Harrisburg, Dauphin County
My Commission Expires Dec. 18, 2004

CERTIFICATE OF RESIDENCE

I certify that the true and precise address of the within named GRANTEE
is 205 Lurgan Road, New Hope, Pennsylvania, 18938.

January 21, 2008

[Signature]
FOR GRANTEE

COMMONWEALTH OF PENNSYLVANIA

SS:

COUNTY OF _____:

RECORDED on this _____ day of _____, 200_, in the
Recorder's Office of said County in Deed Book: Volume _____, Page _____.

Given under my hand and the seal of the office, the date above written.

RECORDER OF DEEDS

PHILADELPHIA REAL ESTATE TRANSFER TAX CERTIFICATION

RECORDER'S USE ONLY

DATE RECORDED

Complete each section and file in duplicate with Recorder of Deeds when (1) the full value/consideration is not set forth in the deed, (2) when the deed is without consideration, or by gift, or (3) a tax exemption is claimed. If more space is needed, attach additional sheet(s).

A. CORRESPONDENT - All inquiries may be directed to the following person:

NAME Joseph A. Mco		TELEPHONE NUMBER	
STREET ADDRESS 150 Monument Road, Suite 603		AREA CODE (610) 660-6500	ZIP CODE 19004
CITY Bala Cynwyd		STATE PA	

B. TRANSFER DATA		DATE OF ACCEPTANCE OF DOCUMENT	
GRANTOR(S)/LESSOR(S) Commonwealth of Pennsylvania Department of General Services		GRANTEE(S)/LESSEE(S) Dyott Corp.	
STREET ADDRESS 505 North Office Building		STREET ADDRESS 205 Lurgan Road	
CITY Harrisburg	STATE PA	CITY New Hope	STATE PA
ZIP CODE 17125		ZIP CODE 18938	

C. PROPERTY LOCATION		
STREET ADDRESS 2001 Richmond Street		CITY, TOWNSHIP, BOROUGH Philadelphia
COUNTY Philadelphia	SCHOOL DISTRICT Philadelphia	TAX PARCEL NUMBER 31-2-2041-05, 88-5-0485-00

D. VALUATION DATA		
ACTUAL CASH CONSIDERATION \$28,850	2. OTHER CONSIDERATION + -0-	CONSIDERATION = \$28,850
COUNTY ASSESSED VALUE Portion of 284,800	3. COMMON LEVEL RATIO FACTOR X 3.39	4. FAIR MARKET VALUE = Portion of \$965,472.00

E. EXEMPTION DATA	
1. AMOUNT OF EXEMPTION None	1B. PERCENTAGE OF INTEREST CONVEYED 100%

2. Check Appropriate Box Below for Exemption Claimed

- Will or intestate succession _____
(NAME OF DECEDENT) (ESTATE FILE NUMBER)
- Transfer to Industrial Development Agency:
- Transfer to agent or straw party. (Attach copy of agency/straw party agreement).
- Transfer between principal and agent. (Attach copy of agency/straw trust agreement). Tax paid prior deed \$ _____
- Transfers to the Commonwealth, the United States, and Instrumentalities by gift, dedication, condemnation or in lieu of condemnation. (Attach copy of resolution).
- Transfer from mortgagor to a holder of a mortgage in default. Mortgage Book Number _____ Page Number _____
Mortgagee (grantor) sold property to Mortgagor (grantee) (Attach copy of prior deed).
- Corrective deed (Attach copy of the prior deed).
- Other (Please explain exemption claimed, if other than listed above.) _____



Under penalties of law or ordinance, I declare that I have examined this Statement, including accompanying information, and to the best of my knowledge and belief, it is true, correct and complete.

SIGNATURE OF CORRESPONDENT OR RESPONSIBLE PARTY

DATE

J. W. G. Williams



This Document Recorded
10/06/2008 State RTT: 0.00
11:35AM Local RTT: 0.00
Doc Code: D Commissioner of Records, City of Philadelphia

Doc Id: 51975739
Receipt #: 746547
Rec Fee: 156.50

DEED OF CONFIRMATION

THIS INDENTURE made the *30th* day of *September* in the year of our Lord two thousand seven (2008)

BETWEEN BEACH STREET CORP.

Grantor

and

BEACH STREET CORP.

Grantee

WHEREAS, Grantor, by Deed dated March 15, 1994, acquired title to premises 2015 Richmond Street, Philadelphia.

WHEREAS, the legal description of the parcel was prepared by Allen J. Bommentre Jr., Surveyor and Regulator of the Third Survey District, and is included in this deed;

WHEREAS, portions of the property in the original legal description outlined in the referenced deed were sold, and this deed is prepared to correct the same.

NOW This Indenture witnesseth, that the said BEACH STREET CORP., for and in consideration of the sum of \$1.00 lawful money of the United States, to them well and truly paid by the said BEACH STREET CORP., at and before the sealing and delivery hereof, the receipt whereof is hereby acknowledged, have granted, bargained, sold, aliened, released, and confirmed and by these present, do grant, bargain, sell, alien, release and confirm unto the said BEACH STREET CORP., in fee:

ALL THAT CERTAIN

lot or piece of ground, SITUATE in the 31st Ward of the City of Philadelphia and described in accordance with a Plan of Property (2008-197/ # 4182-C) made August 11, 2008 by Allen J. Bommentre Jr., Surveyor and Regulator of the Third Survey District, to wit;

BEGINNING

at the point formed by the intersection of the southeasterly side of Beach Street (80' Wide) with the southwesterly side of Cumberland Street (120' Wide);

THENCE

extending S48°30'57"E, along the southwesterly side of said Cumberland Street, the distance of 34.073', to a point on the southeasterly terminus of said Cumberland Street;

THENCE

extending N55°14'03"E, along the southeasterly terminus of said Cumberland Street, crossing the head of a certain 60' wide drainage right of way (which

CONTAINING

in area 1,336,689 Sq. Ft. or 30.6862 Acres

BEING

NO. 2015 Richmond Street, Parcel A, a/k/a 2001 Beach Street,
BRT Account Number 88-5-0490-20

BEING

the same premises which Philadelphia Industrial Development Corporation, a Pennsylvania non-profit Corporation, by Deed dated March 15, 1994 and recorded on April 4, 1994, in Philadelphia County in Deed Book D0537, page 131, granted and conveyed unto Beach Street Corp., in fee.

Together with all and singular buildings, improvements, ways, streets, alleys, passages, waters, water-courses, rights, liberties, privileges, hereditaments and appurtenances whatsoever thereunto belonging, or in any wise appertaining, and the reversions and remainders, rents, issues and profits thereof; and also, all the estate, right, title, interest use, trust, property, possession, claim and demand whatsoever of the said Grantor, in law, equity, or otherwise howsoever, of, in, and to the same and every part thereof;

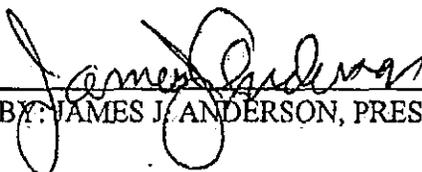
To have and to hold the said lot or piece of ground with the buildings and improvements thereon erected---hereditaments and premises hereby granted, or mentioned and intended so to be, with the appurtenances, unto the said Grantee, to and for the only proper use and behoof of the said Grantee, in fee.

AND the said GRANTOR, for itself, its heirs, executors and administrators do covenant, promise and agree, to and with the said GRANTEE, its heirs and assigns, that it, the said GRANTOR, had not done, committed, or knowingly or willingly suffered to be done or committed, any act, matter or thing whatsoever whereby the premises hereby granted, or any part thereof, is, are, shall or may be impeached, charged or incumbered, in title, charge, estate or otherwise howsoever, and against all and every person or persons whomsoever lawfully claiming or to claim the same or any part thereof, by, from, or under them or any of them, shall and will WARRANT and forever DEFEND.

THE GRANTOR AND GRANTEE ARE THE SAME, THEREFORE, THE TRANSACTION IS EXEMPT FROM TRANSFER TAX.

In Witness Whereof the said Beach Street Corp., hereunto sets its hand and seal the day and year first above written.

BEACH STREET CORP.

 (SEAL)
BY: JAMES J. ANDERSON, PRESIDENT

BEACH STREET CORP.

Grantor

to

BEACH STREET CORP.

Grantee

Premises:

2015 Richmond Street, Parcel A
a/k/a 2001 Beach Street
BRT Account # 88-5-0490-20

The address of the above-named Grantee
is 205 Lurgan Road, New Hope, PA 18938



Dawn Tancredi, Esquire
On behalf of Grantee

RECORD AND RETURN TO:
DAWN TANCREDI, ESQUIRE
MATTIONI, LTD.
399 Market Street, Suite 200
Philadelphia, PA 19106
215-629-1600

Print Form

Clear Form

Instructions Regarding The Completion Of This Form
May Be Found On Page 2.
Please Report Any Technical Problems With This Form To:
fred.fedak@phila.gov

BOOK NO. PAGE NO.

PHILADELPHIA REAL ESTATE TRANSFER TAX CERTIFICATION

DATE RECORDED

CITY TAX PAID

Complete each section and file in duplicate with Recorder of Deeds when (1) the full consideration/value is/are not set forth in the deed, (2) when the deed is with consideration, or by gift, or (3) a tax exemption is claimed. If more space is needed, attach additional sheet(s).

A. CORRESPONDENT — All inquiries may be directed to the following person:

NAME: Dawn Tancredi, Esquire
TELEPHONE NUMBER: AREA CODE 215 629-1600

STREET ADDRESS: 399 Market Street, Suite 200
CITY: Philadelphia
STATE: PA
ZIP CODE: 19106

B. TRANSFER DATA

GRANTOR(S)/LESSOR(S): Beach Street Corp.
DATE OF ACCEPTANCE OF DOCUMENT: []
GRANTEE(S)/LESSEE(S): Beach Street Corp.

STREET ADDRESS: 205 Lurgan Road
STREET ADDRESS: 205 Lurgan Road

CITY: New Hope
STATE: PA
ZIP CODE: 18938
CITY: New Hope
STATE: PA
ZIP CODE: 18938

C. PROPERTY LOCATION

STREET ADDRESS: 2001 Beach Street
CITY/TOWNSHIP/BOROUGH: Philadelphia

COUNTY: Philadelphia
SCHOOL DISTRICT: Philadelphia
TAX PARCEL NUMBER: 88-5-0490-20

D. VALUATION DATA

1. ACTUAL CASH CONSIDERATION: \$1.00
2. OTHER CONSIDERATION: + 0
3. TOTAL CONSIDERATION: = \$1.00

4. COUNTY ASSESSED VALUE: \$915,936.00
5. COMMON LEVEL RATIO FACTOR: x 3.55
6. FAIR MARKET VALUE: = \$3,251,572.80

E. EXEMPTION DATA

1A. PERCENTAGE OF EXEMPTION: 100%
1B. PERCENTAGE OF INTEREST CONVEYED: 100%

2. Check Appropriate Box Below for Exemption Claimed

- Will or Intestate succession (NAME OF DECEDENT) (ESTATE FILE NUMBER)
- Transfer to Industrial Development Agency.
- Transfer to agent or straw party. (Attach copy of agency/straw party agreement).
- Transfer between principal and agent. (Attach copy of agency/straw trust agreement). Tax paid prior deed \$ []
- Transfers to the Commonwealth, the United States, and instrumentalities by gift, dedication, condemnation or in lieu of condemnation. (Attach copy of resolution).
- Transfer from mortgagor to a holder of a mortgage in default. Mortgage Book Number [] Page Number []
Mortgagee (grantor) sold property to Mortgagor (grantee) (Attach copy of prior deed).
- Corrective deed (Attach copy of the prior deed).
- Other (Please explain exemption claimed, if other than listed above.)
Transfer is to correct legal description; Grantor and Grantee are the same entity.

Under penalties of law or ordinance, I declare that I have examined this Statement, including accompanying information, and to the best of my knowledge and belief, it is true, correct and complete.

SIGNATURE OF CORRESPONDENT OR RESPONSIBLE PARTY: James J. [Signature]
DATE: 9-30-08

The following information is incorporated and made a part of the document attached. It will be relied upon by the Department of Records for recording and indexing purposes. If there is any conflict between the RIS and the attached document, the information on the RIS shall prevail for recording and indexing purposes.

RETURN DOCUMENT TO:	RETURN TO:
Name:	Chicago Title Insurance Co.
Address:	1601 Market Street, Ste. #2550 Philadelphia, PA 19103
Telephone:	1496XX (34)

1. Type of Document:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Deed - Riparian Rights | <input type="checkbox"/> Mortgage | <input type="checkbox"/> Assignment of Mortgage |
| <input type="checkbox"/> Lease/Memo of Lease | <input type="checkbox"/> Release of Mortgage | <input type="checkbox"/> Easement |
| <input type="checkbox"/> Assignment of Lease & Rents | <input type="checkbox"/> Satisfaction of Mortgage | <input type="checkbox"/> Other: _____ |
- (specify)

2. Date of Document: 01 / 21 / 2004 3. Deed Consideration/ Mortgage Amount: \$ 71,150
month day year

4. Grantor/Mortgagor/Assignor/Lessor/ Other: (a.) Commonwealth of PA, Dept. of General Services
(Last Name, First Name, Middle Initial) (b.) _____
 Type only one name on each line (c.) _____

Additional addresses on page 2 of RIS.

5. Grantee/Mortgagee/Assignee/Lessee/ Other: (a.) Beach Street Corp.
(Last Name, First Name, Middle Initial) (b.) _____
 Type only one name on each line (c.) _____

Additional addresses on page 2 of RIS.

6. Property Address:

(a.) House No. & Street Name: 2015 Richmond Street
 Apt. No./Unit/Condo (If Applicable): _____ Philadelphia, PA Zip Code: 19125
 BRT Account # (optional): _____ Parcel Identification Number (PIN) (optional): _____

Additional addresses on page 2 of RIS.

7. Deeds only: Grantee's Mailing Address: (If Grantee is at a different address than the Property Address listed in section 6, complete this section.)

House No. & Street Name: 6958 Torresdale Avenue
 Apt. No./Unit/Condo (If Applicable): Suite 200
 City: Philadelphia State: PA Zip Code: 19135

8. Recording Information to be Referenced. Mortgage to be released/satisfied/assigned/modified: N/A
 (a.) Name of Original Mortgagee: _____ (c.) Record Book Information of Original Mortgage:
 (b.) Recording Date of Original Mortgage: _____ / _____ / _____
month day year (Initials) (Book) (Page)

9. Optional Information:

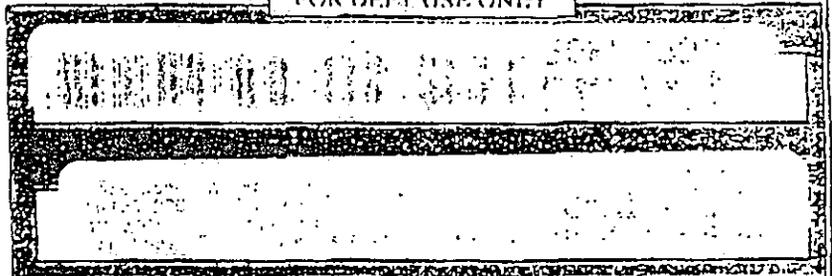
- Consolidation Subdivision

FOR DEPT USE ONLY

Edwin G. Dillow
 Print Name of Preparer

215-568-4889
 Telephone Number of Preparer

Edwin G. Dillow
 Preparer's Signature



DEED

THIS INDENTURE MADE THE 15th day of March, 1994, between Philadelphia Industrial Development Corporation, a Pennsylvania non-profit corporation, (hereinafter called the Grantor), of the one part, and Beach Street Corp., a Pennsylvania corporation, (hereinafter called the Grantee), of the other part,

WITNESSETH, that the said Grantor for and in consideration of the sum of One (\$1.00) Dollar lawful money of the United States of America, unto them well and truly paid by the said Grantee, at or before the sealing and delivery hereof, and otherwise good and valuable consideration, the receipt whereof is hereby acknowledged, has granted, bargained and sold, released and confirmed, and by these presents does grant, bargain and sell, release and confirm unto the said Grantee, its successors and assigns,

W. Wynne for
COMMISSIONER OF RECORDS
0006664

Premises A:

ALL THAT CERTAIN lot or piece of ground with the buildings and improvements thereon erected.

SITUATED in the 31st Ward of the City of Philadelphia, described according to Parcel "A" Plan made for Beach Street Corp. by David Andrew Plum, Surveyor No. 19128-E dated 9/14/1992, to wit:

THIS DOCUMENT RECORDED
91 MAR 31 PM 1:23

BEGINNING at a point formed by the intersection of the Southeasterly side of Beach Street (variable width) and the Northeasterly side of Cumberland Street (120 feet wide); thence extending from said point of beginning South 48 degrees 30 minutes 57 seconds East the distance of 51 feet 5 3/4 inches to a point; thence extending North 64 degrees 47 minutes 00 seconds East the distance of 219 feet 1 5/8 inches to a point; thence extending South 24 degrees 42 minutes 57 seconds East the distance of 300 feet 2 inches to a point; thence extending South 64 degrees 57 minutes 52 seconds West the distance of 68 feet 0 1/8 inches to a point; thence extending South 25 degrees 02 minutes 08 seconds East the distance of 800 feet to a point on the Northwesterly side of the Delaware River; thence extending South 64 degrees 16 minutes 52 seconds West along the said Northwesterly side of the Delaware River and partly along the Southerly side of a variable width easement the distance of 1217 feet 11 1/4 inches to a point on the Westerly side of the said variable width easement; thence extending North 25 degrees 43 minutes 08 seconds West along the said Westerly side of the variable width easement the distance of 100 feet to a point; thence extending North 48 degrees 25 minutes 37 seconds West the distance of 113 feet 6 inches to a point; thence extending North 50 degrees 38 minutes 49 seconds West the distance of 474 feet 4 5/8 inches to a point; thence extending North 48 degrees 25

minutes 37 seconds West the distance of 59 feet 1 5/8 inches to a point; thence extending North 03 degrees 59 minutes 48 seconds East the distance of 31 feet 2 7/8 inches to a point on the Southerly side of said Beach Street (80 feet wide); thence extending Eastwardly along the said Southerly side of Beach Street (80 feet wide) on the arc of a circle curving to the left having a radius of 120 feet the arc distance of 110 feet to a point on the said Southeasterly side of Beach Street (80 feet wide); thence extending North 41 degrees 29 minutes 03 seconds East along the said Southeasterly side of Beach Street (80 feet wide) the distance of 1162 feet 5 inches to a point; thence extending South 48 degrees 30 minutes 57 seconds East along the Southwesterly side of said Beach Street (variable width) the distance of 34 feet 0 7/8 inches to a point; thence extending North 55 degrees 14 minutes 03 seconds East along the said Southeasterly side of Beach Street (variable width) the distance of 123 feet 6 1/2 inches to a point on the said Northeasterly side of Cumberland Street, being the first mentioned point and place of beginning.

CONTAINING 1,343,375.138 square feet and 30.840 acres.

Premises B:

ALL THAT CERTAIN lot or piece of ground.

SITUATED in the 31st Ward of the City of Philadelphia, described according to Parcel "C" Plan made for Beach Street Corp. by David Andrew Plum, Surveyor No. 19128-E dated 9/14/1992, to wit:

BEGINNING at a point of tangent on the Southwesterly side of Schirra Drive (80 feet wide) which point of tangent is measured Eastwardly on the arc of a circle curving to the right connecting the said Southwesterly side of Schirra Drive and the Southeasterly side of Richmond Street (120 feet wide) having a radius of 40 feet the arc distance of 62 feet 10 inches from a point of curve on the said Southeasterly side of Richmond Street; thence extending from said point of beginning South 48 degrees 30 minutes 57 seconds East along the said Southwesterly side of Schirra Drive the distance of 320 feet to a point of curve; thence extending Eastwardly along the Southwesterly side of Schirra Drive on the arc of a circle curving to the left having a radius of 120 feet the arc distance of 78 feet 6 1/8 inches to a point; thence extending South 03 degrees 59 minutes 48 seconds West the distance of 31 feet 2 3/4 inches to a point; thence extending South 41 degrees 29 minutes 03 seconds West the distance of 184 feet 4 inches to a point; thence extending North 48 degrees 39 minutes 08 seconds West the distance of 452 feet 0 1/2 inches to a point on the said Southeasterly side of Richmond Street; thence extending North 41 degrees 29 minutes 03 seconds East along the said Southeasterly side of Richmond Street the distance of 145 feet 4 3/4 inches to a point of curve; thence extending Eastwardly on the arc of a circle curving to the right

connection the said Southeasterly side of Richmond Street and the Southwesterly side of Schirra Drive having a radius of 40 feet the arc distance of 62 feet 10 inches to a point on the said Southwesterly side of Schirra Drive, being the first mentioned point and place of beginning.

CONTAINING 84,457.4177 square feet and 1.9388 acres.

BEING part of the same premises which The United States of America, acting by and through the Administrator of General Services by Deed dated 7/6/1962 and recorded 7/9/1962 in Philadelphia County, in Deed Book CAB 1936 page 586 conveyed unto The Philadelphia Industrial Development Corporation, in fee.

TOGETHER with all and singular the buildings and improvements, ways, streets, alleys, driveways, passages, waters, water-courses, rights, liberties, privileges, hereditaments and appurtenances, whatsoever unto the hereby granted premises belonging, or in any wise appertaining, and the reversions and remainders, rents, issues and profits thereof; and all the estate, right, title interest, property, claim and demand whatsoever of them the said grantors, as well at law as in equity, of, in and to the same.

TO HAVE AND TO HOLD the said lot or piece of ground above described, with the buildings and improvements thereon erected, hereditaments and premises hereby granted, or mentioned and intended so to be, with the appurtenances, unto the said Grantee, its successors and assigns forever.

UNDER AND SUBJECT, nevertheless, to certain conditions and restrictions of record and the restriction that the foregoing premises shall be used for industrial purposes and shall not hereafter be used for commercial or retail purposes without the prior written consent of the Grantor, which written consent may be withheld in the sole discretion of the Grantor, its successors or assigns.

AND the said Grantor, for itself, its successors and assigns does covenant, promise and agree, to and with the said Grantee, its successors and assigns, by these presents, that the said Grantor and its successors and assigns, all and singular the hereditaments and premises hereby granted or mentioned and intended so to be, with the appurtenances, unto the said Grantee, its successors and assigns, against it, the said Grantor and its successors and assigns, all and every person and persons whomsoever lawfully claiming or to claim the same or any part thereof, by, from or under it, them or any of them, shall and will, Subject as aforesaid. Warrant and forever defend.

IN WITNESS WHEREOF, the parties of the first part have hereunto set their hands and seals. Dated the day and year first above written.

Attest:

PHILADELPHIA INDUSTRIAL
DEVELOPMENT CORPORATION

Thomas A. DeMussis
Assistant Secretary

By: *G. Craig Schelton*
G. Craig Schelton,
Executive Vice-President

(CORP SEAL)

State of Pennsylvania :
: SS
County of Philadelphia :

On this, the 15th day of March, 1994, before me, a Notary Public for the Commonwealth of Pennsylvania, the undersigned Officer, personally appeared G. Craig Schelton, who acknowledged himself to be the Executive Vice-President of the Philadelphia Industrial Development Corporation, a Pennsylvania non-profit corporation, and that he as such Executive Vice-President, being authorized to do so, executed the foregoing Deed for the purposes therein contained by signing the name of the corporation as Executive Vice-President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Sima Hanau
Notary Public

NOTARIAL SEAL
SIMA HANAU, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Dec. 31, 1994

*The Address of Grantor is:
Brack Street Corp.
205 Luryan Road
New Hope, Pa. 18938*

PHILADELPHIA REAL ESTATE

TRANSFER TAX CERTIFICATION

DATE RECORDED

Complete each section and file in duplicate with Recorder of Deeds when (1) the full value/consideration is not set forth in the deed, (2) when the deed is without consideration, or by gift, or (3) a tax exemption is claimed. If more space is needed, attach additional sheet(s).

CORRESPONDENT - All inquiries may be directed to the following person:

NAME <i>Joseph A. McO, Esquire</i>		TELEPHONE NUMBER	
STREET ADDRESS <i>401 City Line Avenue STE #520</i>		AREA CODE <i>(215) 668-5300</i>	
CITY <i>Rivoli Cynwyd</i>		STATE <i>PA</i>	
ZIP CODE <i>19004</i>			

TRANSFER DATA		DATE OF ACCEPTANCE OF DOCUMENT	
GRANTOR(S)/LESSOR(S) <i>Phila. Industrial Development Corp.</i>		GRANTEE(S)/LESSEE(S) <i>Beach Street Corp.</i>	
STREET ADDRESS <i>1500 Market St. - Centre Square West</i>		STREET ADDRESS <i>205 Boyer Road</i>	
STATE <i>PA</i>		STATE <i>PA</i>	
ZIP CODE <i>PA</i>		ZIP CODE <i>19433</i>	

PROPERTY LOCATION		CITY, TOWNSHIP, BOROUGH	
STREET ADDRESS <i>2015 Richmond Street</i>		<i>Philadelphia</i>	
COUNTY <i>Philadelphia</i>	SCHOOL DISTRICT <i>Philadelphia</i>	TAX PARCEL NUMBER <i>NA</i>	

VALUATION DATA		
ACTUAL CASH CONSIDERATION <i>\$1.00</i>	2. OTHER CONSIDERATION <i>for release of PDC. G. ACRE + 45,000.00 OPTION</i>	3. TOTAL CONSIDERATION <i>= \$45,000.00</i>
COUNTY ASSESSED VALUE <i>\$97,408.00</i>	5. COMMON LEVEL RATIO FACTOR <i>x 3.47</i>	6. FAIR MARKET VALUE <i>= \$338,005.76</i>

EXEMPTION DATA	
AMOUNT OF EXEMPTION <i>FULL</i>	18. PERCENTAGE OF INTEREST CONVEYED <i>100%</i>

Check Appropriate Box Below for Exemption Claimed

- Will or intestate succession _____ (NAME OF DECEDENT) (ESTATE FILE NUMBER).
- Transfer to Industrial Development Agency.
- Transfer to agent or straw party. (Attach copy of agency/straw party agreement).
- Transfer between principal and agent. (Attach copy of agency/straw trust agreement). Tax paid prior deed \$ _____.
- Transfers to the Commonwealth, the United States, and Instrumentalities by gift, dedication, condemnation or in lieu of condemnation. (Attach copy of resolution).
- Transfer from mortgagor to a holder of a mortgage in default. Mortgage Book Number _____ Page Number _____ Mortgagee (grantor) sold property to Mortgagor (grantee) (Attach copy of prior deed).
- Corrective deed (Attach copy of the prior deed).

Other (Please explain exemption claimed, if other than listed above.) This Conveyance is exempt from transfer tax pursuant to Section 19-1405 of the Philadelphia Code which states in Subsection (12)(iii): Any transfer from a nonprofit industrial development agency or authority of a property conveyed to the agency or authority prior to July 1, 1987.

Under penalties of law or ordinance, I declare that I have examined this Statement, including accompanying information, and to the best of my knowledge and belief, it is true, correct and complete.

SIGNATURE OF CORRESPONDENT OR RESPONSIBLE PARTY <i>Joseph A. McO</i>	DATE <i>3/22/94</i>
---	------------------------

PHILADELPHIA REAL ESTATE

TRANSFER TAX CERTIFICATION

DATE RECORDED

Complete each section and file in duplicate with Recorder of Deeds when (1) the full value/consideration is not set forth in the deed, (2) when the deed is without consideration, or by gift, or (3) a tax exemption is claimed. If more space is needed, attach additional sheet(s).

CORRESPONDENT - All Inquiries may be directed to the following person:

NAME <i>JOSEPA A. McO, Esquire</i>		TELEPHONE NUMBER AREA CODE <i>215</i> <i>668-5300</i>	
STREET ADDRESS <i>401 City Line Avenue</i>		STATE <i>PA</i>	ZIP CODE <i>19004</i>
<i>STE 5-26</i>		<i>Boro. City</i>	

TRANSFER DATA DONOR(S)/LESSOR(S) <i>Phila. Industrial Development Corp.</i>		DATE OF ACCEPTANCE OF DOCUMENT	
GRANTEE(S)/LESSEE(S) <i>Reach Street Corp.</i>			
STREET ADDRESS <i>1500 Market St. - Centro Square West</i>		STREET ADDRESS <i>2055 Locoyla Road</i>	
STATE <i>PA</i>	ZIP CODE	CITY <i>New Hope</i>	STATE <i>PA</i>
		ZIP CODE <i>18938</i>	

PROPERTY LOCATION STREET ADDRESS <i>2015 Richmond Street</i>		CITY, TOWNSHIP, BOROUGH <i>Philadelphia</i>	
CITY <i>Philadelphia</i>	SCHOOL DISTRICT <i>Philadelphia</i>	TAX PARCEL NUMBER <i>NA</i>	

VALUATION DATA		
ACTUAL CASH CONSIDERATION <i>\$1.00</i>	2. OTHER CONSIDERATION <i>for release of PDC 6 ACRES OPTION</i> <i>+ \$45,000.00</i>	3. TOTAL CONSIDERATION <i>= \$45,000.00</i>
COUNTY ASSESSED VALUE <i>\$47,408.00</i>	5. COMMON LEVEL RATIO FACTOR <i>x 3.47</i>	6. FAIR MARKET VALUE <i>= \$338,005.76</i>

EXEMPTION DATA	
17. QUANTITY OF EXEMPTION <i>FULL</i>	18. PERCENTAGE OF INTEREST CONVEYED <i>100%</i>

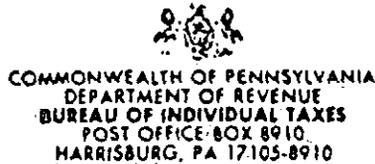
Check Appropriate Box Below for Exemption Claimed

- Will or intestate succession: _____ (NAME OF DECEDENT) (ESTATE FILE NUMBER)
- Transfer to Industrial Development Agency.
- Transfer to agent or straw party. (Attach copy of agency/straw party agreement).
- Transfer between principal and agent. (Attach copy of agency/straw trust agreement). Tax paid prior deed \$ _____.
- Transfers to the Commonwealth, the United States, and Instrumentalities by gift, dedication, condemnation or in lieu of condemnation. (Attach copy of resolution).
- Transfer from mortgagor to a holder of a mortgage in default. Mortgage Book Number _____ Page Number _____ Mortgagee (grantor) sold property to Mortgagor (grantee) (Attach copy of prior deed).
- Corrective deed (Attach copy of the prior deed).

Other (Please explain exemption claimed, if other than listed above.) This Conveyance is exempt from transfer tax pursuant to Section 19-1405 of the Philadelphia Code which states in Subsection (12)(iii): Any transfer from a nonprofit industrial development agency or authority of a property conveyed to the agency or authority prior to July 1, 1987.

Under penalties of law or ordinance, I declare that I have examined this Statement, including accompanying information, and to the best of my knowledge and belief, it is true, correct and complete.

SIGNATURE OF CORRESPONDENT OR RESPONSIBLE PARTY <i>Joseph A. McO</i>	DATE <i>3/22/94</i>
---	------------------------



REALTY TRANSFER TAX STATEMENT OF VALUE

See Reverse for Instructions

RECORDER'S USE ONLY	
State Tax Paid	
Book Number	
Page Number	
Date Recorded	

Complete each section and file in duplicate with Recorder of Deeds when (1) the full consideration is not set forth in the deed, (2) when the deed is without consideration, or by gift, or (3) a tax exemption is claimed. A Statement of Value is not required if the transfer is wholly exempt from tax based on: (1) family relationship or (2) public utility easement. If more space is needed, attach additional sheet(s).

A CORRESPONDENT - All inquiries may be directed to the following person:

Name	Telephone Number:
Joseph A. Mee, Esquire	
Street Address	Area Code (215) 668-5300
401 City Line Avenue STE 526	
City	State
Berks County PA	
Zip Code	
19004	

B TRANSFER DATA

Grantor(s)/Lessor(s)	Date of Acceptance of Document
Phil. Industrial Development Corp.	
Grantee(s)/Lessee(s)	
Beach Street Corp.	
Street Address	Street Address
1500 Market Street - Centre Sq. West	2050 Lurgan Road
City	City
State	State
Zip Code	Zip Code
PA 19102	PA 18938

C PROPERTY LOCATION

Street Address	City, Township, Borough
2015 Richmond Street	Phil. Delphian
County	School District
Phil. Delphian	Phil. Delphian
Tax Parcel Number	
NA	

D VALUATION DATA

1. Actual Cash Consideration	2. Other Consideration	3. Total Consideration
\$1.00	for release of 100 ACRES	= \$45,000.00
	+ \$45,000.00	
4. County Assessed Value	5. Common Level Ratio Factor	6. Fair Market Value
\$97,409.00	x 3.47	= \$338,005.76

E EXEMPTION DATA

1a. Amount of Exemption Claimed	1b. Percentage of Interest Conveyed
NONE	100%

2. Check Appropriate Box Below for Exemption Claimed

Will or intestate succession (Name of Decedant) _____ (Estate File Number) _____

Transfer to Industrial Development Agency.

Transfer to Agent or Straw Party. (Attach copy of agency/straw party agreement).

Transfer between principal and agent. (Attach copy of agency/straw trust agreement). Tax paid prior deed \$ _____

Transfers to the Commonwealth, the United States, and Instrumentalities by gift, dedication, condemnation or in lieu of condemnation. (Attach copy of resolution).

Transfer from mortgagor to a holder of a mortgage in default. Mortgage Book Number _____, Page Number _____

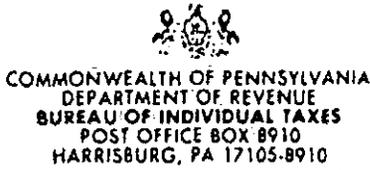
Corrective deed (Attach copy of the prior deed).

Statutory Corporate Consolidation, Merger or Division. (Attach copy of articles).

Other (Please explain exemption claimed, if other than listed above.) _____

Under penalties of law, I declare that I have examined this Statement, including accompanying information, and to the best of my knowledge and belief, it is true, correct and complete.

Signature of Correspondent or Responsible Party	Date
Joseph A. Mee	03/22/94



REALTY TRANSFER TAX STATEMENT OF VALUE

See Reverse for Instructions

RECORDER'S USE ONLY	
State Tax Paid	
Book Number	
Page Number	
Date Recorded	

Complete each section and file in duplicate with Recorder of Deeds when (1) the full consideration is not set forth in the deed, (2) when the deed is without consideration, or by gift, or (3) a tax exemption is claimed. A Statement of Value is not required if the transfer is wholly exempt from tax based on: (1) family relationship or (2) public utility easement. If more space is needed, attach additional sheet(s).

A CORRESPONDENT - All inquiries may be directed to the following person:

Name: Joseph A. Mee, Esquire Telephone Number: _____
 Street Address: 401 City Line Avenue STE #526 City: Berlin Cynard PA Area Code (215) 668-5300
 State: _____ Zip Code: 17004

B TRANSFER DATA

Grantor(s)/Lessor(s): Phila. Industrial Development Corp. Date of Acceptance of Document: _____
 Grantee(s)/Lessee(s): Beach Street Corp.
 Street Address: 1500 Market Street - Centre Sq. West City: New Hope PA State: PA Zip Code: 18938
 City: Phila. State: PA Zip Code: 19102 City: New Hope State: PA Zip Code: 18938

C PROPERTY LOCATION

Street Address: 2015 Richmond Street City, Township, Borough: Phila. Delphic
 County: Phila. Delphic School District: Phila. Delphic Tax Parcel Number: NA

D VALUATION DATA

1. Actual Cash Consideration: \$1.00
 2. Other Consideration: for release of PRO CASRE OFFER
 + \$45,000.00
 3. Total Consideration: = \$45,000.00
 4. County Assessed Value: \$97,409.00
 5. Common Level Ratio Factor: x 3.47
 6. Fair Market Value: = \$338,005.76

E EXEMPTION DATA

1a. Amount of Exemption Claimed: NONE
 1b. Percentage of Interest Conveyed: 100%

2. Check Appropriate Box Below for Exemption Claimed
- Will or intestate succession (Name of Decedent) _____ (Estate File Number) _____
 - Transfer to Industrial Development Agency.
 - Transfer to Agent or Straw Party. (Attach copy of agency/straw party agreement).
 - Transfer between principal and agent. (Attach copy of agency/straw trust agreement). Tax paid prior deed \$ _____
 - Transfers to the Commonwealth, the United States, and Instrumentalities by gift, dedication, condemnation or in lieu of condemnation. (Attach copy of resolution).
 - Transfer from mortgagor to a holder of a mortgage in default. Mortgage Book Number _____, Page Number _____
 - Corrective deed (Attach copy of the prior deed).
 - Statutory Corporate Consolidation, Merger or Division. (Attach copy of articles).
 - Other (Please explain exemption claimed, if other than listed above.) _____

Under penalties of law, I declare that I have examined this Statement, including accompanying information, and to the best of my knowledge and belief, it is true, correct and complete.

Signature of Correspondent or Responsible Party: Joseph A. Mee Date: 03/22/94

QUIT CLAIM DEED

LMD-2004-5

THIS QUIT CLAIM DEED MADE AND ENTERED into this 21st day of January, 2004, between the **COMMONWEALTH OF PENNSYLVANIA**, acting by and through the Department of General Services, an administrative department of the Commonwealth of Pennsylvania, with the approval of the Governor of the Commonwealth of Pennsylvania, herein referred to as **GRANTOR**,

A

N

D

BEACH STREET CORP., a Pennsylvania Corporation, hereinafter referred to as **GRANTEE**,

WHEREAS, under authority of Act 60 of 2003, the General Assembly of the Commonwealth of Pennsylvania authorized the Department of General Services, with the approval of the Governor, to grant and convey to **GRANTEE**, a tract of land situate in City of Philadelphia, Philadelphia County, Pennsylvania, hereinafter described.

WITNESSETH, that the said **GRANTOR** for and in consideration of **SEVENTY ONE THOUSAND ONE HUNDRED FIFTY DOLLARS AND 00/100 (\$71,150.00)** does hereby release, quit claim, grant and convey unto the **GRANTEE**, its successors and assigns a tract of land, together with any improvements thereon, situate in the City of Philadelphia, Philadelphia County, Pennsylvania, bounded and described as follows:

ALL THAT CERTAIN tract of land situated in the bed of the Delaware River, in the City and County of Philadelphia, Pennsylvania, between the bulkhead and pierhead lines, established by the Secretary of War on September 10, 1940, in the City and County of Philadelphia, Pennsylvania consisting of all the muds and land currently or previously under the waters of the Delaware River and contained within the metes and bounds description set forth in paragraph (1) below and all riparian rights appertaining thereto, which tract of land is adjacent



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to, and has a common boundary with, the lands presently owned by Beach Street Corp.

- (1) Beginning at a point on the northerly pierhead line on the Delaware River where the same is intersected by the dividing line between Parcel A and Parcel B as shown on a plan entitled "Parcels A, B & C, Overall Plan" prepared by Plum & Associates, Project No. 92-066 dated September 14, 1992, and from said beginning point running thence
 - (i.) along the dividing line between Parcel A and Parcel B as shown on the above referenced plan, North 25 degrees, 43 minutes, 08 seconds West a distance of 100 feet, 0 inches to a rebar set; thence
 - (ii.) continuing along the dividing line between Parcel A and Parcel B, North 48 degrees, 25 minutes, 37 seconds West a distance of 113 feet, 6 inches to a rebar set; thence
 - (iii.) continuing along the dividing line between Parcel A and Parcel B, North 50 degrees, 38 minutes, 49 seconds West a distance of 318 feet, 5/8 inches to a point; thence
 - (iv.) crossing through Parcel A and running along the northerly bulkhead line of the Delaware River as approved by the Secretary of War on September 10, 1940, North 64 degrees, 18 minutes, 09 seconds East a distance of 166 feet 5 1/2 inches to a point; thence
 - (v.) continuing along the northerly bulkhead line of the Delaware River, South 48 degrees, 30 minutes, 57 seconds East a distance 53 feet 5-5/8 inches to a point; thence
 - (vi.) continuing along the northerly bulkhead line of the Delaware River, North 64 degrees, 40 minutes, 52 seconds East a distance of 936 feet 8-5/8 to a point; thence

- (vii.) continuing along the northerly bulkhead line of the Delaware River, North 32 degrees, 24 minutes, 26 seconds West a distance of 149 feet 2-1/4 inches to a point; thence
- (viii.) continuing along the northerly bulkhead line of the Delaware River, North 64 degrees, 04 minutes, 09 seconds East a distance 296 feet 3-3/4 inches to a point; thence
- (ix.) along the easterly line of Parcel A as shown on the above referenced plan, South 25 degrees, 02 minutes, 08 seconds East a distance 586 feet 6-3/8 inches to a point on the pierhead line of the Delaware River; thence
- (x.) along the northerly pierhead line of the Delaware River, South 64 degrees, 16 minutes, 59 seconds West a distance of 1217 feet 11-1/4 inches to the point and place of beginning.

CONTAINING 14.0871-acres.

TO HAVE AND TO HOLD the said tract or piece of ground unto the said **GRANTEE**, its successors and assigns, to and for the only proper use and behoof of the said **GRANTEE**, its successors and assigns forever.

TOGETHER with all and singular, the tenements, hereditaments and appurtenances thereto belonging, or in any wise appertaining, and the reversions, remainders, rents, issues and profits thereof; **AND** also, all the state, right, title, interest, property, claim and demand whatsoever, as well in law as in equity, of the said **GRANTOR** of the above described premises.

IN WITNESS WHEREOF, GRANTOR, by Donald T. Cunningham, Jr.,
Secretary of General Services, has caused this instrument to be signed the day
and year first above written.

APPROVED AS TO LEGALITY
AND FORM
Office of Chief Counsel, DGS

Edmund M. Flich

COMMONWEALTH OF PENNSYLVANIA
Department of General Services

Donald T. Cunningham, Jr. 1/21/04
Secretary of General Services (Date)

APPROVED AS TO LEGALITY
AND FORM
Office of General Counsel

Edmund M. Flich

APPROVED:

Edward R. Rendell
GOVERNOR

APPROVED AS TO LEGALITY
AND FORM
Office of Attorney General

By N/A
Deputy Attorney General

ACKNOWLEDGMENT

COMMONWEALTH OF PENNSYLVANIA:

:

COUNTY OF DAUPHIN

:

On this, the 21st day of January, 2004, before me, the undersigned officer, personally appeared Donald T. Cunningham, Jr., Secretary of the Department of General Services of the Commonwealth of Pennsylvania, known to me (or satisfactorily proven) to be the person described in the foregoing instrument, and acknowledged that he executed the same in the capacity therein stated and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Toni S. Hoover

NOTARY PUBLIC

NOTARIAL SEAL
TONI S. HOOVER, Notary Public
City of Harrisburg, Dauphin County
My Commission Expires Dec. 18, 2004

PHILADELPHIA REAL ESTATE TRANSFER TAX CERTIFICATION

RECORDER'S USE ONLY

DATE RECORDED

Complete each section and file in duplicate with Recorder of Deeds when (1) the full value/consideration is not set forth in the deed, (2) when the deed is without consideration, or by gift, or (3) a tax exemption is claimed. If more space is needed, attach additional sheet(s).

A. CORRESPONDENT - All inquiries may be directed to the following person:

NAME Joseph A. Meo, Esquire		TELEPHONE NUMBER:	
STREET ADDRESS 150 Monument Rd., #603		AREA CODE (610)	660-6500
CITY Bala Cynwyd	STATE PA	ZIP CODE 19004	

B. TRANSFER DATA

GRANTOR(S)/LESSOR(S) Commonwealth of Pennsylvania - Dept. of General Services 505 North Office Building			DATE OF ACCEPTANCE OF DOCUMENT		
STREET ADDRESS			GRANTEE(S)/LESSEE(S) Beach Street Corp.		
CITY Harrisburg	STATE PA	ZIP CODE 17125	STREET ADDRESS 205 Lurgan Road		
			CITY New Hope	STATE PA	ZIP CODE 18938

C. PROPERTY LOCATION

STREET ADDRESS 2015 Richmond Street		CITY, TOWNSHIP, BOROUGH Philadelphia			
COUNTY Philadelphia	SCHOOL DISTRICT Philadelphia		TAX PARCEL NUMBER 31-2-2041-10, 88-5-0490-00		

D. VALUATION DATA

1. ACTUAL CASH CONSIDERATION 71,150	2. OTHER CONSIDERATION + -0-	3. TOTAL CONSIDERATION = 71,150
4. COUNTY ASSESSED VALUE Portion of \$974,400.00	5. COMMON LEVEL RATIO FACTOR X 3.39	6. FAIR MARKET VALUE = Portion of \$3,303,216.00

E. EXEMPTION DATA

7. AMOUNT OF EXEMPTION None	8. PERCENTAGE OF INTEREST CONVEYED 100%
--------------------------------	--

2. Check Appropriate Box Below for Exemption Claimed

- Will or intestate succession _____
(NAME OF DECEDENT) (ESTATE FILE NUMBER)
- Transfer to Industrial Development Agency.
- Transfer to agent or straw party. (Attach copy of agency/straw party agreement).
- Transfer between principal and agent. (Attach copy of agency/straw trust agreement). Tax paid prior deed \$ _____.
- Transfers to the Commonwealth, the United States, and Instrumentalities by gift, dedication, condemnation or in lieu of condemnation. (Attach copy of resolution).
- Transfer from mortgagor to a holder of a mortgage in default. Mortgage Book Number _____, Page Number _____
Mortgagee (grantor) sold property to Mortgagor (grantee) (Attach copy of prior deed).
- Corrective deed (Attach copy of the prior deed).
- Other (Please explain exemption claimed, if other than listed above.) _____

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Page: 8 of 8
01/28/2004 12:00P

Under penalties of law or ordinance, I declare that I have examined this Statement, including accompanying information, and to the best of my knowledge and belief, it is true, correct and complete.
Wynn Resorts, Limited / Wynn PA, Inc. - November 2012

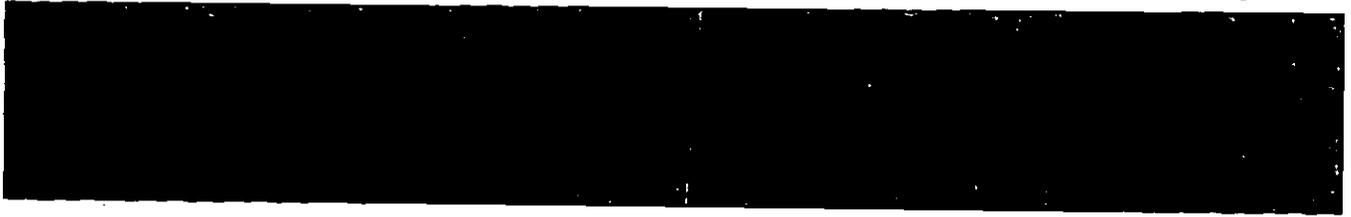
NATURE OF CORRESPONDENT RESPONSIBLE PARTY

DATE 1/28/04



Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 32 - Site Plan



Redacted in full

Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 33 - Retail & F&B



Initials

Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 34 - Impact Study

See PGCB website

Initials

Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 35 – Land acquisition cost

Responsible Gambling Plan

1. Plan Goals

As responsible operators, we¹ recognize that, while gaming is an enjoyable leisure and entertainment activity for most, there is a small percentage of the population that cannot gamble responsibly. While gaming is a part of our business, *responsible gaming* is a part of our culture. That is why we have a clear plan dedicated to addressing this issue (our "Responsible Gaming Plan"). The goal of our Responsible Gaming Plan is simple: to make sure that those people who cannot gamble responsibly get the help they need and to make sure that people who can gamble responsibly understand the importance of gambling responsibly.

We strive to achieve this goal in three ways:

- **By Educating** our employees and providing information to our patrons about the odds of games and how to make responsible gambling decisions;
- **By Promoting** responsible gambling in our daily operations; and
- **By Supporting** public awareness of responsible gambling.

2. Commitment to Responsible Gaming

Industry Commitment

In 1995, the American Gaming Association ("AGA") was established by industry leaders, including Steve Wynn, with the fundamental goal of creating a better understanding of the gaming entertainment industry. Since its inception, the association has funded research and established industry standards for education about responsible gaming. Mr. Wynn has been a very active voice on the issue of responsible gaming and has more than 30 years of experience in finding ways to mitigate the potential negative impacts of gaming.

In 2003, the AGA enacted its Code of Conduct for Responsible Gaming (the "AGA Code"). The AGA Code represents a pledge by the entire gaming industry to entrench responsible gaming into business operations by training employees and providing information to patrons as well as to make the public aware of responsible gaming resources. It includes, among other things:

- **A Pledge to Employees** to educate and train new and existing employees on responsible gaming;
- **A Pledge to Patrons** to promote responsible gaming, to prevent underage gambling and unattended minors in casinos, to serve alcoholic beverages responsibly and to advertise responsibly; and

¹ As used herein, the term "we", "our", "Wynn" or derivative terms refers to Wynn Resorts, Limited, Wynn Las Vegas, LLC ("Wynn Las Vegas") (which includes Wynn Las Vegas and Encore at Wynn Las Vegas), Wynn Design and Development, LLC and their respective affiliated companies with operations based in the United States.

- **A Pledge to the Public** to continue funding research on responsible gaming and to provide oversight and review of implementing policies, programs and procedures.

Wynn adheres to the principles of the AGA Code and has implemented such principles through the institution of the policies, programs and procedures outlined below. [REDACTED]

Community commitment

A strong commitment to better the communities in which we operate is ingrained in the culture of Wynn Resorts. With respect to responsible gaming:

National Center for Responsible Gaming. We have made a multi-year pledge to the National Center for Responsible Gaming. The National Center for Responsible Gaming is the only national organization exclusively devoted to funding research that helps increase understanding of pathological and youth gambling and find effective methods of treatment for the disorder. The National Center for Responsible Gaming is the AGA's affiliated charity. Its stated mission is to help individuals and families affected by gambling disorders by supporting the finest peer-reviewed, scientific research into pathological and youth gambling; encouraging the application of new research findings to improve prevention, diagnostic, intervention and treatment strategies; and advancing public education about gambling disorders and responsible gaming. Further information can be found on the center's website at www.ncrq.org.

Nevada Council on Problem Gambling. Wynn Las Vegas is a platinum organizational member of the Nevada Council on Problem Gambling ("NCPG"). The NCPG is a non-profit information and referral agency whose efforts are focused on addressing the impact of problem gambling on individuals, businesses and communities in the State of Nevada. Incorporated in September 1984, the NCPG serves as an advocate, an information resource and a provider of programs and services to meet the needs of individuals and families who are affected by problem gambling. The stated mission of the NCPG is to generate awareness, promote education and advocate for quality treatment of problem gambling in the State of Nevada. Further information can be found on the NCPG website at www.nevadacouncil.org. In furtherance of our community commitment, Wynn PA, Inc. intends to take steps to identify and actively support similar agencies in the State of Pennsylvania.

3. Current Policies, Programs and Procedures

Overview

Our Responsible Gaming Plan implements the principles of the AGA Code. We have done this by (a) instituting the policies, programs and procedures outlined below and (b) by providing financial resources to community organizations for preventing and treating problem gambling outlined above.

Employee Education, Training and Assistance

New Hire Orientation. Every new employee is introduced to our Responsible Gaming Plan during orientation (which is a mandatory two-day program where every new employee is introduced to all Wynn policies, procedures and protocols, including our Responsible Gaming

Plan). At orientation, each employee is instructed on our Responsible Gaming Plan and advised as to their individual responsibilities, including responding to a guest's distress or obvious needs. Training is conducted by our in-house HR professionals. At orientation, all employees are provided with a copy of our guide book that includes all company policies, procedures and protocols, including our Responsible Gaming Plan. [REDACTED]

[REDACTED] Additionally, all such policies, procedures and protocols are available for viewing or downloading by our employees at any time via our internal intranet, called "the wire".

Specialized Training. Additionally, under the leadership of our Training and Development Department, department trainers conduct specialty training at regular intervals for guest-facing positions on the gaming floor, including Dealers, Customer Service Leads, Dealers, and Slot-employees. For example Gaming-employees are given annual Sensitivity Training that includes problem gambling issues and our Security team receives training at their pre-shift meetings and briefings.

Back of House Campaigns. Our in-house Employee Communications Department develops and distributes back-of-house information campaigns reminding employees of Wynn's commitment to responsible gaming and what our individual responsibilities entail. This information includes problem gambling, underage gambling, and unattended children – as well as information on where to find help if they, or someone they know, have a problem with gambling. [REDACTED]

Employee Assistance Program. Finally, we offer an Employee Assistance Program ("EAP") which provides support for problem gambling.

Patron Assistance and Information

Provision of Information to Patrons. Information is made available to all patrons throughout our casino. Such information includes:

- the various games offered at our casino, together with an explanation of the probabilities of winning or losing at such games;
- a list of factors that may indicate that someone may be suffering from problem gambling;
- reference to our Self-Exclusion Program (described below); and
- how to get help by providing the Problem Gambling Hotline, a toll-free help-line available 24 hours a day, 7 days a week.

This information is made available through multiple sources. Firstly, we have brochures entitled "Responsible Gaming; Know Your Limits" available to any person throughout the casino. [REDACTED]

[REDACTED] Secondly, we have posted signage and other information at strategic points throughout the casino, including a digital image on our ATM machines in the casino. Next, as outlined above, employees are trained to assist guests who seek additional information on responsible gaming. Finally, we have made available on our website information describing responsible gaming and where to find assistance. Please refer to www.wynnlasvegas.com/casino/responsiblegaming.

Self-Exclusion Program. We maintain a program ("Self-Exclusion Program") that allows our patrons who believe they may have a gambling problem to voluntarily exclude themselves from gambling, as well as access to certain gaming and marketing privileges. Under our Self-Exclusion Program, a patron may request at any time to be removed from any promotional mailings and for revocation of casino-specific privileges such as access to markers, player card

privileges and on-site check cashing; [REDACTED]

Responsible Advertising. We advertise responsibly by including a responsible gaming message and/or a toll-free help line number in advertising messaging where practical. We place media where most of the audience is reasonably expected to be above the legal age to participate in gaming activity. We do not feature collegiate athletes or persons designed to appeal to those under the age of 21.

Responsible Beverage Service. We have adopted a responsible beverage service policy and procedures to ensure compliance with our policy. Our policy includes guidelines intended to prevent service of alcoholic beverages to minors, intoxicated persons and to prevent gaming by a visibly intoxicated patron. In accordance with applicable law, all employees that serve alcoholic beverages are required to attend and complete an approved alcohol certification class and keep a copy of their certification card in their possession while at work. [REDACTED]

Prevention of Underage Gambling. Wynn complies with Nevada State laws prohibiting minors in casino areas and requires all employees to help prevent underage gambling or loitering in the casino area. Wynn has instituted a set of procedures and protocols to implement this policy. In addition, Wynn has instituted a set of procedures and protocols designed to limit property access by minors. [REDACTED] Employees who do not comply with the policy, procedures and protocols are subject to disciplinary action.

4. Implementation in Pennsylvania

If awarded a license, we will adopt a plan, based on our current Responsible Gaming Plan, that includes the specific requirements of the State of Pennsylvania as well as other best practices that we may identify in the Pennsylvanian market so that we open in full compliance with all state laws, regulations and industry standards.

Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 37 - Temporary Facility



Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 38 – Economic development plan

Economic Development Narrative
High Level Gaming Market Assessment

Initials mm

- (1) ***The location and quality of the proposed facility, including, but not limited to, road and transit access, parking and centrality to market service area.***

Project Setting

Wynn Resorts selected the proposed location of their casino resort complex based upon its proximity to U.S. Interstate 95, the presence of the Delaware River adjoining the site and the overall size of the property, which is in excess of 46 acres in total area, including over 44 acres of buildable land. No other Category 2 applicant has this much land under control in a prime location in the City, with adjacent access to the highest volume highway interstate on the east coast. In addition, dating back to 2005, the City of Philadelphia has on multiple occasions endorsed the northern Delaware riverfront as its preferred location for a casino development, given all of the attributes preferred by Wynn Resorts, as well as the area's general separation from residential areas to the west by the I-95 corridor. If those facts weren't enough to demonstrate that the property is the best location for a casino resort in the City, the Pennsylvania Department of Transportation ("PennDOT") is currently in the process of spending over \$750 million on improvements to the I-95 corridor and the Girard Avenue interchange, which will result in patrons exiting I-95 directly at the front door of the resort complex. This major infrastructure project, one of the largest in the history of PennDOT, results in an unsurpassed advantage to other potential Category 2 properties in the City.

While the property offers exceptional vehicular access from interstate highway system, it also has excellent proximity to Center City Philadelphia, but with none of the traffic congestion associated with the other potential Philadelphia locations being considered for casino development. In addition, the property's proximity to the Betsy Ross and Ben Franklin Bridges will further benefit the development by providing quick and convenient access for New Jersey and New York guests that want a premier resort experience that they can get nowhere else on the eastern seaboard.

In addition to superior accessibility and separation from surrounding neighborhoods, the Site also provides exceptional views of the Delaware River, the Ben Franklin Bridge and Center City. These view lines will factor significantly into the design of the complex, as will the southern exposure, providing sunlight as a focal point in the overall design.

Public access to the waterfront and designing the project to meet the goals of the Delaware River Waterfront Corporation's ("DRWC") Master Plan will also factor highly into the proposed development. A minimum 50-foot setback from the river and a continuous pedestrian promenade will span the entire length of the property, a distance of over ¾-mile. The public will be welcome to use this space for recreational purposes, or just enjoying the connection to the riverfront and the spectacular exterior, park-like features of the resort. To increase the sense of activity along the river's edge, a number of the resort's proposed restaurants and non-gaming amenities will front along this expanse. The site may also include water taxi service, a long-time goal of the City and the DRWC, to facilitate easy access to and from points of interest along the developing Philadelphia and Camden waterfronts.

Finally, there are few, if any of the other publicly-announced proposed sites which offer the potential to stimulate other residual redevelopment opportunities on nearby properties.

Project Design and Operational Features

As demonstrated by its current properties in Las Vegas and Macau, as well as the properties of Mr. Wynn's predecessor companies, Wynn Resorts builds and operates with the goal of

being the premier gaming resort in the marketplace. Inherent to achieving this goal is providing a customer service experience that is second to none. That is what Wynn Resorts is proposing for the final Category 2 gaming license in Philadelphia...a first class/five star gaming resort that will be the premier casino not only in Pennsylvania, but along the entire eastern seaboard, which will result in continued growth of the Pennsylvania gaming marketplace. To accomplish this goal, Wynn Resorts will use its track record of experience and unsurpassed financial strength to transform the best parcel in the City into a resort that not only Wynn Resorts will be proud of, but also the City of Philadelphia and the Commonwealth of Pennsylvania.

The focal point of the design will be created by Wynn Design and Development ("WDD"), Wynn Resorts' in-house design team consisting of over 100 extremely talented and experienced professionals that specialize only in creating spectacular casino resort destinations. The senior leadership of WDD has been with Wynn Resorts or Mr. Wynn for over 20 years, and has collaborated with and assisted Mr. Wynn on the design and development of many of his premier gaming resorts throughout the world, with Philadelphia being next on their drawing board.

Wynn Resorts' Master Plan for the project is rooted in its core of providing an exceptional customer service experience in a spectacular setting. The 46 acre parcel on Richmond Street, adjacent to the Delaware River, provides the canvas for the project. Customers will arrive at the property via I-95 and Richmond where they will follow the meandering, tree-lined driveway to the porte cochere. Upon exiting their vehicle they will immediately experience lush landscaping and spectacular architecture of the property. For those patrons who prefer to self-park, they will enter a 2,000-space parking garage that is well illuminated, clean, safe and well staffed. Upon exiting the elevator core for the garage, patrons will immediately enter the gaming floor or may proceed to the hotel by way of the retail promenade.

Upon entering the building from the porte cochere, resort patrons will experience a casino resort like none other east of Las Vegas, as they enter the large atrium which is drenched in natural light. Walking past the hotel reception desk, elevator core and retail shops, guests will enter a spacious, well illuminated casino floor where they will have access to 2,500 slot machines and 100 table games. Around the perimeter of the gaming floor to the west and south will be additional retail, and to the east will be two restaurants, a multi-purpose entertainment facility and a nightclub, all facing the Delaware River. The positioning of these venues on the river side of the building will allow resort patrons to enjoy the park-like setting to be created along the riverfront promenade, while also providing an opportunity to energize the waterfront by providing interaction with the non-gaming resort amenities. Sunlight and green space will both be important components in the overall design of the project.

The faceted hotel tower rising above the resort podium will be modeled after the Encore at Wynn Macau, and consist of precast concrete panels and dramatic curtain wall glazing systems. The all-suite hotel will consist of approximately 300 rooms. A five star spa, nightclub, performance lounge, high-end retail and multi-purpose entertainment facility will further add to the resort amenities making it a one-stop destination for customers throughout the Eastern United States.

The grounds surrounding the resort will consist of a park-like setting with lush landscaping, well illuminated walkways and inviting surroundings that will transform this waterfront location into a destination spot for not only resort customers, but also for those who simply want to enjoy the property and the river.

An illustrative site plan for the permanent casino is provided in Appendix 32 of the Category 2 Slot Operator and Management Company Application and Disclosure Form.

Transit Services

The subject Site is located along the 2000 through 2200 blocks of Richmond Street, and is located in very close proximity to major public transportation infrastructure provided by the Southeastern Pennsylvania Transportation Authority ("SEPTA"). Three bus routes (39, 43 and 89) currently serve the area in close proximity to the site. In addition, Trolley Route 15 passes the site on Richmond Street, and provides a direct link to the Market-Frankford Elevated/Subway Line, as well as the balance of SEPTA's subway system. The Route 15 trolley also provides a direct connection to the property from west and north Philadelphia, as well as the Port Richmond area of the City. While Wynn Resorts does not anticipate that a significant number of its guests will utilize public transportation, the presence of major public transportation routes in close proximity to the site is a tremendous benefit in providing employees a safe, cost-effective and convenient commute to work, while at the same time minimizing the number of parking spaces required for employees. Minimizing on-site parking and encouraging the use of public transportation is one of the City's long-term goals associated with the development of the Delaware River waterfront. Wynn Resorts supports this goal and will work with the City, DRWC and SEPTA on its achievement. Ultimately, the Wynn Philadelphia resort will result in the increased use of public transportation to the riverfront, which will equate to a positive impact in the form of increased revenues for SEPTA, and potentially future improvements of the system that will benefit the general public. No negative impact associated with public transportation is anticipated as a result of the development.

(2) *The potential for new job creation and economic development which will result from granting a license to applicant.*

Wynn Resorts is proposing to spend \$800-\$900 million on the Wynn Philadelphia, which in itself will be the largest privately-financed real estate development project in the history of the Commonwealth of Pennsylvania and the City of Philadelphia. The enormity of this investment is expected to spur additional investment by others along the Richmond Street corridor, where many vacant and underutilized parcels currently exist. There are a number of underutilized and marginally occupied, former industrial uses near the property and these will likely be redeveloped as Wynn Philadelphia becomes the catalyst for redevelopment of the northern portion of the Central Delaware River Waterfront.

Wynn Philadelphia is expected to generate 3,600 construction jobs over a 24-30 month construction timeline, 2,500 direct, on-site jobs, and 1,100 supplier-based, indirect jobs. Upon opening, Wynn Philadelphia will employ approximately 2,200-2,500 total employees. The estimated payroll for the Wynn Philadelphia campus is anticipated to be \$85-\$100 million annually. Another 1,000 jobs are expected to be created in support industries servicing Wynn Philadelphia, resulting in a 3,000 new jobs in the City of Philadelphia/Pennsylvania marketplace.

(3) *The applicant's good faith plan to recruit, train and upgrade diversity in all employment classifications in the facility.*

Please refer to the Wynn Diversity Plan.

- (4) ***The applicant's good faith plan for enhancing the representation of diverse groups in the operation of the facility through the ownership and operation of business enterprises associated with or utilized by its facility or through the provision of goods or services utilized by its facility and through the participation in the ownership of the applicant. Provide specific information regarding the diversity in ownership of the applicant (i.e. minorities, women).***

Elaine P. Wynn owns almost 10% of Wynn Resorts. As a publicly traded company anyone can own a share in Wynn Resorts. Wynn Resorts has one of the most active "retail investor" followings in the space as many small investors want to invest side by side with Steve Wynn.

Wynn will work with and provide preference to local vendors to ensure the entire community benefits from the \$800-\$900 million project.

Please refer to the Wynn Diversity Plan.

- (5) ***The applicant's good faith effort to assure that all persons are accorded equality of opportunity in employment and contracting by it and any contractors, subcontractors, assignees, lessees, agents, gaming service providers and suppliers it may employ directly or indirectly.***

Wynn is diversity leader in our industry; with policies and guidelines in place to successfully illustrate our commitment. Wynn invests human and capital resources into insuring that our Company is a diversity model for our communities and employees as well as our guests. Individual personal experience is key to our success and can only be achieved through the creation of a culture of diversity and inclusion.

As of this report, Wynn Resorts, Ltd. and subsidiaries employ over 20,000 individuals. Over 95% are from the Nevada and Macau communities. Additionally, Executive, Management, and Professional staff consists of over 2,000 individuals. The Nevada based workforce is 42% female and 43% minorities.

Advertising for Wynn Philadelphia employment positions will span all demographics of the local population, utilizing a wide range of outlets. In hiring for Wynn Philadelphia, we will use various channels for recruitment and be sure that diversity in the work place occurs.

Vendor Diversity - Wynn Construction

To assure representation and participation of diverse groups in the ownership and operation of businesses that will provide services, materials and equipment during the development and construction of Wynn Philadelphia, Wynn PA, Inc. will take the following actions:

- Wynn will work with its construction contractors/subcontractors to encourage and support the engagement of M/W/DBE's as subcontractors and suppliers where appropriate. To this end, Wynn will work with the many organizations and agencies located in the City of Philadelphia (see above) to develop a network of direct and indirect construction contractors/subcontractors.
- Wynn has retained Keating Consulting, LLC ("Keating"), as the Project Manager for Wynn Philadelphia. Keating has an extensive and strong track record in ensuring the use of M/W/DBE firms on construction projects within the City of Philadelphia and Commonwealth of Pennsylvania over the last 40 years. For example, Keating tracks M/W/DBE participation on all its projects and routinely achieves an M/W/DBE

participation rate in excess of 35%. Depending on the types of projects, this participation rate well exceeds 50%. Wynn will work with Keating to develop a precise participation plan for the construction phase of the project, utilizing Keating's extensive experience in the Philadelphia area with M/W/DBE firms. Key points of the Keating M/W/DBE plan are the following:

- Identify local, state and regional M/W/DBE firms that can participate on the project.
- Prequalify firms by area of expertise, similar experience, track record and financial capability.
- Prepare and divide bid packages in a manner that maximizes the utilization of M/W/DBE firms.
- Assist in developing joint ventures between M/W/DBE and non-M/W/DBE subcontractors.
- Encourage bidder participation through direct solicitation of and assistance where required in bid preparation.
- Encourage bidder participation through direct solicitation of and assistance where required in bid preparation.
- Ensure diversity across all areas of the specifications
- Assist M/W/DBE firms with their performance, fast-track and multi-track projects.
- Provide economic and bonding support, where possible.
- Work with the local trade organizations to provide meaningful participation opportunities to both the skilled and unskilled available minority workforce.
- Conduct multiple informational seminars with interested M/W/DBE firms to express a clear understanding of what will be required to participate on a particular project.

Please refer to the Wynn Diversity Plan.

(6) *The history and success of the applicant in developing tourism facilities ancillary to gaming development.*

Steve Wynn is widely regarded as the father of the "integrated resort." With the construction of the Mirage in 1989, he included world class dining, retail and entertainment amenities within his resorts. This model has become the archetype of the industry for destination resorts. Wynn's focus has always been on the non-gaming revenue. For our company, non-gaming revenue is the leading indicator for gaming revenue. As an example, in 2011 Wynn Las Vegas generated approximately \$775 million in gaming revenue – the highest grossing casino in the State of Nevada. Note that Wynn Las Vegas generated over \$1.0 billion in non-gaming revenue in that same year. Wynn properties always lead the market in room rate, food and beverage, and retail sales. These non-gaming revenues are a clear indication of the premium clientele that Wynn caters to both in Las Vegas and Macau. The best way to understand our product and the ability to generate tourism is to visit one of our properties as a guest.

Please refer to the Wynn Business Experience provided as Appendix 1 for further information on our history and product.

- (7) ***The degree to which the applicant presents a plan for the project which will likely lead to the creation of quality, living wage jobs and full time permanent jobs for residents of the Commonwealth generally and for the residents of the host political subdivision in particular.***

At Wynn, all positions provide a living wage. In fact, as a direct result of our brand and premium level clientele, Wynn employees generally receive a higher overall level of compensation due to the level of customer service they provide. Qualifying full-time employees receive health care benefits and are eligible to participate in our 401(k) program. Our company employs approximately 20,000 people worldwide and we expect Wynn Philadelphia to generate at least 2,500 direct construction jobs, 1,100 indirect construction jobs and employ 2,200-2,500 upon opening. Wynn Philadelphia will extend a hiring preference to Philadelphia residents and their immediate families.

- (8) ***The record of the applicant and its developer in meeting commitments to local agencies, community based organizations and employees in other locations.***

Wynn is the applicant and developer. We are a committed partner in achieving community goals. Our Company as a whole and the individuals who represent it are active in supporting local charitable and other community-centered organizations. To highlight a few, Elaine Wynn is the National Chairman of Communities in Schools, General Counsel Kim Sinatra sits on the Board of the Smith Center, and our employee population utilizes our internal WECare program to rally co-worker support for charitable walks and efforts like Susan G. Komen and The American Heart Association. Additionally Wynn employees have sat on the Boards of Directors for The Gay and Lesbian Center of Southern Nevada and our local Goodwill.

We provide payroll deduction opportunities for employees who choose to contribute to United Way and partner annually with After School All Stars to provide holiday gifts to over 5,000 at risk children from 5 different local elementary schools.

We provide a Crisis Fund that allows the Company to provide financial support for employees who suffer catastrophic events. The fund is completely unbiased and is managed by a third party, the Nevada Community Foundation. To date the fund has assisted over 500 employees and has an annual budget of \$50,000.

Please refer to the Wynn Diversity Plan for more information.

- (9) ***The degree to which potential adverse effects which might result from the project, including costs of meeting the increased demand for public health care, child care, public transportation, affordable housing and social services will be mitigated.***

As part of Wynn PA, Inc.'s application, a Local Impact Report was developed and submitted to the City of Philadelphia on November 8, 2012. The report provided a detailed analysis of potential impacts associated with the proposed casino development, and addressed the following issues:

- Zoning;
- Neighboring land use;
- Community services, facilities and resources;
- Housing and surrounding residents;
- Socioeconomic characteristics;
- Traffic, public transportation, non-motorized circulation and parking;
- Utilities;

- Air quality;
- Noise and vibration;
- Visual and aesthetic resources;
- Cultural and historic resources;
- Existing tourism;
- Ecosystems;
- Geology, hydrology and water quality;
- Known hazardous/regulated materials and conditions;
- Public services; and
- Construction and land development.

A copy of the Local Impact Report is provided as Appendix 34. Based upon the results of the detailed analysis, it was concluded that due to the relative isolation of the proposed development site and the presence of a Interstate 95, a major east coast highway effectively separating the site from the surrounding neighboring area, there are virtually no adverse impacts associated with the Wynn Philadelphia, with the exception of a slight increase to traffic on the local roadways proximate to the site. This impact is only slight because the Pennsylvania Department of Transportation ("PennDOT") is currently in the process of constructing over \$750 million in highway improvements directly in front of the site, which will ultimately allow traffic from (and to) I-95 to have unimpeded access to the Wynn Philadelphia property. There will be no other gaming resort of the caliber and scope planned by Wynn which will have such direct access to the I-95 corridor.

The addition of the Wynn Philadelphia to this area of the City will have other largely positive impacts beyond those discussed in Appendix 34. Most of these impacts will be the result of new employee requirements for community-based services. These services would likely include health care, child care, public transportation, affordable housing and social services.

Public Health Care

Both major and smaller health care facilities are located within the City of Philadelphia and, more specifically, within a 2-3 mile radius of the site. These facilities currently meet the needs of very large surrounding communities. The anticipated volume of casino visitors and employees will have little to no impact on the ability of local health care facilities to deliver services, as they already deliver services to a very large population (over 6.0 million people reside in the Philadelphia Metropolitan Area). There is adequate capacity in the surrounding health care system to meet the needs of the Wynn Philadelphia resort. In addition, it is Wynn's intent to augment health care services with trained staff that can respond to health care emergencies while waiting for City emergency response, thereby minimizing the impact on the public health care system.

Wynn also intends to provide health care benefits to its employees. As such, the proposed casino development may aid the City's health care facilities by reducing the burden of providing health care services to uninsured and under-insured users.

Since the capacity of local health care facilities is more than adequate to meet the needs of the proposed development, and since Wynn intends to provide health care benefits to its employees, no potential adverse impact to the City health care facilities/services is anticipated.

Child Care

Wynn intends to initially rely on the existing network of child care facilities located throughout the City, and where applicable, in the surrounding suburbs, to address the child care needs of its future employees. Unlike some areas of the State, the City of Philadelphia and surrounding areas contain numerous options relative to child care, all of which are licensed by the Commonwealth of Pennsylvania.

While the existence of 24-hour child care facilities is minimal, it has been Wynn's experience that employees who choose to work night and early morning hours have more flexible childcare arrangements, either with a spouse that works during the daytime hours, or another family member. Based on experience in other areas of the country, Wynn believes that there will be no need for 24-hour facilities to assist casino employees with child care services.

Given the presence of an extensive child care facilities network within the City, and an anticipated minimal need for 24-hour child care facilities, no adverse impact on existing child care facilities/services is anticipated as a result of the Wynn Philadelphia. It is Wynn's intent to monitor the needs of its employees, and in the event it is determined that some form of child care assistance is required in the future, Wynn will be prepared to implement such assistance.

Public Transportation

As indicated in the Local Impact Report (Appendix 34), the need for public transportation to and from the Wynn Philadelphia will be primarily limited to employees that either choose not to drive, or who do not have access to an automobile. SEPTA's current bus and trolley service, which also connects directly to the Market-Frankford Line (subway system), is located directly in front of the site, and will meet the needs of the facility. Additionally, depending on the ultimate demand for public transportation, Wynn will have discussions with SEPTA, beyond those normal to the development process, to enhance the public transportation service, if the need arises.

Given the existing and extensive public transportation system that is currently in-place, no adverse impact to the public transportation system is anticipated.

Affordable Housing

While the cost of housing is on a slight increase within both the City of Philadelphia and the surrounding suburbs, affordable housing opportunities continue to exist. Furthermore, there is an existing network of community service organizations that assist people in finding affordable housing.

Wynn intends to provide quality wage and total compensation packages to its future employees, so that they will have the ability to reside in housing that meets their needs. In addition, Wynn intends to monitor the needs of its employees, and in the event that some form of assistance in finding adequate housing is required in the future, Wynn will be prepared to implement such assistance.

Social Services

There is an extensive network of social services located within the City of Philadelphia. While the existing social services organizations have the ability to provide counseling on problem/pathological gambling, or refer gamblers to organizations that can provide such

services, the presence of two casinos within the City may result in the need for additional counseling services.

At the current time it is difficult to quantify the impact of the Wynn Philadelphia on various social services provided by the City, as well as private, not-for-profit organizations. As described in Appendix 36, Wynn is committed to working closely with the City of Philadelphia, the Council on Compulsive Gambling of Pennsylvania and the Pennsylvania Department of Health, as well as other organizations, to address the adverse impacts of problem and pathological gambling.

With the possible exception of problem/pathological gambling, no other adverse impacts on existing social services are anticipated in connection with the Wynn Philadelphia.

(10) The record of the applicant and its developer regarding compliance with:

- a. Federal, state and local discrimination, wage and hour, disability and occupational and environmental health and safety laws as well as:**
- b. State and local labor relations and employment laws.**

Wynn's Human Resources department is comprised of approximately 46 individuals who are under the direction of Carrie Messina, Vice President of Human Resources. Wynn believes that it has a paramount responsibility to adequately train its employees about the Company's (and the employees') responsibilities under the federal and state law. Employee training takes place during the two day new hire orientation. In addition, employees are required to attend harassment and discrimination education training throughout their careers with the Company. The frequent refresher courses permit the Company to inform the employees of recent changes to the laws on discrimination and retaliation.

All reports of discriminatory behavior are referred to Employee Relations. Employee Relations specialists will review the facts of each complaint and investigate the matter. Following the investigation, Employee Relations will make a recommendation to management based on the outcome of its investigation. Such recommendations range from a recommendation that an employee be retrained to a recommendation that an employee be separated from the Company.

Our Human Resources team has experience with dealing with state and federal agencies on discrimination issues and wage and hour issues. The Company's preference is that these types of issues be amicably resolved internally, but there are instances when the viewpoint of an independent third party is helpful in reaching a resolution.

Wynn maintains a full time Director of Safety, Laura Cherry. The Director of Safety's job requires her to review the health safety protocols of each outlet at Wynn Las Vegas to ensure that Wynn employees maintain a safe working environment as well as to ensure that each employee has the necessary tools and procedures to perform every task in a safe manner. Our Director of Safety interacts with officials from the Occupational Health and Safety Administration to ensure that the Wynn facility is compliance with all applicable rules and regulations.

Wynn also regularly reviews and modifies, as needed, its policies and procedures relating to The Family Medical Leave Act and the Americans with Disabilities Act. We

are proactive in ensuring that our employees have the necessary tools and paperwork required to properly avail themselves of the protections afforded by these two laws. Wynn Las Vegas recently activated a call in line that gives our employees one number to call to report absences, tardiness, leaving early, FLMA intermittent leaves, FMLA continuous leaves and Workman Compensation absences. In addition, our Human Resources team is trained on working with employees covered the Americans with Disabilities Act to determine appropriate workplace accommodations that will permit employees to continue to contribute to the success of the Company and their individual successes.

c. The applicant's record in dealing with its employees and their representatives at other locations.

Wynn Las Vegas is currently a party to the following two collective bargaining agreements in Las Vegas, Nevada:

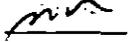
1. Collective Bargaining Agreement between Wynn Las Vegas, LLC and Local Joint Executive Board of Las Vegas, Culinary Workers Union, Local No. 226 and Bartenders Union, Local No. 165 (the "Culinary Agreement").
2. Labor Agreement between Wynn Las Vegas, LLC and Transport Workers Union of America, AFL-CIO 721 (the "Dealer Agreement").

Our Culinary Agreement covers our employees working in food and beverage, housekeeping, front service and banquet positions. Our Dealer Agreement covers the full-time casino dealers working in the Wynn Las Vegas casino. The Culinary Agreement is a 10-year agreement which expires in 2015. The Dealer Agreement is a 10-year agreement which expires in 2020. The Company enjoys a good working relationship with both bargaining units.

Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 40 – Business & Economic Development Plan



Initials 

Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 41 – Reference from law enforcement



Wynn Resorts, Limited
Wynn PA, Inc.

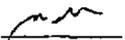
Appendix 42 – Reference letter from gaming regulatory agency



Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 43 – Payment bond or original irrevocable letter of credit



Initials 

Summary of Ownership Interest

Ownership Breakdown within the Organizational Structure

Wynn PA, Inc.

100.0% Wynn Resorts, Limited, 3131 Las Vegas Blvd So., Las Vegas, NV 89109

Wynn Resorts, Limited

(publicly-traded entity; below information is from the Wynn Resorts Proxy Statement)

16.4% Waddell & Reed Financial, Inc., 6300 Lamar Ave., Overland Park, KS 66202

10.0% Stephen A. Wynn, 3131 Las Vegas Blvd So., Las Vegas, NV 89109

7.9% Elaine P. Wynn, 3131 Las Vegas Blvd So., Las Vegas, NV 89109

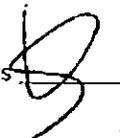
7.0% Marsico Capital Management, LLC, 1200 17th St, Ste 1600, Denver, CO 80202

Wynn Resorts, Limited
Wynn PA, Inc.

Appendix 45 – Ownership Interest

Summary of Ownership Interest

Initials

Handwritten initials, possibly "JS", written in black ink over a horizontal line.

Ownership Breakdown within the Organizational Structure

Wynn PA, Inc.

100.0% Wynn Resorts, Limited, 3131 Las Vegas Blvd So., Las Vegas, NV 89109

Wynn Resorts, Limited

(publicly-traded entity; below information is from the Wynn Resorts Proxy Statement)

58.7% Public Shareholders

16.4% Waddell & Reed Financial, Inc., 6300 Lamar Ave., Overland Park, KS 66202

10.0% Stephen A. Wynn, 3131 Las Vegas Blvd So., Las Vegas, NV 89109

7.9% Elaine P. Wynn, 3131 Las Vegas Blvd So., Las Vegas, NV 89109

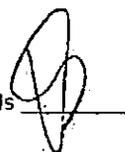
7.0% Marsico Capital Management, LLC, 1200 17th St, Ste 1600, Denver, CO 80202

Wynn Resorts, Limited

Appendix 45 – Ownership Interest

Summary of Ownership Interest

Initials

Handwritten initials, possibly "JD", written in black ink over a horizontal line.

Ownership Breakdown within the Organizational Structure

Wynn Resorts, Limited

(publicly-traded entity; below information is from the Wynn Resorts 2012 Proxy Statement)

58.7%	Public Shareholders ¹
16.4%	Waddell & Reed Financial, Inc., 6300 Lamar Ave., Overland Park, KS 66202
10.0%	Stephen A. Wynn, 3131 Las Vegas Blvd So., Las Vegas, NV 89109
7.9%	Elaine P. Wynn, 3131 Las Vegas Blvd So., Las Vegas, NV 89109
7.0%	Marsico Capital Management, LLC, 1200 17 th St, Ste 1600, Denver, CO 80202
100.0%	

¹ Below are shareholdings of PA based investors, with a market value of over \$470 million (total number of shares outstanding 100,522,136) :

The Vanguard Group, Inc.	3,432,164
Turner Investment Partners, Inc.	549,560
Susquehanna Financial Group LLP	366,105
Logan Capital Management, Inc.	81,363
Susquehanna Investment Group LLC	76,134
SEI Investments Management Corp.	50,120
PENN Capital Management Co., Inc.	46,434
Aberdeen Asset Management, Inc.	31,440
Chaitwell Investment Partners LP	25,000
Pennsylvania Public School Employees Retirement System	21,113
Federated Investment Management Co.	11,575
Lockwood Advisors, Inc.	3,963
CIM Investment Management, Inc.	2,924
HBK Sorce Advisory LLC	2,468
Hershey Trust Co.	1,898
PNC Bank NA (Trust Department)	1,793
Pitcairn Financial Group	1,791
Index Management Solutions LLC	773
Janney Montgomery Scott LLC	2,358
Delaware Management Business Trust	51,372
Total number of shares held	4,760,348

¹ The Public Shareholders of Wynn Resorts, Limited includes the following Pennsylvania based entities, none of which are required to file as Principals since their respective ownership interests in Wynn Resorts, Limited is less than 5%, however their collective interest in Wynn, Resorts amount to approximately \$470 million: