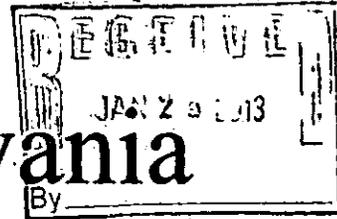


WYNN PA, INC



Pennsylvania Gaming Control Board



SLOT OPERATOR AND MANAGEMENT COMPANY- APPLICATION AND DISCLOSURE INFORMATION FORM

INSTRUCTIONS

PENNSYLVANIA GAMING IS GOVERNED BY THE LAWS SET FORTH IN 4 PA.C.S. PART II, ENACTED BY THE ACT OF JULY 5, 2004 (P.L. 572, NO. 71), THE PENNSYLVANIA RACE HORSE DEVELOPMENT AND GAMING ACT (ACT), AS AMENDED, AND 58 PA. CODE PART VII, PENNSYLVANIA GAMING CONTROL BOARD (REGULATIONS).

THESE INSTRUCTIONS ARE APPLICABLE TO ANY "PERSON" SEEKING TO BE LICENSED AS A CONDITIONAL CATEGORY 1, CATEGORY 1, CATEGORY 2, CATEGORY 3 SLOT MACHINE OPERATOR (COLLECTIVELY REFERRED TO HEREAFTER AS SLOT OPERATOR) OR MANAGEMENT COMPANY. PLEASE BE ADVISED THAT NO PERSON, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY THAT HAS APPLIED FOR OR IS A HOLDER OF A SLOT MACHINE LICENSE, SHALL BE ELIGIBLE TO APPLY FOR OR HOLD A SUPPLIER OR MANUFACTURER LICENSE.

AS USED IN THESE INSTRUCTIONS, THE PHRASE "AFFILIATED ENTITIES" SHALL MEAN A SLOT OPERATOR'S OR MANAGEMENT COMPANY'S AFFILIATES, INTERMEDIARIES, SUBSIDIARIES AND HOLDING COMPANIES. SLOT MACHINE OPERATORS ARE SUBJECT TO THE REQUIREMENTS OF §§1302 AND 1303 (EXCLUSIVELY FOR CATEGORY 1), 1304 (EXCLUSIVELY FOR CATEGORY 2), 1305 (EXCLUSIVELY FOR CATEGORY 3) AND 1309 (ALL CATEGORIES) OF THE ACT. CONDITIONAL CATEGORY 1 SLOT MACHINE LICENSES ARE SUBJECT TO THE REQUIREMENTS OF §1315 OF THE ACT.

THE ORIGINAL FORM, ONE PAPER COPY, AND ONE (1) COMPACT DISC (CD) CONTAINING ALL FORMS MUST BE SENT TO THE PENNSYLVANIA GAMING CONTROL BOARD, BUREAU OF LICENSING, 303 WALNUT STREET, FIFTH FLOOR, VERIZON TOWER, HARRISBURG, PENNSYLVANIA 17101 WITH THE APPROPRIATE FEE. PLEASE REFER TO THE LICENSING SECTION OF THE BOARD'S WEBSITE FOR CD FORMATTING REQUIREMENTS.

1. SLOT OPERATOR AND MANAGEMENT COMPANY

THE FORMS THAT MAKE UP AN APPLICATION PACKAGE FOR A SLOT OPERATOR OR MANAGEMENT COMPANY LICENSE ARE AS FOLLOWS:

A. **SLOT OPERATOR AND MANAGEMENT COMPANY APPLICATION AND DISCLOSURE INFORMATION FORM (TO BE COMPLETED BY APPLICANT AND EACH OF APPLICANT'S AFFILIATED ENTITIES).**

B. **REQUEST FOR USE OF ALTERNATIVE CONDITIONAL/CATEGORY 1 LICENSING STANDARDS FORM - ADDENDUM 1 (FOR CATEGORY 1 APPLICANTS SEEKING USE OF ALTERNATIVE LICENSING STANDARDS)**

(COMPLETE THIS FORM IF YOU ARE A CONDITIONAL/CATEGORY 1 APPLICANT AND ARE REQUESTING THAT THE BOARD UTILIZE THE LICENSE APPLICATION PACKAGE FILED IN AND LICENSE ISSUED BY ANOTHER JURISDICTION PURSUANT TO §1314 OF THE ACT. IF THE BOARD DETERMINES THAT THE LICENSING STANDARDS OF THE OTHER JURISDICTION ARE COMPREHENSIVE AND THOROUGH AND PROVIDE SIMILAR ADEQUATE SAFEGUARDS TO THOSE IN THE ACT, ONLY UPDATED INFORMATION FROM THE DATE OF FILING THE APPLICATION IN THE OTHER JURISDICTION MAY BE NECESSARY. THE CONDITIONAL/CATEGORY 1 APPLICANT MAY BE ASKED TO SUBMIT PROOF THAT THE LICENSING STANDARDS OF THE OTHER JURISDICTION ARE COMPREHENSIVE AND THOROUGH AND PROVIDE SIMILAR ADEQUATE SAFEGUARDS).

C. **MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (MULTI-JURISDICTIONAL PHD)**

(TO BE COMPLETED BY EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE AS DEFINED IN 58 PA. CODE §401A.3) AND IDENTIFIED IN SCHEDULES 1, 5, 10, 10A, 11, 13, 15 AND 18).

D. **PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (PA SUPPLEMENT)**

(TO BE COMPLETED BY EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE IDENTIFIED IN SCHEDULES 1, 5, 10, 10A, 11, 13, 15 AND 18).

E. PRINCIPAL ENTITY FORM

(TO BE COMPLETED BY EACH ENTITY THAT IS A PRINCIPAL IDENTIFIED IN SCHEDULES 10, 10A, 11, 13, 15 AND 18).

2. APPLICATION AND LICENSING FEES

A. APPLICATION FEES AND INVESTIGATION DEPOSITS

APPLICATION FEES MUST BE SUBMITTED WITH THE APPLICATION PACKAGE. THESE FEES ARE NON-REFUNDABLE DEPOSITS THAT WILL BE USED BY THE BOARD TO PROCESS AND INVESTIGATE THE SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT AND THE APPLICANT'S AFFILIATED ENTITIES AND PERSONS FILING FORMS AS PART OF THE APPLICATION PACKAGE. APPLICATION FEES MUST BE SUBMITTED FOR EACH APPLICANT, AFFILIATED ENTITY AND PERSON, UNLESS OTHERWISE NOTED.

THERE MAY BE ADDITIONAL COSTS AND EXPENSES INCURRED BY THE BOARD IN ITS PROCESSING AND INVESTIGATION OF THE SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT AND THE APPLICANT'S AFFILIATED ENTITIES AND PERSONS. THE SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT MUST REIMBURSE THE BOARD FOR ALL ADDITIONAL COSTS AND EXPENSES RELATED TO THE PROCESSING AND INVESTIGATION OF THEIR APPLICATION PACKAGE.

SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT	\$5,000.00
APPLICANT'S AFFILIATED ENTITIES	\$2,500.00
PRINCIPAL/KEY EMPLOYEES	\$2,500.00
PRINCIPAL ENTITY.....	\$2,500.00

B. LICENSING FEES

LICENSING FEES MUST BE PAID PRIOR TO ISSUANCE OF THE LICENSE.

CATEGORY 1 SLOT MACHINE LICENSE	\$50,000,000.00
CATEGORY 2 SLOT MACHINE LICENSE	\$50,000,000.00
CATEGORY 3 SLOT MACHINE LICENSE	\$5,000,000.00
CATEGORY 1 OR 2 MANAGEMENT COMPANY LICENSE.....	\$1,500,000/3 YEAR LICENSE
CATEGORY 3 MANAGEMENT COMPANY LICENSE.....	\$150,000/3 YEAR LICENSE

3. APPLICATION FORM INSTRUCTIONS

GENERALLY

AS USED IN THE SLOT OPERATOR OR MANAGEMENT COMPANY FORM, THE WORDS "APPLICANT" AND "YOU" SHALL MEAN THE SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT. WHEN APPLICANT'S AFFILIATED ENTITIES ARE COMPLETING THE FORM, "APPLICANT" AND "YOU" SHALL REFER TO THE AFFILIATED ENTITY COMPLETING THE FORM.

ALL ENTRIES ON THE FORM MUST BE TYPED OR PRINTED IN BLOCK LETTERING. INITIALS AND SIGNATURES MUST BE HANDWRITTEN BY THE PERSON PROVIDING THE INFORMATION. IF THE ANSWERS ARE NOT LEGIBLE, THE APPLICATION MAY NOT BE ACCEPTED.

READ EACH QUESTION CAREFULLY PRIOR TO ANSWERING. ANSWER EVERY QUESTION COMPLETELY. DO NOT LEAVE BLANK SPACES. IF A QUESTION DOES NOT APPLY TO THE APPLICANT, WRITE "DOES NOT APPLY" IN RESPONSE TO THAT QUESTION. IF A SCHEDULE OR ADDENDUM DOES NOT APPLY TO THE APPLICANT, WRITE "DOES NOT APPLY" ON THE SCHEDULE OR ADDENDUM.

APPENDICES ARE TO BE PROVIDED BY THE APPLICANT. THE REQUIRED APPENDICES ARE LISTED ON THE APPLICATION CHECKLIST. APPENDICES MUST BE PRESENTED IN A TABBED MANNER. EACH TAB MUST INDICATE THE APPENDIX NUMBER. IMMEDIATELY FOLLOWING THE TAB, APPLICANT MUST INSERT A PAGE WITH THE APPENDIX NUMBER AND ALL INFORMATION APPLICABLE TO THE APPENDIX. IF AN APPENDIX DOES NOT APPLY TO THE APPLICANT, WRITE "DOES NOT APPLY" ON THE APPENDIX PAGE.

ALL PAGES OF THE FORM MUST BE INITIALED BY THE APPLICANT, OR IF THE APPLICANT IS NOT A NATURAL PERSON, THE PERSON AUTHORIZED TO COMPLETE THE FORM ON BEHALF OF THE APPLICANT MUST INITIAL EACH PAGE. IF ADDITIONAL PAGES ARE REQUIRED IN ORDER TO ANSWER ANY QUESTION, ADDITIONAL PAGES MAY BE UTILIZED AND MUST BE ATTACHED TO THE FORM. BE SURE TO INDICATE THE NUMBER(S) OF THE QUESTION(S) BEING ANSWERED AND INITIAL EACH ADDITIONAL PAGE. SOME SCHEDULES MAY REQUIRE DISCLOSURE OF INFORMATION FOR MORE THAN ONE NATURAL PERSON OR ENTITY OR TYPE OF INFORMATION. IF THERE ARE MULTIPLE DISCLOSURES, MAKE ENOUGH ADDITIONAL COPIES OF THE BLANK SCHEDULE AND COMPLETE IT FOR EACH NATURAL PERSON OR ENTITY OR TYPE OF INFORMATION.

ALL REQUIRED DOCUMENTATION, SUCH AS BUSINESS FORMATION PAPERS, TAX RETURNS AND APPENDICES, AS WELL AS THE APPLICATION FORMS THAT COMPRISE AN APPLICATION PACKAGE FOR A SLOT OPERATOR OR MANAGEMENT COMPANY LICENSE, AS LISTED ABOVE, MUST BE SUBMITTED AT THE TIME OF FILING THIS FORM. FURTHER, PURSUANT TO 58 PA. CODE §§421A.1(G) AND 423A.1(E), THE APPLICANT IS UNDER A CONTINUING DUTY TO PROMPTLY NOTIFY THE BOARD IF THERE IS A CHANGE IN THE INFORMATION PROVIDED TO THE BOARD.

ADDITIONAL FINANCIAL INFORMATION WILL BE REQUESTED AS NEEDED.

SHOULD YOU BE UNABLE TO UNDERSTAND THIS FORM FULLY IN ENGLISH, IT IS YOUR RESPONSIBILITY TO ACQUIRE ADEQUATE MEANS OF TRANSLATION. IF YOU SUBMIT A DOCUMENT TO THE BOARD THAT IS IN A LANGUAGE OTHER THAN ENGLISH, YOU MUST ALSO SUBMIT AN ENGLISH TRANSLATION COMPLIANT WITH 58 PA. CODE §423A.1(H).

ALL NOTICES REGARDING YOUR APPLICATION WILL BE SENT TO THE ADDRESS YOU PROVIDE ON THIS FORM. YOU MUST IMMEDIATELY NOTIFY THE BOARD IF YOU CHANGE YOUR ADDRESS.

FAILURE TO ANSWER ANY QUESTION COMPLETELY AND TRUTHFULLY WILL RESULT IN DENIAL OF YOUR APPLICATION AND/OR REVOCATION OF YOUR LICENSE, REGISTRATION, CERTIFICATE OR PERMIT AND MAY SUBJECT YOU TO CRIMINAL PENALTIES UNDER 18 PA.C. S. A. §4903.

ANY PERSON WHO APPLIES FOR AND OBTAINS A LICENSE, REGISTRATION, CERTIFICATE OR PERMIT FROM THE BOARD MAY BE REQUIRED TO SUBMIT TO WARRANTLESS SEARCHES WHEN PRESENT IN A LICENSED GAMING FACILITY PURSUANT TO THE ACT.

CONFIDENTIAL INFORMATION (AS DEFINED IN 58 PA. CODE §401A.3) SUPPLIED TO THE BOARD OR OTHERWISE OBTAINED SHALL NOT BE REVEALED EXCEPT IN THE COURSE OF THE NECESSARY ADMINISTRATION OF THE ACT, OR UPON THE LAWFUL ORDER OF A COURT OF COMPETENT JURISDICTION OR, WITH THE APPROVAL OF THE ATTORNEY GENERAL, TO A DULY AUTHORIZED LAW ENFORCEMENT AGENCY. AN APPLICANT OR LICENSE, REGISTRATION, CERTIFICATE OR PERMIT HOLDER WAIVES ANY LIABILITY OF THE COMMONWEALTH OF PENNSYLVANIA AND ITS INSTRUMENTALITIES AND AGENTS FOR ANY DAMAGES RESULTING FROM ANY DISCLOSURE OR PUBLICATION IN ANY MANNER, OTHER THAN A WILLFULLY UNLAWFUL DISCLOSURE OR PUBLICATION.

PURSUANT TO 58 PA. CODE §423A.5, ONCE THE APPLICATION HAS BEEN FILED, THE APPLICANT MAY ONLY WITHDRAW ITS APPLICATION BY FILING A PETITION WITH THE BOARD SEEKING PERMISSION TO WITHDRAW.

A LICENSE, PERMIT, CERTIFICATION OR REGISTRATION ISSUANCE, RENEWAL OR OTHER AUTHORIZATION ISSUED BY THE BOARD IS A REVOCABLE PRIVILEGE. NO PERSON HOLDING A LICENSE, PERMIT, CERTIFICATION OR REGISTRATION, RENEWAL, OR OTHER AUTHORIZATION IS DEEMED TO HAVE ANY PROPERTY RIGHTS RELATED TO THE LICENSE, PERMIT, CERTIFICATION OR REGISTRATION.

AN APPLICATION THAT HAS BEEN ACCEPTED FOR FILING AND ALL RELATED MATERIALS SUBMITTED TO THE BOARD BECOME THE PROPERTY OF THE BOARD AND WILL NOT BE RETURNED TO THE APPLICANT.

THIS IS AN APPLICATION FOR A SLOT MACHINE OR MANAGEMENT COMPANY LICENSE. AN ENTITY INTERESTED IN OFFERING TABLE GAMES MUST FIRST OBTAIN A SLOT MACHINE LICENSE IN ORDER TO BE ELIGIBLE TO FILE A PETITION SEEKING AUTHORIZATION TO CONDUCT TABLE GAMES. ANY REFERENCES TO TABLE GAMES IN THIS APPLICATION ARE FOR INFORMATIONAL PURPOSES ONLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE APPLICATION PACKAGE FORMS OR THE INFORMATION REQUIRED TO COMPLETE ANY APPLICATION, PLEASE CONTACT THE PENNSYLVANIA GAMING CONTROL BOARD - BUREAU OF LICENSING AT (717) 346-8300.

SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT	
INSERT THE NUMBER OF EACH OF THE FOLLOWING FORMS INCLUDED IN THIS APPLICATION PACKAGE:	
<input type="text" value="2"/>	SLOT OPERATOR OR MANAGEMENT COMPANY DISCLOSURE INFORMATION FORM (FOR APPLICANT AND EACH OF APPLICANT'S AFFILIATED ENTITIES).
<input type="text" value="0"/>	REQUEST FOR USE OF ALTERNATIVE CONDITIONAL/CATEGORY 1 LICENSING STANDARDS - ADDENDUM I (FOR CONDITIONAL/CATEGORY 1 APPLICANT REQUESTING THAT THE BOARD UTILIZE THE APPLICATION FILED IN AND LICENSE ISSUED BY ANOTHER JURISDICTION).
<input type="text" value="10"/>	MULTI - JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (MULTI - JURISDICTIONAL PHD)(FOR EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE).
<input type="text" value="10"/>	PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI - JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (PA SUPPLEMENT) (FOR EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE).
<input type="text" value="0"/>	PRINCIPAL ENTITY FORM (FOR EACH ENTITY THAT IS A PRINCIPAL).

APPLICANT INFORMATION

APPLICANT'S BUSINESS NAME			
BUSINESS NAME AS IT APPEARS ON APPLICANT'S CERTIFICATE OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS (SPELL OUT COMPLETE NAME, DO NOT USE ABBREVIATIONS)			
Wynn PA, Inc.			
TRADE NAME(S) AND DOING BUSINESS AS ("DBA") NAMES			
Does Not Apply			
IS THE APPLICANT A MINORITY OR WOMEN'S BUSINESS ENTERPRISE THAT IS CERTIFIED BY THE BUREAU OF MINORITY AND WOMEN'S BUSINESS OPPORTUNITIES OF THE DEPARTMENT OF GENERAL SERVICES? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
IF YES, PROVIDE ENTERPRISE CERTIFICATION NUMBER. _____			
APPLICANT'S PRINCIPAL ADDRESS			
ADDRESS LINE 1			
3131 Las Vegas Blvd So.			
ADDRESS LINE 2			
ADDRESS LINE 3			
CITY		STATE/PROVINCE	POSTAL CODE
Las Vegas		NV	89109
COUNTRY		EMAIL ADDRESS	
United States		kim.sinatra@wynnresorts.com	
COUNTY	TOWNSHIP	WEB URL	
Clark	Paradise		
PHONE NUMBER ()		FAX NUMBER ()	
(702) 770-7000		(702) 770-1518	
APPLICANT'S ADDRESS IN PENNSYLVANIA (IF APPLICABLE)			
ADDRESS LINE 1			
ADDRESS LINE 2			
ADDRESS LINE 3			
CITY		STATE/PROVINCE	POSTAL CODE
COUNTRY		EMAIL ADDRESS	
COUNTY	TOWNSHIP	WEB URL	
PHONE NUMBER ()		FAX NUMBER ()	
CONTACT NAME FOR THIS APPLICATION			
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)
Kim		Sinatra	
TITLE		INDIVIDUAL EMAIL ADDRESS	
Senior Vice President / General Counsel / Secretary		[REDACTED]	
PHONE NUMBER ()		FAX NUMBER ()	
[REDACTED]		[REDACTED]	
APPLICANT'S FORM OF ORGANIZATION			
CHECK ONE			
<input type="checkbox"/> SOLE PROPRIETORSHIP	<input type="checkbox"/> PARTNERSHIP	<input type="checkbox"/> LIMITED PARTNERSHIP	<input checked="" type="checkbox"/> C-CORPORATION
<input type="checkbox"/> LIMITED LIABILITY COMPANY	<input type="checkbox"/> S-CORPORATION	<input type="checkbox"/> TRUST	
<input type="checkbox"/> OTHER (DESCRIBE) _____			

APPLICANT'S ORGANIZATION DOCUMENTS

STATE OF INCORPORATION, REGISTRATION OR OTHER TYPE OF FORMATION Nevada	DATE OF FORMATION 10/30/12
APPLICANT'S BUSINESS NAME AS IT APPEARS ON THE FORMATION DOCUMENTS Wynn PA, Inc.	
LIST ALL STATES IN WHICH THE APPLICANT IS CURRENTLY REGISTERED OR AUTHORIZED TO DO BUSINESS Nevada	
COMPLETE <u>SCHEDULE 1</u> CONCERNING APPLICANT'S INCORPORATORS/FOUNDERS	
IS APPLICANT REGISTERED OR AUTHORIZED TO DO BUSINESS IN THE COMMONWEALTH OF PENNSYLVANIA? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

APPLICANT'S IDENTIFICATION NUMBERS

FEDERAL EMPLOYER IDENTIFICATION NUMBER/TIN [REDACTED]	PA UNEMPLOYMENT COMPENSATION ACCOUNT NUMBER
PA DEPARTMENT OF REVENUE CORPORATE BOX NUMBER	PA LIQUOR CONTROL BOARD LICENSE NUMBER
PA WORKERS COMPENSATION POLICY NUMBER	PA DEPARTMENT OF STATE - ENTITY NUMBER
DOES THE APPLICANT HAVE ANY OUTSTANDING TAX LIABILITIES TO EITHER THE COMMONWEALTH OF PENNSYLVANIA OR ANY OTHER STATE, LOCALITY OR THE FEDERAL GOVERNMENT? [REDACTED]	
IF YOU ANSWER YES, PROVIDE DETAILS CONCERNING ALL OUTSTANDING TAX LIABILITIES.	

APPLICANT'S BILLING CONTACT INFORMATION

FIRST NAME Teri	LAST NAME Peers	SUFFIX (JR., SR., ETC.)
TITLE Vice President - Co	INDIVIDUAL EMAIL ADDRESS [REDACTED]	
ADDRESS 3131 Las Vegas Blvd So.		
CITY Las Vegas	STATE/PROVINCE Nevada	POSTAL CODE 89109
PHONE NUMBER () [REDACTED]	FAX NUMBER () [REDACTED]	

TYPE OF LICENSE APPLICANT IS SEEKING

<input type="checkbox"/> CONDITIONAL CATEGORY 1	<input type="checkbox"/> CONDITIONAL CATEGORY 1 AFFILIATE
<input type="checkbox"/> CATEGORY 1	<input type="checkbox"/> CATEGORY 1 AFFILIATE
<input checked="" type="checkbox"/> CATEGORY 2	<input type="checkbox"/> CATEGORY 2 AFFILIATE
<input type="checkbox"/> CATEGORY 3	<input type="checkbox"/> CATEGORY 3 AFFILIATE
<input type="checkbox"/> MANAGEMENT COMPANY	<input type="checkbox"/> MANAGEMENT COMPANY AFFILIATE

CRIMINAL HISTORY

THE NEXT SECTION ASKS ABOUT ANY OFFENSES OR CHARGES APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES MAY HAVE COMMITTED OR HAD FILED AGAINST THEM. PRIOR TO ANSWERING THIS QUESTION, CAREFULLY REVIEW THE DEFINITIONS AND INSTRUCTIONS THAT FOLLOW.

DEFINITIONS	FOR PURPOSES OF THIS SECTION: A. "CRIME OR OFFENSE" INCLUDES ALL FELONIES AND MISDEMEANORS, AS WELL AS SUMMARY OFFENSES THAT MAY HAVE REQUIRED YOU TO APPEAR BEFORE A LAW ENFORCEMENT AGENCY, STATE OR FEDERAL GRAND JURY, JUSTICE COURT, MUNICIPAL COURT, CITY COURT, MILITARY COURT OR ANY OTHER COURT EXCEPT JUVENILE COURT. INCLUDE ALL DUI/DWI OFFENSES. B. "ARREST" INCLUDES ANY TIME THAT YOU WERE STOPPED BY A POLICE OFFICER OR OTHER LAW ENFORCEMENT OFFICER AND ADVISED THAT YOU WERE UNDER
-------------	--

ARREST, DETAINED, HELD FOR QUESTIONING, REQUESTED BY A POLICE OFFICER OR LAW ENFORCEMENT OFFICER TO COME TO A POLICE STATION AND ANSWER QUESTIONS, TAKEN INTO CUSTODY BY ANY POLICE OFFICER OR OTHER LAW ENFORCEMENT OFFICER, FINGERPRINTED, HELD IN JAIL, OR INSTRUCTED TO APPEAR IN COURT OR SUBPOENAED TO ANSWER FOR CONDUCT WHICH IS A CRIME AS HAS BEEN DEFINED IN PARAGRAPH "A."

C. "CHARGE" INCLUDES ANY INDICTMENT, COMPLAINT, INFORMATION, SUMMONS, CITATION OR OTHER NOTICE OF THE ALLEGED COMMISSION OF ANY CRIME OR OFFENSE AS DEFINED IN PARAGRAPH "A."

INSTRUCTIONS

1. ANSWER "YES" AND PROVIDE ALL INFORMATION TO THE BEST OF YOUR ABILITY EVEN IF:

- A. YOU DID NOT COMMIT THE OFFENSE CHARGED;
- B. THE ARREST OR CHARGES WERE DISMISSED OR THE CHARGES WERE SUBSEQUENTLY DOWNGRADED TO A LESSER CHARGE;
- C. YOU PLEADED NOT GUILTY OR NOLO CONTENDERE;
- D. YOU COMPLETED AN ACCELERATED REHABILITATIVE DISPOSITION ("ARD") OR EQUIVALENT DIVERSIONARY PROGRAM;
- E. THE CHARGES OR CONVICTION WERE EXPUNGED FROM YOUR RECORD, EVEN IF YOU HAVE EXPUNGEMENT PAPERS;
- F. YOU WERE NOT CONVICTED OR WERE FOUND "NOT GUILTY"
- G. YOU DID NOT SERVE ANY TIME IN PRISON OR JAIL;
- H. THE ARRESTS, CHARGES OR OFFENSES HAPPENED A LONG TIME AGO;
- I. YOU WERE ARRESTED OR CHARGED IN ANOTHER STATE (A STATE OTHER THAN PENNSYLVANIA);
- J. YOU WERE NEVER PHYSICALLY TAKEN INTO CUSTODY AND/OR TRANSPORTED TO A POLICE STATION OR JAIL.

2. ANSWER "NO" IF:

- A. YOU HAVE NEVER BEEN ARRESTED OR CHARGED WITH ANY CRIME OR OFFENSE;
- B. YOUR ARREST HAPPENED WHEN YOU WERE UNDER 18 YEARS OF AGE AND YOUR COURT APPEARANCE WAS IN JUVENILE COURT.

FAILURE TO FULLY ANSWER THIS QUESTION MAY RESULT IN THE DENIAL OF YOUR APPLICATION.

1. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN INDICTED, CHARGED WITH OR CONVICTED OF A CRIMINAL OFFENSE OR BEEN A PARTY TO OR NAMED AS AN UNINDICTED CO-CONSPIRATOR IN ANY CRIMINAL PROCEEDING IN THE COMMONWEALTH OR ANY OTHER JURISDICTION? [REDACTED]

1. A. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN CONVICTED OF A FELONY? [REDACTED]

1. B. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN CONVICTED OF A MISDEMEANOR OR GAMBLING OFFENSE? [REDACTED]

IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE **SCHEDULE 23** CONCERNING CRIMINAL HISTORY.

TESTIMONY, INVESTIGATIONS OR POLYGRAPHS

2. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN CALLED TO [REDACTED]

<p>TESTIFY BEFORE, BEEN THE SUBJECT OF AN INVESTIGATION CONDUCTED BY, OR REQUESTED TO TAKE A POLYGRAPH EXAM BY ANY GOVERNMENTAL AGENCY, COURT, COMMITTEE, GRAND JURY OR INVESTIGATORY BODY (MUNICIPAL, STATE, COUNTY, PROVINCIAL, FEDERAL, NATIONAL, ETC.) OTHER THAN IN RESPONSE TO MINOR TRAFFIC RELATED OFFENSES?</p> <p>IF YOU ANSWER YES, YOU MUST COMPLETE SCHEDULE 24 CONCERNING TESTIMONY, INVESTIGATIONS OR POLYGRAPHS.</p>	
ANTITRUST, TRADE REGULATION & SECURITIES JUDGMENTS, STATUTORY AND REGULATORY VIOLATIONS	
<p>3. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES EVER HAD A JUDGMENT, ORDER, CONSENT DECREE OR CONSENT ORDER PERTAINING TO A VIOLATION OR ALLEGED VIOLATION OF THE FEDERAL ANTITRUST, TRADE REGULATION OR SECURITIES LAWS, OR SIMILAR LAWS OF ANY STATE, PROVINCE OR COUNTRY ENTERED AGAINST IT?</p>	<input type="checkbox"/> YES <input type="checkbox"/> NO
<p>4. IN THE PAST TEN (10) YEARS, HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES HAD A JUDGMENT, ORDER, CONSENT DECREE OR CONSENT ORDER PERTAINING TO ANY STATE OR FEDERAL STATUTE, REGULATION OR CODE THAT RESULTED IN A FINE OR PENALTY OF \$50,000 OR MORE ENTERED AGAINST IT?</p> <p>IF YOU ANSWER YES TO EITHER QUESTION, YOU MUST COMPLETE SCHEDULE 26 CONCERNING ANTITRUST, TRADE REGULATION & SECURITY JUDGMENTS, STATUTORY AND REGULATORY VIOLATIONS.</p>	<input type="checkbox"/> YES <input type="checkbox"/> NO
BANKRUPTCY OR INSOLVENCY PROCEEDINGS	
<p>5. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES HAD ANY PETITION UNDER ANY PROVISION OF THE FEDERAL BANKRUPTCY CODE OR UNDER ANY STATE INSOLVENCY LAW FILED BY OR AGAINST IT IN THE LAST TEN (10) YEAR PERIOD?</p>	<input type="checkbox"/> YES <input type="checkbox"/> NO
<p>6. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES SOUGHT RELIEF UNDER ANY PROVISION OF THE FEDERAL BANKRUPTCY CODE OR UNDER ANY STATE INSOLVENCY LAW IN THE LAST TEN (10) YEAR PERIOD?</p>	<input type="checkbox"/> YES <input type="checkbox"/> NO
<p>7. HAS A COURT APPOINTED ANY RECEIVER, FISCAL AGENT, TRUSTEE, REORGANIZATION TRUSTEE, OR SIMILAR OFFICER FOR APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES IN THE LAST TEN (10) YEARS?</p>	<input type="checkbox"/> YES <input type="checkbox"/> NO
<p>IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE SCHEDULE 27 CONCERNING BANKRUPTCY OR INSOLVENCY PROCEEDINGS.</p>	
APPLICANT'S LICENSES AND PERMITS	
<p>8. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES APPLIED FOR ANY LICENSE OR PERMIT BY A GOVERNMENT AGENCY FOR THE COLLECTION OF SALES AND USE TAX, SELLING AND SERVING LIQUOR AND MALT BEVERAGES, PROVIDING OVERNIGHT LODGING SERVICES OR ANY OTHER ACTIVITY REQUIRING A LICENSE OR PERMIT? A GOVERNMENT AGENCY AS USED HERE INCLUDES ANY SUBORDINATE CREATURE OF FEDERAL, STATE, NATIVE AMERICAN OR LOCAL GOVERNMENT CREATED TO CARRY OUT A GOVERNMENTAL FUNCTION OR TO IMPLEMENT A STATUTE OR STATUTES.</p> <p>IF YOU ANSWER YES, YOU MUST COMPLETE SCHEDULE 28 CONCERNING NON-GAMING LICENSES AND PERMITS.</p>	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO

<p>9. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES APPLIED FOR ANY LICENSE OR PERMIT BY A GOVERNMENT AGENCY CHARGED WITH REGULATING GAMES OF CHANCE, INCLUDING BUT NOT LIMITED TO SLOT MACHINES, VIDEO LOTTERY TERMINALS, TABLE GAMES, HORSE RACING, JAI ALAI, ETC.? A GOVERNMENT AGENCY AS USED HERE INCLUDES ANY FEDERAL, STATE, NATIVE AMERICAN OR LOCAL GOVERNMENT CREATED TO CARRY OUT A GOVERNMENTAL FUNCTION OR TO IMPLEMENT A STATUTE OR STATUTES.</p> <p>IF YOU ANSWER YES, YOU MUST COMPLETE <u>SCHEDULE 29</u> CONCERNING GAMING LICENSES AND PERMITS.</p>	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
---	---

APPLICANT'S CONTRIBUTIONS AND DISBURSEMENTS

<p>10. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF APPLICANT MADE ANY BRIBES OR KICKBACKS OR MADE ANY PAYMENTS ALLEGED TO HAVE BEEN BRIBES OR KICKBACKS TO ANY EMPLOYEE, PERSON, COMPANY OR ORGANIZATION TO OBTAIN FAVORABLE TREATMENT?</p>	
<p>11. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF THE APPLICANT MADE ANY BRIBES OR KICKBACKS OR MADE ANY PAYMENTS ALLEGED TO HAVE BEEN BRIBES OR KICKBACKS TO ANY GOVERNMENT OFFICIAL, DOMESTIC OR FOREIGN TO OBTAIN FAVORABLE TREATMENT?</p>	
<p>12. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES FOR OR ON BEHALF OF APPLICANT LOANED FUNDS FOR THE PURPOSE OF OPPOSING OR SUPPORTING ANY GOVERNMENT, POLITICAL PARTY, CANDIDATE OR COMMITTEE, EITHER DOMESTIC OR FOREIGN?</p>	
<p>13. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF APPLICANT DONATED OR LOANED PROPERTY OR ANY OTHER THING OF VALUE, OR ORGANIZED, SPONSORED OR PARTICIPATED IN FUNDRAISING ACTIVITIES FOR THE PURPOSE OF OPPOSING OR SUPPORTING ANY GOVERNMENT, POLITICAL PARTY, CANDIDATE OR COMMITTEE, EITHER DOMESTIC OR FOREIGN?</p>	
<p>14A. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MADE ANY LOANS, DONATIONS OR OTHER DISBURSEMENTS TO PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES FOR THE PURPOSE OF REIMBURSING SUCH INDIVIDUALS FOR POLITICAL CONTRIBUTIONS EITHER FOREIGN OR DOMESTIC?</p>	
<p>14B. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES FORMED OR CAUSED TO BE FORMED, A POLITICAL ACTION COMMITTEE EITHER UNDER FEDERAL OR STATE ELECTION LAWS?</p>	
<p>14C. AS A RESULT OF THE CITIZEN'S UNITED V. FEC DECISION, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MADE "INDEPENDENT EXPENDITURES", AS DEFINED IN SEC. 1621(E) OF THE PENNSYLVANIA ELECTION CODE, FOR THE PURPOSE OF INFLUENCING AN ELECTION COVERED BY THE PENNSYLVANIA ELECTION CODE?</p>	

15. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MAINTAINED ANY BANK ACCOUNT, DOMESTIC OR FOREIGN, NOT REFLECTED ON THE APPLICANT'S BOOKS OR RECORDS?	
16. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MAINTAINED ANY NUMBERED ACCOUNT OR ANY ACCOUNT IN THE NAME OF A NOMINEE FOR APPLICANT?	
IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE <u>SCHEDULE 30</u> , CONCERNING CONTRIBUTIONS AND DISBURSEMENTS.	

APPLICATION CHECKLIST

PLACE A CHECKMARK IN THE BOX NEXT TO EACH ITEM APPLICANT HAS ATTACHED TO THIS APPLICATION AND DISCLOSURE INFORMATION FORM.

EACH ITEM MARKED AS MANDATORY MUST BE COMPLETED AND SUBMITTED AS PART OF THIS APPLICATION FORM. IF ANY ITEM IS MISSING, THE APPLICATION WILL BE CONSIDERED INCOMPLETE AND WILL NOT BE PROCESSED. IF A QUESTION, SCHEDULE OR ADDENDUM DOES NOT APPLY TO THE APPLICANT, YOU MUST WRITE "DOES NOT APPLY" IN EACH FIELD OF THE QUESTION, SCHEDULE OR ADDENDUM.

<input checked="" type="checkbox"/>	SCHEDULE 1: INCORPORATORS/FOUNDERS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 2: OTHER NAMES USED BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 3: ADDRESSES CURRENTLY USED BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 4: ADDRESSES USED BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 6: FORMER (NO LONGER ACTIVE) OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 7: EMPLOYEES EARNING OVER \$250,000 IN ANNUAL COMPENSATION FROM APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 8: BONUS, PROFIT SHARING, PENSION RETIREMENT, DEFERRED COMPENSATION & SIMILAR PLANS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 9: STOCK DESCRIPTION (FOR C CORPORATIONS, S-CORPORATIONS, LLCs)	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 10: VOTING SHAREHOLDERS (FOR C CORPORATIONS, S-CORPORATIONS, LLCs)	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 10A: INTEREST OF CURRENT PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 10B: INTEREST OF FORMER PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 11: NON-VOTING SHAREHOLDERS (FOR C CORPORATIONS, S-CORPORATIONS, LLCs)	MANDATORY

<input checked="" type="checkbox"/>	SCHEDULE 12: LONG TERM DEBT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 13: HOLDERS OF LONG TERM DEBT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 14: OTHER INDEBTEDNESS AND SECURITY DEVICES	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 15: HOLDER OF OTHER INDEBTEDNESS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 16: SECURITIES OPTIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 17: BENEFICIAL OWNER OF OPTIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 18: OTHER PRINCIPALS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 19: FINANCIAL INSTITUTIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 20: CONTRACTS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 21: STOCK HELD BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 22: INSIDER TRANSACTIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 23: CRIMINAL HISTORY	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 24: TESTIMONY, INVESTIGATIONS OR POLYGRAPHS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 25: EXISTING LITIGATION	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 26: ANTI-TRUST, TRADE REGULATION AND SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 27: BANKRUPTCY OR INSOLVENCY PROCEEDINGS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 28: NON-GAMING LICENSES AND PERMITS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 29: GAMING LICENSES AND PERMITS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 30: APPLICANT'S CONTRIBUTIONS AND DISBURSEMENTS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 31: APPLICANT BACKGROUND PART 1	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 32: APPLICANT BACKGROUND PART 2	MANDATORY
<input checked="" type="checkbox"/>	APPLICATION FOR PENNSYLVANIA TAX CLEARANCE REVIEW	MANDATORY
<input checked="" type="checkbox"/>	AFFIDAVIT	MANDATORY
<input checked="" type="checkbox"/>	RELEASE AUTHORIZATION	MANDATORY
<input checked="" type="checkbox"/>	WAIVER OF LIABILITY	MANDATORY
<input checked="" type="checkbox"/>	DIVERSITY PLAN STATEMENT	MANDATORY
<input type="checkbox"/>	Does Not Apply CONDITIONAL/CATEGORY 1 APPLICANT'S AFFIRMATION	CATEGORY 1 APPLICANT ONLY

<input type="checkbox"/>	ADDENDUM 1 – REQUEST FOR USE OF ALTERNATIVE CATEGORY 1 SLOT MACHINE LICENSING STANDARDS FORM	CATEGORY 1 APPLICANT ONLY
<input type="checkbox"/>	Does Not Apply ALTERNATIVE LICENSING AFFIDAVIT	OPTIONAL CATEGORY 1 APPLICANT ONLY
<input checked="" type="checkbox"/>	LICENSED ENTITY REPRESENTATIVE REGISTRATION	MANDATORY
<input checked="" type="checkbox"/>	ANNUAL CERTIFICATION TO PREVENT VIOLATIONS OF SECTION 1513 FORM	MANDATORY
<input checked="" type="checkbox"/>	PENNSYLVANIA POLITICAL CONTRIBUTIONS FORM	MANDATORY
<input checked="" type="checkbox"/>	FINANCIAL STATEMENT CERTIFICATION	MANDATORY
<input checked="" type="checkbox"/>	MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (ONE FOR EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE)	MANDATORY
<input checked="" type="checkbox"/>	PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (ONE FOR EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE)	MANDATORY
<input type="checkbox"/>	PRINCIPAL ENTITY FORM (ONE FOR EACH ENTITY THAT IS A PRINCIPAL)	MANDATORY

APPENDICES

APPENDICES: THE APPENDICES ARE DOCUMENTS THE APPLICANT MUST PROVIDE OR CREATE. THE APPENDICES ARE NOT REPRESENTED IN THE APPLICATION QUESTIONS OR ITS SCHEDULES OR ADDENDA. EACH APPENDIX SHALL BE PRESENTED IN A TABBED MANNER AND EACH TAB MUST INDICATE THE APPENDIX NUMBER AS LISTED BELOW. IF AN APPENDIX DOES NOT APPLY TO AN APPLICANT, WRITE "DOES NOT APPLY" ON THE APPENDIX PAGE.

<input type="checkbox"/>	APPENDIX 1: DESCRIPTION OF THE BUSINESS CURRENTLY PERFORMED AND THE BUSINESS INTENDED TO BE PERFORMED IN THE COMMONWEALTH. THIS INFORMATION MUST BE SPECIFIC AND MUST BE ORGANIZED AROUND THE TOPICS SHOWN IN <u>SCHEDULES 31 AND 32</u> . ADDITIONALLY, APPLICANT MUST INDICATE THE RELATIONSHIP BETWEEN IT AND ITS AFFILIATED ENTITIES AS IT RELATES TO THE BUSINESS INTENDED TO BE PERFORMED IN THE COMMONWEALTH IN THE FORM OF AN ORGANIZATION CHART WITH A NARRATIVE DESCRIPTION.	MANDATORY
<input type="checkbox"/>	APPENDIX 2: DESCRIPTION OF ANY FORMER BUSINESS ENGAGED IN DURING THE LAST TEN (10) YEARS AND THE REASON FOR CESSATION OF THE BUSINESS.	MANDATORY
<input type="checkbox"/>	APPENDIX 3: DESCRIPTION OF ALL BONUS, PROFIT SHARING, PENSION, RETIREMENT, DEFERRED COMPENSATION AND SIMILAR PLANS. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULE 8</u> .	MANDATORY
<input type="checkbox"/>	APPENDIX 4: DESCRIPTION OF LONG TERM DEBT. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULES 12 AND 13</u> .	MANDATORY
<input type="checkbox"/>	APPENDIX 5: DESCRIPTION OF OTHER INDEBTEDNESS AND SECURITY DEVICES. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULES 14 AND 15</u> .	MANDATORY
<input type="checkbox"/>	APPENDIX 6: DESCRIPTION OF SECURITIES OPTIONS. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULES 16 AND 17</u> .	MANDATORY
<input type="checkbox"/>	APPENDIX 7: DESCRIPTION OF EXISTING LITIGATION. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULE 25</u> .	MANDATORY
<input type="checkbox"/>	APPENDIX 8: AUDITED FINANCIAL STATEMENT FOR THE LAST FISCAL YEAR. IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS.	MANDATORY
<input type="checkbox"/>	APPENDIX 9: AUDITED FINANCIAL STATEMENTS FOR THE LAST FIVE (5) YEARS. IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS.	MANDATORY
<input type="checkbox"/>	APPENDIX 10: ANNUAL REPORTS FOR THE LAST FIVE (5) YEARS.	MANDATORY
<input type="checkbox"/>	APPENDIX 11A: ANNUAL REPORTS PREPARED ON THE SEC'S 10K FOR THE LAST FIVE (5) YEARS. APPENDIX 11B: COPIES OF ANNUAL OR QUARTERLY FILINGS FOR THE LAST FIVE (5) YEARS REQUIRED UNDER THE LAWS OF A REGULATORY AGENCY OF ANOTHER COUNTRY.	MANDATORY
<input type="checkbox"/>	APPENDIX 12: A COPY OF THE LAST QUARTERLY UNAUDITED FINANCIAL STATEMENT.	MANDATORY
<input type="checkbox"/>	APPENDIX 13: A COPY OR COPIES OF ANY INTERIM REPORTS.	MANDATORY

<input type="checkbox"/>	APPENDIX 14: A COPY OF THE LAST DEFINITIVE PROXY OR INFORMATION STATEMENT (SEC).	MANDATORY
<input type="checkbox"/>	APPENDIX 15: A COPY OF ALL REGISTRATION STATEMENTS FOR THE LAST FIVE (5) YEARS FILED IN ACCORDANCE WITH THE SECURITIES ACT OF 1933.	MANDATORY
<input type="checkbox"/>	APPENDIX 16: COPIES OF ALL OTHER REPORTS PREPARED IN THE LAST FIVE (5) YEARS BY INDEPENDENT AUDITORS OF THE APPLICANT.	MANDATORY
<input type="checkbox"/>	APPENDIX 17: CERTIFIED COPIES OF THE ARTICLES OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS AND ALL AMENDMENTS AND PROPOSED AMENDMENTS.	MANDATORY
<input type="checkbox"/>	APPENDIX 18: CURRENT OWNERSHIP TABLE OF ORGANIZATION.	MANDATORY
<input type="checkbox"/>	APPENDIX 19: FUNCTIONAL TABLE OF ORGANIZATION FOR APPLICANT WITH JOB DESCRIPTIONS, AND NAMES OF EMPLOYEES EARNING IN EXCESS OF \$250,000 IN ANNUAL COMPENSATION.	MANDATORY
<input type="checkbox"/>	APPENDIX 20: COPIES OF FEDERAL ENTITY TAX FILINGS, INCLUDING FORMS 1120, 1120-S, 1120-F, 1065, 941 AND ALL OTHER BUSINESS RELATED TAX FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS.	MANDATORY
<input type="checkbox"/>	APPENDIX 21: COPIES OF 5500 FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS.	MANDATORY
<input type="checkbox"/>	APPENDIX 22: DESCRIBE CRIMINAL HISTORY OF APPLICANT. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN SCHEDULE 23 . NARRATIVE INFORMATION ABOUT THE NATURE OF CHARGE OR COMPLAINT AND THE DISPOSITION MUST BE PROVIDED.	MANDATORY
<input type="checkbox"/>	APPENDIX 23: PURSUANT TO §1312 OF THE GAMING ACT, THE BOARD MAY NOT APPROVE AN APPLICATION FOR LICENSURE IF ANY OF ITS PRINCIPALS DO NOT MEET THE CHARACTER REQUIREMENTS OF §1310, ELIGIBILITY REQUIREMENTS, OR PURCHASES A CONTROLLING INTEREST IN A LICENSED GAMING ENTITY IN VIOLATION OF §1328. HAS THE APPLICANT DIVESTED ALL INTERESTS THAT WOULD PROHIBIT LICENSURE AND ELIMINATED ANY PRINCIPAL WHO DOES NOT MEET THE CHARACTER OR ELIGIBILITY REQUIREMENTS? IF NOT, PROVIDE AN EXPLANATION. IF IT DOES NOT APPLY, WRITE DOES NOT APPLY IN RESPONSE TO THIS APPENDIX.	MANDATORY
<input type="checkbox"/>	APPENDIX 24: PURSUANT TO §1330 OF THE GAMING ACT, NO LICENSEE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY MAY POSSESS AN OWNERSHIP OR FINANCIAL INTEREST THAT IS GREATER THAN 33.3% OF ANOTHER SLOT MACHINE LICENSEE OR PERSON ELIGIBLE TO APPLY FOR A CATEGORY 1 LICENSE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY. DOES THE APPLICANT POSSESS AN OWNERSHIP OR FINANCIAL INTEREST THAT IS GREATER THAN 33.3% OF ANOTHER SLOT MACHINE LICENSEE OR PERSON ELIGIBLE TO APPLY FOR A CATEGORY 1 LICENSE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY? PROVIDE AN EXPLANATION OR WRITE "DOES NOT APPLY".	MANDATORY
<input type="checkbox"/>	APPENDIX 25: PURSUANT TO §1512 OF THE GAMING ACT, NO EXECUTIVE-LEVEL STATE EMPLOYEE, PUBLIC OFFICIAL, PARTY OFFICER OR IMMEDIATE FAMILY MEMBER THEREOF SHALL HAVE A FINANCIAL INTEREST IN OR BE EMPLOYED, DIRECTLY OR INDIRECTLY, BY ANY LICENSED RACING ENTITY OR LICENSED GAMING ENTITY, OR ANY HOLDING, AFFILIATE, INTERMEDIARY OR SUBSIDIARY COMPANY, THEREOF, OR ANY SUCH APPLICANT.	MANDATORY

	HAS ANY PUBLIC OFFICIAL OR OTHER PROHIBITED PERSON POSSESSED A FINANCIAL INTEREST IN OR BEEN EMPLOYED DIRECTLY OR INDIRECTLY BY THE APPLICANT OR RELATED ENTITY AT OR FOLLOWING THE EFFECTIVE DATE OF THE PA GAMING ACT?	
<input type="checkbox"/>	APPENDIX 26: PURSUANT TO §1313 OF THE GAMING ACT, PROVIDE INFORMATION, DOCUMENTATION AND ASSURANCES DEMONSTRATING THAT THE APPLICANT HAS SUFFICIENT BUSINESS ABILITY AND EXPERIENCE TO CREATE AND MAINTAIN A SUCCESSFUL, EFFICIENT OPERATION. ALSO PROVIDE BIOGRAPHIES OF THE KNOWN INDIVIDUALS WHO WILL PERFORM KEY EXECUTIVE MANAGEMENT DUTIES AND PROVIDE NAMES OF ALL PROPOSED KEY EMPLOYEES AND A DESCRIPTION OF THEIR RESPECTIVE OR PROPOSED RESPONSIBILITIES AS THEY BECOME KNOWN.	MANDATORY
<input type="checkbox"/>	APPENDIX 27: PURSUANT TO §1207(16) OF THE GAMING ACT, THE LICENSEE MUST SELL PENNSYLVANIA STATE LOTTERY TICKETS AT ITS FACILITY AS NEAR AS PRACTICABLE TO THE PAY WINDOWS. PROVIDE A PROPOSED FLOOR PLAN SPECIFYING THE LOCATIONS WHERE STATE LOTTERY TICKETS WILL BE SOLD AND THE PROXIMITY OF THOSE LOCATIONS TO PAY WINDOWS. (NOTE: THIS SUBMISSION MUST BE FINALIZED AND APPROVED BY THE BOARD PRIOR TO OPERATION).	MANDATORY
<input type="checkbox"/>	APPENDIX 28: PROVIDE A LIST OF ANY HOSPITAL, PLACE OF WORSHIP, SCHOOL, CHARITABLE INSTITUTION, PARK, ZOO OR ANY SIMILAR PLACE FREQUENTED BY THE PUBLIC WITHIN 1500 FEET OF THE PROPOSED FACILITY.	MANDATORY
<input type="checkbox"/>	APPENDIX 29: SUBMIT AN INITIAL NARRATIVE DESCRIPTION OF PROPOSED ADMINISTRATIVE AND ACCOUNTING PROCEDURES, INCLUDING A WRITTEN SYSTEM OF INTERNAL CONTROL, PURSUANT TO §1322 OF THE GAMING ACT (NOTE: THIS SUBMISSION MUST BE FINALIZED AND APPROVED BY THE BOARD PRIOR TO OPERATION).	MANDATORY
<input type="checkbox"/>	APPENDIX 30: PROVIDE MARKETING PLANS AND PROPOSALS AND DETAILS OF THE PROXIMITY OF THE FACILITY TO ITS MARKETING SERVICE AREA.	MANDATORY
<input type="checkbox"/>	APPENDIX 31: PROVIDE COPIES OF LOCAL ZONING AND LAND USE APPROVALS OR A DETAILED EXPLANATION OF THE STATUS OF THE REQUEST WITH COPIES OF ALL FILINGS.	MANDATORY
<input type="checkbox"/>	APPENDIX 32: PURSUANT TO §1322 OF THE GAMING ACT AND/OR BOARD REGULATIONS, SUBMIT A COMPLETE PROPOSED SITE PLAN OF THE PROPOSED LICENSED FACILITY, INCLUSIVE OF TRAFFIC STUDIES AND THE PARKING PLAN, INCLUDING THE NUMBER OF PARKING SPACES, ACCOMPANIED BY ARCHITECTURAL DRAWINGS AND A PROPOSED GAMING FLOOR LAYOUT. THE GAMING FLOOR LAYOUT SHOULD CLEARLY DELINEATE THE SQUARE FOOTAGE OF THE AREA TO BE USED FOR THE PLACEMENT OF SLOT MACHINES AND TABLE GAMES AS WELL AS THE SQUARE FOOTAGE OF THE AREA THAT WILL NOT BE USED FOR THE PLACEMENT OF SLOT MACHINES AND TABLE GAMES. FURTHER, THE GAMING FLOOR LAYOUT SHOULD DELINEATE THE SQUARE FOOTAGE RESERVED FOR ADDITIONAL SLOT MACHINES AND TABLE GAMES PERMITTED PURSUANT TO §1210 AND §13A11 OF THE GAMING ACT. PURSUANT TO §1210, PROVIDE DETAILS OF THE PROPOSED LOCATION OF SLOT MACHINES AND TABLE GAMES AT THE FACILITY AND THE NUMBER OF SLOT MACHINES AND TABLE GAMES REQUESTED. PURSUANT TO §1207 OF THE GAMING ACT, PROPOSED SURVEILLANCE CAMERA LOCATIONS BOTH WITHIN AND OUTSIDE THE PROPOSED LICENSED FACILITY SHOULD ALSO BE CLEARLY DELINEATED ON THE GAMING FLOOR LAYOUT AS WELL AS PROPOSED SECURITY ZONES ON THE GAMING FLOOR AND WITHIN AND OUTSIDE THE LICENSED FACILITY. (NOTE: THE SITE PLAN, GAMING FLOOR LAYOUT AND RELATED SURVEILLANCE AND SECURITY PROPOSALS MUST BE FINALIZED AND APPROVED BY THE BOARD PRIOR TO OPERATION).	MANDATORY

<input type="checkbox"/>	<p>APPENDIX 33: PROVIDE DETAILS OF PLANNED RETAIL AND FOOD VENUES FOR THE FACILITY AND THE IDENTIFICATION OF THE OPERATORS OF EACH RETAIL FOOD VENUE.</p>	<p>MANDATORY</p>
<input type="checkbox"/>	<p>APPENDIX 34: PROVIDE A LOCAL IMPACT REPORT, ENGINEERING REPORTS AND TRAFFIC STUDIES, INCLUDING DETAILS OF ANY ADVERSE IMPACT ON TRANSPORTATION, TRANSIT ACCESS, HOUSING, WATER AND SEWER SYSTEMS, LOCAL POLICE AND EMERGENCY SERVICE CAPABILITIES, EXISTING TOURISM, INCLUDING HISTORICAL AND CULTURAL RESOURCES OR OTHER MUNICIPAL SERVICE OR RESOURCE. A COPY OF THE LOCAL IMPACT REPORT SHALL BE PROVIDED TO EACH POLITICAL SUBDIVISION IN WHICH THE LICENSED FACILITY WILL BE LOCATED AT LEAST SEVEN (7) DAYS PRIOR TO THE FILING OF THE APPLICATION FOR A SLOT MACHINE LICENSE. THE APPLICANT SHALL FILE A PROOF OF SERVICE WITH THE BOARD.</p>	<p>MANDATORY</p>
<input type="checkbox"/>	<p>APPENDIX 35: PROVIDE DETAILS OF LAND ACQUISITION COSTS.</p>	<p>MANDATORY</p>
<input type="checkbox"/>	<p>APPENDIX 36: PROVIDE DETAILS OF A COMPULSIVE OR PROBLEM GAMBLING PLAN.</p>	<p>MANDATORY</p>
<input type="checkbox"/>	<p>APPENDIX 37: IF A TEMPORARY FACILITY IS TO BE LICENSED, PROVIDE DETAILS OF THE TEMPORARY FACILITY AS WELL AS A PLAN FOR HOW THE LICENSEE WILL TRANSITION TO A PERMANENT FACILITY, INCLUDING A DATE FOR THE COMPLETION OF THE PERMANENT FACILITY.</p>	<p>MANDATORY</p>
<input type="checkbox"/>	<p>APPENDIX 38: AS REQUIRED BY §1325 OF THE GAMING ACT, APPLICANT MUST ADDRESS EACH ITEM LISTED IN THIS SECTION. IF AN ITEM DOES NOT APPLY, THE APPLICANT MUST STATE THAT IN RESPONSE TO EACH ITEM LISTED. PROVIDE A PLAN, WITH DETAILS, FOR THE FOLLOWING:</p> <p>(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;</p> <p>(2) THE POTENTIAL FOR NEW JOB CREATION AND ECONOMIC DEVELOPMENT WHICH WILL RESULT FROM GRANTING A LICENSE TO THE APPLICANT;</p> <p>(3) THE APPLICANT'S GOOD FAITH PLAN TO RECRUIT, TRAIN AND UPGRADE DIVERSITY IN ALL EMPLOYMENT CLASSIFICATIONS IN THE FACILITY;</p> <p>(4) THE APPLICANT'S GOOD FAITH PLAN FOR ENHANCING THE REPRESENTATION OF DIVERSE GROUPS IN THE OPERATION OF ITS 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;</p> <p>(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;</p> <p>(6) THE HISTORY AND SUCCESS OF THE APPLICANT IN DEVELOPING TOURISM FACILITIES ANCILLARY TO GAMING DEVELOPMENT, IF APPLICABLE TO THE APPLICANT;</p> <p>(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 THIS COMMONWEALTH GENERALLY AND FOR RESIDENTS OF THE HOST POLITICAL SUBDIVISION IN PARTICULAR;</p>	<p>MANDATORY</p>

	<p>(8) THE RECORD OF THE APPLICANT AND ITS DEVELOPER IN MEETING COMMITMENTS TO LOCAL AGENCIES, COMMUNITY-BASED ORGANIZATIONS AND EMPLOYEES IN OTHER LOCATIONS;</p> <p>(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;</p> <p>(10) THE RECORD OF THE APPLICANT AND ITS DEVELOPER REGARDING COMPLIANCE WITH</p> <p>(i) FEDERAL, STATE AND LOCAL DISCRIMINATION, WAGE AND HOUR, DISABILITY AND OCCUPATIONAL AND ENVIRONMENTAL HEALTH AND SAFETY LAWS AS WELL AS</p> <p>(ii) STATE AND LOCAL LABOR RELATIONS AND EMPLOYMENT LAWS;</p> <p>(iii) THE APPLICANT'S RECORD IN DEALING WITH ITS EMPLOYEES AND THEIR REPRESENTATIVES AT OTHER LOCATIONS.</p>	
<input type="checkbox"/>	<p>APPENDIX 39: PROVIDE INFORMATION DEMONSTRATING ADEQUATE FINANCING FOR THE PROPOSED FACILITY AND TERMS OF FINANCING INCLUDING PAYBACK PERIOD.</p>	<p>MANDATORY</p>
<input type="checkbox"/>	<p>APPENDIX 40: PROVIDE BUSINESS AND ECONOMIC DEVELOPMENT PLANS AND TIMETABLES, PROJECTED DEBT SERVICE EXPENSES, PROJECTED EBITDA AND INTERNAL RATE OF RETURN, PROJECTED ANNUAL GROSS TERMINAL REVENUE, PROJECTED OPERATING AND CAPITAL EXPENSES AND DEFINED GAMING MARKET AND PROJECTED VISITATION.</p>	<p>MANDATORY</p>
<input type="checkbox"/>	<p>APPENDIX 41: PROVIDE LETTERS OF REFERENCE FROM LAW ENFORCEMENT AGENCIES HAVING JURISDICTION IN THE APPLICANT'S AND PRINCIPAL'S MAIN PLACE OF RESIDENCE AND PLACE OF BUSINESS INDICATING THAT THE AGENCY DOES NOT HAVE ANY PERTINENT INFORMATION RELATING TO THE APPLICANT OR ITS PRINCIPALS. IF THE LAW ENFORCEMENT AGENCY HAS INFORMATION PERTAINING TO THE APPLICANT OR ITS PRINCIPALS, THE LETTER SHALL SPECIFY THE DETAILS OF THE INFORMATION.</p> <p>IF NO LETTERS ARE RECEIVED WITHIN 30 DAYS OF THE REQUEST, THE APPLICANT OR PRINCIPAL MAY SUBMIT A SWORN OR AFFIRMED STATEMENT THAT THE APPLICANT OR PRINCIPAL IS A CITIZEN IN GOOD STANDING IN HIS JURISDICTION OF RESIDENCE AND PRIMARY PLACE OF BUSINESS.</p>	<p>MANDATORY</p>
<input type="checkbox"/>	<p>APPENDIX 42: IF THE APPLICANT HAS HELD A GAMING LICENSE IN ANY JURISDICTION, PROVIDE A LETTER OF REFERENCE FROM THE GAMING OR CASINO ENFORCEMENT OR REGULATORY AGENCY IN THE OTHER JURISDICTION, SPECIFYING THE EXPERIENCES OF THE AGENCY WITH THE APPLICANT, THE APPLICANT'S ASSOCIATES AND THE APPLICANT'S GAMING OPERATION.</p> <p>IF NO LETTER IS RECEIVED WITHIN 30 DAYS OF REQUEST BY THE APPLICANT, THE APPLICANT MAY SUBMIT A SWORN OR AFFIRMED STATEMENT THAT THE APPLICANT'S OPERATION IS IN GOOD STANDING WITH THE REGULATORY AGENCY.</p>	<p>MANDATORY</p>
<input type="checkbox"/>	<p>APPENDIX 43: PROVIDE AN ORIGINAL PAYMENT BOND OR AN ORIGINAL IRREVOCABLE LETTER OF CREDIT THAT INCLUDES A DRAW CERTIFICATE, AT THE APPLICANT'S OPTION, GUARANTEEING THE APPLICANT'S PAYMENT OF THE SLOT MACHINE LICENSE FEE REQUIRED BY §1209 (FOR CATEGORY 1 AND 2) AND §1305 (CATEGORY 3) OF THE GAMING ACT.</p>	<p>MANDATORY</p>
<input type="checkbox"/>	<p>APPENDIX 44: PROVIDE A CHART OF EXISTING GAMING SERVICE PROVIDERS* INCLUDING THE NAME, ADDRESS, PHONE AND TAX IDENTIFICATION NUMBER OF THE</p>	<p>MANDATORY</p>

	<p>GAMING SERVICE PROVIDERS, TYPES OF GOODS AND/OR SERVICES PROVIDED BY THE GAMING SERVICE PROVIDERS, TOTAL DOLLAR AMOUNT OF BUSINESS WITH GAMING SERVICE PROVIDERS IN THE PAST TWELVE (12) MONTHS AND TOTAL DOLLAR AMOUNT OF BUSINESS EXPECTED TO BE CONDUCTED WITH GAMING SERVICE PROVIDERS IN THE NEXT TWELVE (12) MONTHS.</p> <p>* GAMING SERVICE PROVIDERS IS DEFINED IN 58 PA. CODE §401A.3.</p>	
<input type="checkbox"/>	<p>APPENDIX 45: PROVIDE A SUMMARY OF ALL PERSONS WHO HOLD AN OWNERSHIP OR OTHER BENEFICIAL INTEREST IN THE APPLICANT AND ANY SUCH INTEREST IN ANY OF ITS PRINCIPAL AFFILIATES OR PRINCIPAL ENTITIES REQUIRED TO BE LICENSED OR PERMITTED IN PENNSYLVANIA; PROVIDED HOWEVER, IF ANY OF THE ENTITIES ARE PUBLICLY TRADED, ONLY INTERESTS EQUAL TO OR EXCEEDING FIVE PERCENT MUST BE DISCLOSED. OWNERSHIP INTEREST SHOULD BE PROVIDED IN A MANNER CONSISTENT WITH THE OWNERSHIP INTEREST REPORT FOUND ON THE BOARD'S WEBSITE UNDER LICENSURE/REPORTS AND GENERAL INFORMATION.</p>	MANDATORY

CATEGORY 1 APPLICANTS ONLY

<input type="checkbox"/>	<p>APPENDIX 46: PURSUANT TO §1308(c) OF THE GAMING ACT, THE BOARD AND THE COMMISSIONS SHALL NOT CONSIDER ANY APPLICATION FOR A LICENSE IF THE APPLICANT OR ANY PERSON AFFILIATED WITH OR DIRECTLY RELATED TO THE APPLICANT IS A PARTY IN ANY ONGOING CIVIL PROCEEDING IN WHICH THE PARTY IS SEEKING TO OVERTURN OR OTHERWISE CHALLENGE A DECISION OR ORDER OF THE BOARD OR COMMISSIONS PERTAINING TO THE APPROVAL, DENIAL OR CONDITIONING OF A LICENSE TO CONDUCT THOROUGHBRED OR HARNESS HORSE RACE MEETINGS RESPECTIVELY WITH PARI-MUTUEL WAGERING OR TO OPERATE SLOT MACHINES.</p> <p>IS THE APPLICANT OR AFFILIATED PERSON A PARTY TO ANY ONGOING CIVIL PROCEEDINGS SEEKING TO OVERTURN A DECISION OR ORDER OF THE BOARD OR COMMISSIONS? IF YES, THE BOARD MAY NOT CONSIDER THE APPLICATION. IF NO, PROVIDE A STATEMENT ASSERTING THAT THE APPLICANT IS NOT CHALLENGING THE BOARD OR COMMISSION'S DECISION OR ORDERS.</p>	CATEGORY 1 APPLICANT ONLY
<input type="checkbox"/>	<p>APPENDIX 47: PROVIDE A VERIFICATION FROM THE HORSE RACING COMMISSION OR THE HARNESS RACING COMMISSION STATING THAT THE APPLICANT HAS SATISFIED THE LICENSE ELIGIBILITY REQUIREMENTS UNDER §1302 OF THE GAMING ACT (RELATING TO CONDITIONAL/CATEGORY 1 SLOT MACHINE LICENSE) AND THAT THE APPLICANT SATISFIES THE LIVE RACING REQUIREMENTS UNDER §1303 OF THE GAMING ACT.</p>	CATEGORY 1 APPLICANT ONLY
<input type="checkbox"/>	<p>APPENDIX 48: PROVIDE A STATEMENT DETAILING THE APPLICANT'S REGULATORY HISTORY AS A LICENSED RACING ENTITY UNDER THE JURISDICTION OF THE PENNSYLVANIA HORSE RACING COMMISSION OR STATE HARNESS RACING COMMISSION, INCLUDING THE APPLICANT'S HISTORY OF SUITABILITY AND COMPLIANCE WITH THE RACE HORSE INDUSTRY REFORM ACT IN THE OPERATION OF THE RACE TRACK AND NONPRIMARY LOCATIONS AND THE CONDUCT OF PARI-MUTUEL WAGERING.</p>	CATEGORY 1 APPLICANT ONLY
<input type="checkbox"/>	<p>APPENDIX 49: PROVIDE A DETAILED PLAN FOR THE MANAGEMENT OF ACCOUNTS CREATED FROM FUNDS ALLOCATED UNDER §1406 OF THE GAMING ACT (RELATING TO DISTRIBUTIONS FROM PENNSYLVANIA RACE HORSE DEVELOPMENT FUND).</p>	CATEGORY 1 APPLICANT ONLY
<input type="checkbox"/>	<p>APPENDIX 50: PROVIDE A DETAILED PLAN FOR THE MANAGEMENT AND USE OF BACKSIDE AREA IMPROVEMENT AND MAINTENANCE ACCOUNTS UNDER §1404 OF THE GAMING ACT (RELATING TO DISTRIBUTION FROM LICENSEE'S REVENUE RECEIPTS).</p>	CATEGORY 1 APPLICANT ONLY

CATEGORY 3 APPLICANTS ONLY

<input type="checkbox"/>	<p>APPENDIX 51: PROVIDE A STATEMENT DETAILING THE PROPOSED PLANS AND LOCATION OF THE LICENSED FACILITY AND EXPLAIN HOW THE FACILITY WILL BE LOCATED AT A WELL-ESTABLISHED RESORT HOTEL (AS DEFINED IN BOARD REGULATIONS). INCLUDE A STATEMENT OF THE NUMBER OF ROOMS UNDER COMMON OWNERSHIP, AND HOW EACH ROOM IS HELD, I.E. NON-DEEDED TIME SHARE; DEEDED TIME SHARE AND STANDARD HOTEL ROOM. ALSO INCLUDE IN THE STATEMENT A LIST OF THE SUBSTANTIAL YEAR-ROUND RECREATIONAL GUEST AMENITIES OFFERED. THE STATEMENT MUST ALSO DEMONSTRATE COMPLIANCE WITH THE GEOGRAPHICAL REQUIREMENTS OF §1305(B) OF THE GAMING ACT (RELATING TO CATEGORY 3 SLOT MACHINE LICENSE), WHICH PROVIDES THAT NO CATEGORY 3 LICENSEE SHALL BE LOCATED WITHIN 15 LINEAR MILES OF ANOTHER LICENSED FACILITY.</p>	<p>CATEGORY 3 APPLICANT ONLY</p>
<input type="checkbox"/>	<p>APPENDIX 52: PROVIDE DOCUMENTATION TO THE BOARD PROVING THAT THE APPLICANT IS THE OWNER OF THE WELL-ESTABLISHED RESORT HOTEL OR IS A WHOLLY OWNED SUBSIDIARY OF THE OWNER OF THE WELL-ESTABLISHED RESORT HOTEL.</p>	<p>CATEGORY 3 APPLICANT ONLY</p>
<input type="checkbox"/>	<p>APPENDIX 53: PROVIDE A STATEMENT DETAILING THE APPLICANT'S PROPOSED AMENITIES PLAN. EXPLAIN THE AMENITIES THAT THE APPLICANT INTENDS TO MAKE AVAILABLE AT THE RESORT HOTEL AND THE COSTS OF THE AMENITIES TO PATRONS OF THE RESORT HOTEL.</p>	<p>CATEGORY 3 APPLICANT ONLY</p>
<input type="checkbox"/>	<p>APPENDIX 54: PROVIDE A PROPOSED FEE SCHEDULE FOR EACH AMENITY OFFERED AT THE WELL-ESTABLISHED RESORT AND A JUSTIFICATION FOR HOW THE FEES MEET THE DEFINITION OF NON-DE MINIMIS CONSIDERATION (AS DEFINED IN BOARD REGULATIONS). THE FEE SCHEDULE SHOULD INCLUDE PROPOSED FEES FOR SEASONAL OR YEAR-ROUND MEMBERSHIPS.</p>	<p>CATEGORY 3 APPLICANT ONLY</p>
<input type="checkbox"/>	<p>APPENDIX 55: PROVIDE A PLAN DETAILING HOW THE APPLICANT, AS PART OF ITS OPERATIONAL PLAN, WILL MONITOR THE GAMING AREA TO ENSURE COMPLIANCE WITH REGULATIONS RELATING TO SELF-EXCLUSION; PERSONS REQUIRED TO BE EXCLUDED AND UNDERAGE GAMING AND THAT ONLY THE FOLLOWING PERSONS ARE PERMITTED TO ENTER THE GAMING AREA: (1) REGISTERED OVERNIGHT GUESTS; (2) PATRONS OF ONE OR MORE AMENITIES (AS PATRON OF THE AMENITIES IS DEFINED IN BOARD REGULATIONS); (3) AUTHORIZED EMPLOYEES; (4) ANY OTHER PERSONS AUTHORIZED BY THE BOARD. THE PLAN SHOULD INCLUDE METHODS FOR CONTROLLING ACCESS TO THE GAMING FLOOR BY THOSE INDIVIDUALS HOLDING VALID SEASONAL OR YEAR-ROUND MEMBERSHIPS AND PATRONS OF THE AMENITIES SEEKING TO ACCESS THE GAMING FLOOR WITHIN 72 HOURS OF THE USE OF THE AMENITY.</p>	<p>CATEGORY 3 APPLICANT ONLY</p>

SCHEDULE 1: INCORPORATORS/FOUNDERS

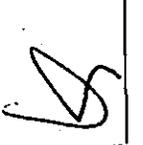
FIRST NAME		MIDDLE NAME		LAST NAME		SUFFIX (JR., SR., ETC.)	
Company - Wynn Resorts, Limited.							
OCCUPATION							
ADDRESS LINE 1		ADDRESS LINE 2		CITY		POSTAL CODE	
3131 Las Vegas Blvd So.				Las Vegas		89109	
ADDRESS LINE 3		CITY		STATE/PROVINCE		FAX NUMBER ()	
				Nevada			
COUNTRY		PHONE NUMBER ()		FAX NUMBER ()			
United States							
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED? PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED? Slot Operator Application accompanies this application							
FIRST NAME		MIDDLE NAME		LAST NAME		SUFFIX (JR., SR., ETC.)	
OCCUPATION							
ADDRESS LINE 1		ADDRESS LINE 2		CITY		POSTAL CODE	
ADDRESS LINE 3		CITY		STATE/PROVINCE		POSTAL CODE	
COUNTRY		PHONE NUMBER ()		FAX NUMBER ()			
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED? PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?							
<input type="checkbox"/> YES <input type="checkbox"/> NO		<input type="checkbox"/> YES <input type="checkbox"/> NO		<input type="checkbox"/> YES <input type="checkbox"/> NO		<input type="checkbox"/> YES <input type="checkbox"/> NO	
FIRST NAME		MIDDLE NAME		LAST NAME		SUFFIX (JR., SR., ETC.)	
OCCUPATION							
ADDRESS LINE 1		ADDRESS LINE 2		CITY		POSTAL CODE	
ADDRESS LINE 3		CITY		STATE/PROVINCE		POSTAL CODE	
COUNTRY		PHONE NUMBER ()		FAX NUMBER ()			
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED? PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?							
<input type="checkbox"/> YES <input type="checkbox"/> NO		<input type="checkbox"/> YES <input type="checkbox"/> NO		<input type="checkbox"/> YES <input type="checkbox"/> NO		<input type="checkbox"/> YES <input type="checkbox"/> NO	

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

SCHEDULE 3: ADDRESSES CURRENTLY USED BY APPLICANT

PROVIDE ALL ADDRESSES CURRENTLY USED BY APPLICANT.

ADDRESSES					
ADDRESS PURPOSE	3131 Las Vegas Blvd So.				
ADDRESS LINE 1	ADDRESS LINE 2				
ADDRESS LINE 3	CITY	STATE/PROVINCE	POSTAL CODE		
COUNTRY	EMAIL ADDRESS	PHONE NUMBER	FAX NUMBER		
	United States	(702) 770-7000	(702) 770-1518		
ADDRESS PURPOSE					
ADDRESS LINE 1	ADDRESS LINE 2				
ADDRESS LINE 3	CITY	STATE/PROVINCE	POSTAL CODE		
COUNTRY	EMAIL ADDRESS	PHONE NUMBER	FAX NUMBER		
		()	()		
ADDRESS PURPOSE					
ADDRESS LINE 1	ADDRESS LINE 2				
ADDRESS LINE 3	CITY	STATE/PROVINCE	POSTAL CODE		
COUNTRY	EMAIL ADDRESS	PHONE NUMBER	FAX NUMBER		
		()	()		
ADDRESS PURPOSE					
ADDRESS LINE 1	ADDRESS LINE 2				
ADDRESS LINE 3	CITY	STATE/PROVINCE	POSTAL CODE		
COUNTRY	EMAIL ADDRESS	PHONE NUMBER	FAX NUMBER		
		()	()		



SCHEDULE 4: ADDRESSES USED BY APPLICANT

PROVIDE ALL ADDRESSES, OTHER THAN THOSE LISTED ON SCHEDULE 3, WHICH APPLICANT HAS USED OR FROM WHICH IT WAS CONDUCTING BUSINESS DURING THE LAST TEN (10) YEAR PERIOD, AND PROVIDE THE APPROXIMATE DATES DURING WHICH SUCH ADDRESSES WERE USED.

ADDRESS PURPOSE Does Not Apply		ADDRESS USED FROM	ADDRESS USED TO
ADDRESS LINE 1		ADDRESS LINE 2	
COUNTRY	EMAIL ADDRESS	CITY	STATE/PROVINCE POSTAL CODE PHONE NUMBER FAX NUMBER () ()
ADDRESS PURPOSE		ADDRESS USED FROM	ADDRESS USED TO
ADDRESS LINE 1		ADDRESS LINE 2	
COUNTRY	EMAIL ADDRESS	CITY	STATE/PROVINCE POSTAL CODE PHONE NUMBER FAX NUMBER () ()
ADDRESS PURPOSE		ADDRESS USED FROM	ADDRESS USED TO
ADDRESS LINE 1		ADDRESS LINE 2	
COUNTRY	EMAIL ADDRESS	CITY	STATE/PROVINCE POSTAL CODE PHONE NUMBER FAX NUMBER () ()

SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS
 PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS
 REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER

FIRST NAME: Matthew
 MIDDLE NAME: Ode
 LAST NAME: Maddox
 SUFFIX (JR., SR., ETC.):
 DATE OF BIRTH:

ADDRESS LINE 1:
 ADDRESS LINE 2:
 ADDRESS LINE 3:

CITY:
 STATE/PROVINCE:
 POSTAL CODE:

COUNTRY:
 PHONE NUMBER:
 FAX NUMBER:

APPLICANT ADDRESS:
 APPLICANT TITLE OR POSITION:
 ADDRESS LINE 1:
 ADDRESS LINE 2:
 ADDRESS LINE 3:
 CITY:
 STATE/PROVINCE:
 POSTAL CODE:
 COUNTRY:
 PHONE NUMBER:
 FAX NUMBER:

FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)
10/2012	present	Chief Financial Officer		

MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?
 PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?

MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY

SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

FIRST NAME		MIDDLE NAME		NAME AND HOME ADDRESS		SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
Marc		Dennis		Schorr			
ADDRESS LINE 1		ADDRESS LINE 2		ADDRESS LINE 3			
COUNTRY		EMAIL ADDRESS	CITY	STATE/PROVINCE	PHONE NUMBER	POSTAL CODE	FAX NUMBER
United States		None	Las Vegas	NV	(702) 770-7701	89109	(702) 770-1101
<p>APPLICANT ADDRESS</p> <p>APPLICANT NAME: President / Chief Operating Officer</p> <p>ADDRESS LINE 1</p> <p>ADDRESS LINE 2</p> <p>ADDRESS LINE 3</p> <p>CITY: Las Vegas</p> <p>STATE/PROVINCE: NV</p> <p>PHONE NUMBER: (702) 770-7701</p> <p>POSTAL CODE: 89109</p> <p>FAX NUMBER: (702) 770-1101</p>							
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE	DATES, TITLES AND/OR POSITIONS HELD (STARTING WITH CURRENT POSITION AND WORKING BACKWARDS)			
10/2012	present	President / COO		COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)			
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?			MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?				
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?			PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?				

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

(Handwritten initials)

SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

FIRST NAME		MIDDLE NAME		NAME AND HOME ADDRESS		SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
Kimmarie				Sinatra			
ADDRESS LINE 1							
ADDRESS LINE 2							
ADDRESS LINE 3							
APPLICANT ADDRESS							
CURRENT TITLE OR POSITION				SECRETARY			
ADDRESS LINE 1							
ADDRESS LINE 2							
ADDRESS LINE 3							
COUNTRY		EMAIL ADDRESS		CITY		STATE/PROVINCE	
United States		None		Las Vegas		NV	
						POSTAL CODE	
						89109	
						PHONE NUMBER	
						(702) 770-2112	
						FAX NUMBER	
						(702) 770-1349	
DATES, TITLES AND/OR POSITIONS HELD (STARTING WITH CURRENT POSITION AND WORKING BACKWARDS)							
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)			
10/2012	present	Secretary					
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?							
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?							

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

FIRST NAME		MIDDLE NAME		NAME AND HOME ADDRESS		SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
Stephen		Alan		Wynn			
ADDRESS LINE 1		ADDRESS LINE 2		ADDRESS LINE 3			
ADDRESS LINE 3		CITY	STATE/PROVINCE	PHONE NUMBER	POSTAL CODE	FAX NUMBER	
COUNTRY		EMAIL ADDRESS					
APPLICANT NAME:		APPLICANT ADDRESS:		CURRENT TITLE OR POSITION			
3131 Las Vegas Blvd So.		Director		Address Line 2			
ADDRESS LINE 1		CITY	STATE/PROVINCE	PHONE NUMBER	POSTAL CODE	FAX NUMBER	
ADDRESS LINE 3		Las Vegas	NV	(702) 770-7700	89109	(702) 770-1100	
COUNTRY		EMAIL ADDRESS					
United States		None					
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)			
10/12	present	Director					
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?							
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?							

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.


 Initials

Schedule 7 - Page fully redacted

Schedule 8 - Page fully redacted

Schedule 9 - Page fully redacted

Schedule 10 - Page fully redacted

Schedule 10A - Page fully redacted

Schedule 10B - Page fully redacted

Schedule 11 - page fully reuacted

Schedule 12 - Page fully redacted

Schedule 14 - Page fully redacted

Schedule 15 - Page fully redacted

Schedule 16 - Page fully redacted

Schedule 17 - Page fully redacted

Schedule 19 - Page fully redacted

Schedule 20 - Page fully redacted

Schedule 21 - Page fully redacted

SCHEDULE 22: INSIDER TRANSACTIONS

PROVIDE THE FOLLOWING INFORMATION FOR EACH CHANGE IN THE BENEFICIAL OWNERSHIP OF THE EQUITY SECURITIES OF APPLICANT ON THE PART OF ANY PERSON WHO IS INDIRECTLY OR DIRECTLY A BENEFICIAL OWNER OF MORE THAN TEN PERCENT (10%) OF ANY CLASS OF AN EQUITY SECURITY OF APPLICANT OR WHO IS OR WAS WITHIN THAT PERIOD A DIRECTOR OR OFFICER OF APPLICANT THAT OCCURRED WITHIN THE FIVE (5) YEARS PRECEDING THIS APPLICATION. [INCLUDE CHANGES RESULTING FROM (A) GIFT, (B) PURCHASE, (C) SALE; (D) EXERCISE OF AN OPTION TO PURCHASE, (E) EXERCISE OF AN OPTION TO SELL, (F) GRANT OR RECEIPT OF A PUT OR (G) GRANT OR RECEIPT OF A CALL.]

NAME AND HOME ADDRESS		SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
FIRST NAME	MIDDLE NAME	LAST NAME	
Does Not Apply			
ADDRESS LINE 1		ADDRESS LINE 2	
ADDRESS LINE 3		CITY	STATE/PROVINCE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER () ()	POSTAL CODE
POSITION		FAX NUMBER ()	
INSIDER TRANSACTION DESCRIPTION			
DATE OF TRANSACTION	NATURE OF TRANSACTION	NUMBER OF SHARES INVOLVED	DOLLAR VALUE OF TRANSACTION
			OTHER PARTIES (NAMES & POSITIONS)

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

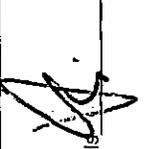

Initials

Schedule 23 - Page fully redacted

SCHEDULE 25: EXISTING LITIGATION

PROVIDE THE FOLLOWING INFORMATION AND ATTACH AS APPENDIX 7 A DESCRIPTION OF ALL EXISTING CIVIL LITIGATION TO WHICH APPLICANT, ITS PARENT, AFFILIATE, OR SUBSIDIARY IS PRESENTLY A PARTY, WHETHER IN THIS COMMONWEALTH OR IN ANOTHER JURISDICTION. DO NOT INCLUDE ANY LITIGATION IN WHICH THE DAMAGES MAY NOT REASONABLY BE EXPECTED TO EXCEED \$100,000 OR LITIGATION IN WHICH DAMAGES MAY BE EXPECTED TO EXCEED \$100,000, BUT WHICH INVOLVES CLAIMS AGAINST APPLICANT WHICH ARE FULLY AND COMPLETELY COVERED UNDER AN INSURANCE POLICY HELD BY THE APPLICANT WITH A LICENSED INSURANCE CARRIER. THIS DESCRIPTION MUST INCLUDE THE TITLE AND DOCKET NUMBER OF THE LITIGATION, THE NAME AND LOCATION OF THE COURT BEFORE WHICH IT IS PENDING, THE IDENTITY OF ALL PARTIES TO THE LITIGATION AND THE GENERAL NATURE OF ALL CLAIMS BEING MADE.

NAME OF CASE AND DOCKET NUMBER	EXISTING LITIGATION	LOCATION AND NAME OF COURT BEFORE WHICH LITIGATION IS PENDING
Kazuo Okada v. Wynn Resorts Limited Case No. 2:13-cv-00136		USDC, District of Nevada
NAMES OF ALL PARTIES TO LITIGATION	Plaintiffs - Kazuo Okada Defendant - Wynn Resorts Limited	
NATURE OF THE CLAIMS	Securities Violation Injunctive Action	
NAME OF CASE AND DOCKET NUMBER	EXISTING LITIGATION	LOCATION AND NAME OF COURT BEFORE WHICH LITIGATION IS PENDING
NAMES OF ALL PARTIES TO LITIGATION		
NATURE OF THE CLAIMS		

Initials 

SCHEDULE 25: EXISTING LITIGATION

PROVIDE THE FOLLOWING INFORMATION AND ATTACH AS APPENDIX 7 A DESCRIPTION OF ALL EXISTING CIVIL LITIGATION TO WHICH APPLICANT, ITS PARENT, AFFILIATE, OR SUBSIDIARY IS PRESENTLY A PARTY, WHETHER IN THIS COMMONWEALTH OR IN ANOTHER JURISDICTION. DO NOT INCLUDE ANY LITIGATION IN WHICH THE DAMAGES MAY NOT REASONABLY BE EXPECTED TO EXCEED \$100,000 OR LITIGATION IN WHICH DAMAGES MAY BE EXPECTED TO EXCEED \$100,000, BUT WHICH INVOLVES CLAIMS AGAINST APPLICANT WHICH ARE FULLY AND COMPLETELY COVERED UNDER AN INSURANCE POLICY HELD BY THE APPLICANT WITH A LICENSED INSURANCE CARRIER. THIS DESCRIPTION MUST INCLUDE THE TITLE AND DOCKET NUMBER OF THE LITIGATION, THE NAME AND LOCATION OF THE COURT BEFORE WHICH IT IS PENDING, THE IDENTITY OF ALL PARTIES TO THE LITIGATION AND THE GENERAL NATURE OF ALL CLAIMS BEING MADE.

EXISTING LITIGATION	
NAME OF CASE AND DOCKET NUMBER	LOCATION AND NAME OF COURT BEFORE WHICH LITIGATION IS PENDING
Wynn PA, Inc - Does Not Apply Refer to the information included with the application of Wynn Resorts, Limited	
NAMES OF ALL PARTIES TO LITIGATION	
NATURE OF THE CLAIMS	
EXISTING LITIGATION	
NAME OF CASE AND DOCKET NUMBER	LOCATION AND NAME OF COURT BEFORE WHICH LITIGATION IS PENDING
NAMES OF ALL PARTIES TO LITIGATION	
NATURE OF THE CLAIMS	

SCHEDULE 26: ANTITRUST, TRADE REGULATION & SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS

IF APPLICANT ANSWERED YES TO QUESTIONS 3 OR 4 ON PAGE 8, PROVIDE THE FOLLOWING INFORMATION:

VIOLATION		NAME AND ADDRESS OF AGENCY OR COURT INVOLVED
NAME OF CASE & DOCKET NUMBER	DATE OF JUDGMENT, ORDER OR DECREE	
Does Not Apply		
NATURE OF OFFENSE		
DISPOSITION <input type="checkbox"/> ACQUITTED <input type="checkbox"/> CONVICTED <input type="checkbox"/> DISMISSED <input type="checkbox"/> OTHER		
NATURE OF JUDGMENT, DECREE OR ORDER		
VIOLATION		NAME AND ADDRESS OF AGENCY OR COURT INVOLVED
NAME OF CASE & DOCKET NUMBER	DATE OF JUDGMENT, ORDER OR DECREE	
NATURE OF OFFENSE		
DISPOSITION <input type="checkbox"/> ACQUITTED <input type="checkbox"/> CONVICTED <input type="checkbox"/> DISMISSED <input type="checkbox"/> OTHER		
NATURE OF JUDGMENT, DECREE OR ORDER		

Initials AS

SCHEDULE 27: BANKRUPTCY OR INSOLVENCY PROCEEDINGS

IF APPLICANT ANSWERED YES TO QUESTIONS 5, 6 AND/OR 7 ON PAGE 8, PROVIDE THE FOLLOWING:

NAME OF CASE & DOCKET NUMBER		BANKRUPTCY OR INSOLVENCY PROCEEDINGS	
DATE PETITION FILED OR RELIEF SOUGHT	NAME AND ADDRESS OF AGENCY OR COURT INVOLVED	DATE JUDGMENT OR RELIEF ENTERED	NAME OF COURT APPOINTED RECEIVER, AGENT OR TRUSTEE
Does Not Apply			
NATURE OF JUDGMENT OR RELIEF			

Initials *LS*

SCHEDULE 29: GAMING LICENSES AND PERMITS

IF APPLICANT ANSWERED YES TO QUESTION 9 ON PAGE 9 PROVIDE THE FOLLOWING INFORMATION FOR THE LAST TEN (10) YEAR PERIOD:

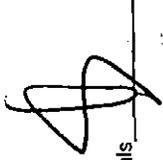
APPLICANT LICENSING (GOVERNMENT ISSUED - GAMING)				
TYPE OF LICENSE OR PERMIT	NAME AND LOCATION OF GOVERNMENT AGENCY	APPLICATION NUMBER	DISPOSITION	DATE OF DISPOSITION
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	Wynn PA, Inc - Does Not Apply Refer to the information included with the application of Wynn Resorts, Limited
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	

IF GRANTED, PROVIDE THE LICENSE/PERMIT NUMBER AND EXPIRATION DATE. IF DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, WITHDRAWN OR REVOKED, PROVIDE DETAILS:

Schedule 30 - Page fully redacted

SCHEDULE 31: BUSINESS BACKGROUND PART 1

DESCRIPTION OF PRESENT BUSINESS
<p>Wynn PA, Inc. was organized to participate in the Pennsylvania Gaming Control Board bidding process for a gaming license in the State. Please refer to the application of Wynn Resorts, Limited, as well as, Appendix 1.</p>
<p> </p>
<p> </p>
DESCRIPTION OF COMPETITIVE CONDITIONS
<p>The population within an hour and thirty minutes of drive time from the facility is quite large at over 10 million people and is projected to grow to over 12.5 million by 2014. This large population around the facility is beneficial as it stands to give Wynn Philadelphia large local population base of patrons to draw from. We also believe Wynn Philadelphia will be strategically located to attract a significant percentage of New York visitors currently going to Atlantic City.</p>
PRINCIPAL PRODUCTS PRODUCED AND/OR SERVICES RENDERED
<p>Luxury casino resorts</p>
<p> </p>
<p> </p>
AVAILABILITY OF RAW MATERIALS, CRITICAL TECHNOLOGY & EMPLOYEES
<p>Wynn Resorts, Limited and its subsidiaries have over 50 operating systems and employ 20,000 people.</p>
<p> </p>
INTELLECTUAL PROPERTY OWNED BY APPLICANT & IMPORTANCE TO BUSINESS
<p>Among our most important marks are our trademarks and service marks that use the name "WYNN". Wynn Resorts Holdings, LLC, a wholly-owned subsidiary of Wynn Resorts, Limited has registered with the U.S. Patent and Trademark Office ("PTO") and various foreign patent and trademark registries, a variety of the WYNN-related trademarks and service marks in connection with a variety of goods and services. Some of the applications are based upon ongoing use and others are based upon a bona fide intent to use the marks.</p>


 Initials

SCHEDULE 32: BUSINESS BACKGROUND PART 2

DESCRIPTION OF BUSINESS DEVELOPMENTS INCLUDING BANKRUPTCY, RECEIVERSHIP OR SIMILAR PROCEEDINGS:

Wynn PA, Inc. is a newly formed entity so it would have no bankruptcy, receivership, or similar proceedings. Refer to the application of Wynn Resorts, Limited, as well as, Appendix 7.

DESCRIPTION OF ANY OTHER MATERIAL REORGANIZATION, READJUSTMENT OR SUCCESSION OF APPLICANT OR ANY OF ITS SUBSIDIARIES OR ACQUISITIONS

HISTORY OF PREVIOUS BUSINESS CONDUCTED BY APPLICANT:

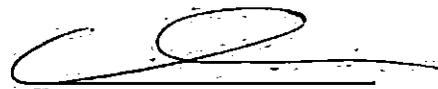
Wynn PA, Inc. was organized to participate in the Pennsylvania Gaming Control Board bidding process for a gaming license in the State. It's parent company, Wynn Resorts, Limited owns, and operates destination casino resorts.

CERTIFICATION

The undersigned, the Secretary of Wynn Resorts, Limited and Wynn PA, Inc. certifies that the following persons hold the indicated office. Additionally, each is an Authorized Signatory for the identified company.

	Wynn Resorts, Limited	Wynn PA, Inc.
Stephen A. Wynn	Chairman, CEO	Director
Marc Schorr	COO	President and COO
Matt Maddox	CFO	CFO
Kim Sinatra	General Counsel and Secretary	Secretary

Dated: November 9, 2012



Kim Sinatra

Received but not included in the public file

AFFIDAVIT

Received but not included in the public file

RELEASE AUTHORIZATION

WAIVER OF LIABILITY

DIVERSITY PLAN STATEMENT

See PGCB Website

SLOT MACHINE LICENSE APPLICANT NAME Wynn PA, Inc.

SLOT MACHINE LICENSE APPLICANT MAILING ADDRESS
3131 Las Vegas Blvd So., Las Vegas, NV 89109

SLOT MACHINE LICENSE APPLICANT PHONE NUMBER: (702) 770-7000

EQUAL OPPORTUNITY OFFICER Carrie Messina, Vice President of HR Wynn Las Vegas

DATE SUBMITTED 11/12/12

PURSUANT TO SECTION 1325(B)(1) OF THE PENNSYLVANIA RACE HORSE DEVELOPMENT AND GAMING ACT:

APPLICANT HAS DEVELOPED AND IMPLEMENTED A DIVERSITY PLAN.

A COPY OF THIS PLAN IS ATTACHED.



SIGNATURE OF CEO

Marc D. Schorr

PRINTED NAME

11/12/12

DATE

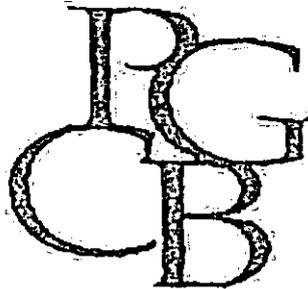
APPLICANT'S AFFIRMATION

Does Not Apply

ADDENDUM 1

Does Not Apply

ALTERNATIVE LICENSING AFFIDAVIT



**Pennsylvania Gaming Control Board
Licensed Entity Representation Registration**

A Licensed Entity Representative includes any person acting on behalf of or representing the interest of any applicant, licensee, permittee or registrant, including but not limited to an attorney (outside counsel representing the applicant/licensee), agent or lobbyist regarding any matter which may reasonably be expected to come before the Pennsylvania Gaming Control Board ("PGCB"). Please include representatives from law firms, public relations firms, representatives from government relations firms and traffic experts. If any law firms were sub-contracted, individuals from these firms who directly represented the applicant/licensee must also complete this form.

NAME: GEORGE K. Miller, Jr.
FIRM: Miller, GALLAGHER + GRIMLEY
ADDRESS: 26 S. PENNSYLVANIA AVE. Suite 201
CITY: ATLANTIC CITY
STATE AND ZIP CODE: NJ 08401
TELEPHONE: 609 - 345 - 4441
ENTITY REPRESENTED: Wynn Resorts, Limited

Pursuant to 4 Pa.C.S., §1202.1(b), I am required to register as a licensed entity representative with the PGCB. I have an ongoing duty to regularly update this information and failure to do so could subject my firm and me to a penalty. I also acknowledge that by signing this document, all information contained herein will be made available for review by the public and that such information will be posted on the PGCB website pursuant to 4 Pa.C.S., §1202.1(3).

SIGNATURE: **DATE:** 11/9/12

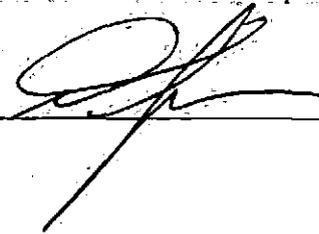


**Pennsylvania Gaming Control Board
Licensed Entity Representation Registration**

A Licensed Entity Representative includes any person acting on behalf of or representing the interest of any applicant, licensee, permittee or registrant, including but not limited to an attorney (outside counsel representing the applicant/licensee), agent or lobbyist regarding any matter which may reasonably be expected to come before the Pennsylvania Gaming Control Board ("PGCB"). Please include representatives from law firms, public relations firms, representatives from government relations firms and traffic experts. If any law firms were sub-contracted, individuals from these firms who directly represented the applicant/licensee must also complete this form.

NAME: Terrence J. McKenna
FIRM: Keating Consulting, LLC
ADDRESS: 1600 Arch Street, Suite 200
CITY: Philadelphia
STATE AND ZIP CODE: PA 19103
TELEPHONE: 267-232-5752
ENTITY REPRESENTED: Wynn Resorts, Limited
Wynn PA Inc.

Pursuant to 4 Pa.C.S., §1202.1(b), I am required to register as a licensed entity representative with the PGCB. I have an ongoing duty to regularly update this information and failure to do so could subject my firm and me to a penalty. I also acknowledge that by signing this document, all information contained herein will be made available for review by the public and that such information will be posted on the PGCB website pursuant to 4 Pa.C.S., §1202.1(3).

SIGNATURE:  DATE: 11/9/12

Initial Certification - Page fully redacted

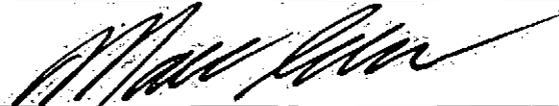
PENNSYLVANIA POLITICAL CONTRIBUTIONS FORM

IN THE CHART BELOW, PROVIDE THE REQUIRED INFORMATION FOR ALL POLITICAL CONTRIBUTIONS, MONETARY OR IN-KIND, TO A CANDIDATE FOR NOMINATION OR ELECTION TO ANY PUBLIC OFFICE IN THIS COMMONWEALTH, OR TO ANY POLITICAL COMMITTEE OR STATE PARTY IN THIS COMMONWEALTH OR TO ANY GROUP, COMMITTEE OR ASSOCIATION ORGANIZED IN SUPPORT OF ANY SUCH CANDIDATE, POLITICAL COMMITTEE OR STATE PARTY ON OR AFTER THE DATE YOUR ENTITY'S APPLICATION WAS SUBMITTED TO THE PENNSYLVANIA GAMING CONTROL BOARD (BOARD). THE APPLICANT OR LICENSEE MUST LIST POLITICAL CONTRIBUTIONS BY ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS AND KEY EMPLOYEES WHO HOLD SIMILAR GAMING LICENSES IN OTHER JURISDICTIONS. DO NOT INCLUDE CONTRIBUTIONS TO CANDIDATES FOR FEDERAL OFFICES OR TO COMMITTEES OR GROUPS ORGANIZED SOLELY IN SUPPORT OF FEDERAL CANDIDATES.

IF THERE IS MORE THAN ONE CONTRIBUTION TO THE SAME CANDIDATE, POLITICAL COMMITTEE, STATE PARTY, ETC., SEPARATE ENTRIES MUST BE LISTED FOR EACH CONTRIBUTION.

NOTE: IF YOU NEED SPACE FOR ADDITIONAL ENTRIES, PLEASE MAKE ADDITIONAL COPIES OF THIS FORM.

DATE OF CONTRIBUTION	NAME AND ADDRESS OF THE CANDIDATE, POLITICAL COMMITTEE OR STATE PARTY, OR GROUP, COMMITTEE OR ASSOCIATION ORGANIZED IN SUPPORT OF SUCH CANDIDATE, POLITICAL COMMITTEE OR STATE PARTY	AMOUNT OR VALUE OF CONTRIBUTION



 SIGNATURE OF CEO/AUTHORIZED SIGNATORY

Marc D. Schorr

11-12-12

 DATE SIGNED

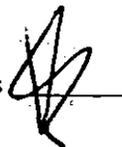
 PRINTED NAME OF CEO/AUTHORIZED SIGNATORY - TITLE

*IF A PERSON OTHER THAN THE CEO OF THIS ENTITY IS DESIGNATED TO EXECUTE THIS DOCUMENT, THE BOARD MUST BE PROVIDED WITH A RESOLUTION OR AN AFFIDAVIT, CERTIFIED AS TRUE AND CORRECT, IDENTIFYING THE INDIVIDUAL SO DESIGNATED, AUTHORIZING THAT INDIVIDUAL TO EXECUTE THE DOCUMENT ON BEHALF OF BOTH THE ENTITY AND THE CEO.



Business Narrative

Initials

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

Wynn Resorts, led by Steve Wynn, is the preeminent designer, developer and operator of destination casino resorts. Our business model is simple, it's the premium market. Our resorts focus first on customer service while integrating luxurious surroundings, distinctive entertainment and superior amenities, including convention facilities, entertainment, fine dining and premium retail offerings. This model has been refined by Mr. Wynn over the last 40 years with multiple developments and the Wynn brand is now synonymous with luxury in the hotel and resort industry.

Members of the Company's existing management team have been responsible for the successful development and operation of some of the most well-known gaming properties in the world including Wynn Las Vegas, Encore at Wynn Las Vegas, Wynn Macau, Encore at Wynn Macau, Bellagio, The Mirage and Treasure Island. The senior executive team has an average of approximately 25 years of experience in the hotel and gaming industries. The experience, talent and commitment of the existing management team provide a competitive advantage, and this team is dedicated to continuing the Company's success. In 2011 Wynn Resorts was named the most admired casino resort company in Fortune Magazine.

Wynn Resorts also has an approximately 100-person design, development and construction subsidiary, the senior management of which has significant experience in all major construction disciplines.

The Company seeks to capitalize its experience and internationally recognized brand to promote **Wynn Philadelphia to a premium clientele.**

Wynn Philadelphia

Wynn Philadelphia will include a boutique 300 room luxury hotel with oversized standard rooms, deluxe suites and penthouse accommodations. These rooms will have strong appeal to customers seeking a luxury stay or vacation. When it comes to a hotel of this caliber, the food service, and the choices of restaurants become very important and we believe the food has to be great. The multiple restaurants will have romantic and special environments that will seamlessly integrate indoor and outdoor spaces. In addition, we will also offer a luxurious spa and high-end retail space.

Our 140,000 sq ft casino is expected to have 2,500 slots and 100 table games. The orientation of the casino will be in a "plus" shape with four distinct quadrants within the casino. We will compress the energy in a center aisle with table games creating a lively atmosphere in the heart of the casino. We will organize the slots in a relaxed spacious atmosphere in each quadrant.

We intend to utilize our luxury hotel to capture the high-end gaming customer on the East Coast as well as our Asian clientele visiting the United States.

Our restaurants will flank the casino and two will actually have outdoor terraces overlooking the Delaware River as indicated on our masterplan.

As our customers arrive by car, the presentation of the resort is intended to be ceremonial with a long 300 foot, heavily landscaped driveway leading up the porte-cochere and parking garage. The property's lush landscaping on 46 acres will create a "resort" feeling inside urban Philadelphia. We will also take full advantage of the river with a "river-walk" available to the public.

Through our brand awareness and marketing database we expect to attract approximately 15k-20k people per day on average to Wynn Philadelphia. With Atlantic City struggling and New York's inferior gaming offerings we believe we can capture a disproportionate amount of the premium business on the east coast. Our 40 year record has proven that we are capable of achieving this goal.

Wynn Las Vegas is the highest grossing casino in the State of Nevada, the largest gaming market in the US, and Wynn Macau is the highest grossing single casino in the Macau, the largest gaming market in the world. The two properties generate over \$5.0 billion in annual gaming revenue and over \$1.5 billion in retail, food & beverage and other non-gaming revenue. We are confident our premium model will work in Philadelphia.

Wynn Resorts will own 100% of Wynn PA, Inc. as indicated in the org chart on Appendix 18.

We have engaged Dan Keating and his firm Keating Consulting, LLC to assist us as the Project Manager for Wynn Philadelphia.

Wynn PA, Inc.

Appendix 2 – Description of any former business engaged in



Initials

A handwritten signature or set of initials is written over the 'Initials' label. The signature is stylized and appears to consist of several overlapping loops and lines.

Wynn PA, Inc.

**Appendix 3 – Description of all bonus, profit sharing,
pension, retirement and similar plans**



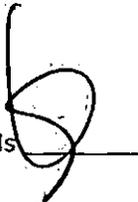
Initials

Handwritten initials, possibly "LS", written in black ink next to the "Initials" label.

Wynn PA, Inc.

Appendix 4 – Description of long term debt



Initials 

Wynn PA, Inc:

Appendix 5 – Description of other indebtedness



Initials

Handwritten initials, possibly 'BJ', written in black ink over a horizontal line.

Wynn PA, Inc.

Appendix 6 – Description of securities options



Initials

A handwritten signature or set of initials is written in black ink over the 'Initials' label. The signature is stylized and appears to consist of a vertical line on the left, a horizontal line at the top, and a large, sweeping curve on the right that loops back down.

Wynn PA, Inc.

Appendix 7 – Existing Litigation



Initials

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

Wynn PA, Inc.

Appendix 8 – Financial statement for the last fiscal year



Initials

A handwritten signature or set of initials in black ink, written over a horizontal line. The signature is stylized and appears to consist of a large, looped 'S' or 'B' shape.

Wynn PA, Inc.

Appendix 9 – Financial statements for the last five years

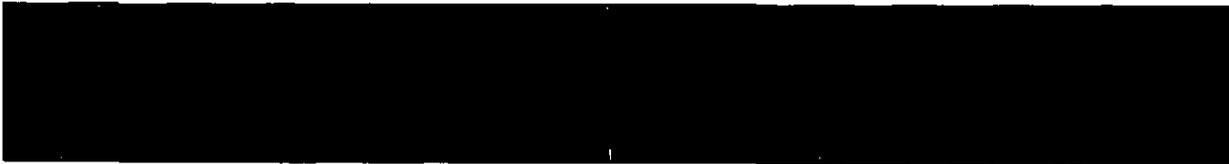


Initials

A handwritten signature or set of initials is written over a horizontal line. The signature is stylized and appears to consist of a large, looped 'S' or 'B' followed by a horizontal stroke.

Wynn PA, Inc.

Appendix 10 – Annual reports for the past five years



Initials

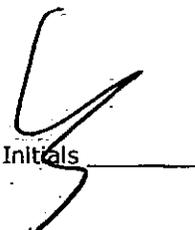
Handwritten initials, possibly 'GJ', written in black ink over a horizontal line.

Wynn PA, Inc.

Appendix 11A – Annual reports, 10-K, for the past five years

Does Not Apply

Initials

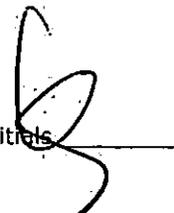
Handwritten initials, possibly 'LS', written in black ink over a horizontal line.

Wynn PA, Inc.

**Appendix 11B – Annual or quarterly filings under the laws
of another country for the past five years**

Does Not Apply

Initials

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

Wynn PA, Inc.

Appendix 12 – Last quarterly financial statement



Initials

Handwritten initials, appearing to be 'C' over 'S', written in black ink.

Wynn PA, Inc.

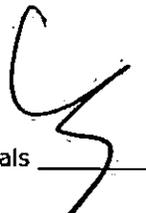
Appendix 13 – Copies of any interim reports



Initials Handwritten initials 'LS' are written over a horizontal line. The 'L' is a simple vertical stroke, and the 'S' is a cursive, looping stroke.

Does Not Apply

Initials

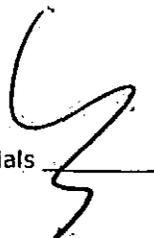


Wynn PA, Inc.

Appendix 15 – All registration statements for the past five years

Does Not Apply

Initials

Handwritten initials, possibly 'LS', written in black ink over a horizontal line.

Wynn PA, Inc.

Appendix 16 – Copies of independent auditor reports
for the past five years



Initials

Handwritten initials, possibly 'LS', written in black ink over a horizontal line.

Wynn PA, Inc.

Appendix 17 – Articles of Incorporation & Bylaws

Officer certified Articles of Incorporation and Bylaws

Initials 

CERTIFICATION

I, Kim Sinatra, the Secretary for Wynn PA, Inc., certify the attached is a true and correct copy of the Articles of Incorporation for Wynn PA, Inc. dated October 30, 2012.

Signature: 
Kim Sinatra
Secretary

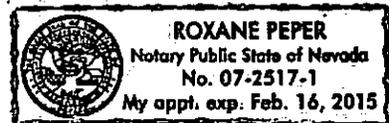
STATE OF NEVADA)
)
COUNTY OF CLARK)

This certification was acknowledged before me on November 8, 2012 by Kim Sinatra.

Dated: November 8, 2012



Notary Public
Roxane Peper



STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

October 30, 2012

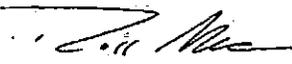
Job Number: C20121030-1387
Reference Number:
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20120736861-76	Articles of Incorporation	4 Pages/1 Copies



Respectfully,


ROSS MILLER
Secretary of State

Certified By: Electronic Filing
Certificate Number: C20121030-1387
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street.
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 4
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov



040101

Articles of Incorporation
 (PURSUANT TO NRS CHAPTER 78)

Filed in the office of <i>Ross Miller</i> Ross Miller Secretary of State State of Nevada	Document Number 20120736861-76 Filing Date and Time 10/30/2012 10:11 AM Entity Number E0562462012-1
--	--

(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	WYNN PA, INC.		
2. Registered Agent for Service of Process: (check only one box)	<input type="checkbox"/> Commercial Registered Agent: _____ Name		
	<input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below)		
	KIMMARIE SINATRA-SEE ATTACHED Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity		
	3131 LAS VEGAS BOULEVARD Street Address	LAS VEGAS City	Nevada 89109 State Zip Code
	_____ Mailing Address (if different from street address)	_____ City	Nevada _____ State Zip Code
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value: _____	Par value per share: \$ _____	Number of shares without par value: 1000
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) STEPHEN A WYNN-SEE ATTACHED Name		
	3131 LAS VEGAS BLVD. SOUT Street Address	LAS VEGAS City	NV 89109 State Zip Code
	2) _____ Name		
	_____ Street Address	_____ City	_____ State Zip Code
5. Purpose: (optional; see instructions)	The purpose of the corporation shall be:		
6. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	MARY J THOMP-SEE ATTACHED		<input checked="" type="checkbox"/> MARY J THOMPSON
	_____ Name	_____ Incorporator Signature	
	100 NORTH CITY PARKWAY SU Address	LAS VEGAS City	NV 89106-4604 State Zip Code
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity.		
	<input checked="" type="checkbox"/> KIMMARIE SINATRA Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity	10/30/2012 Date	

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles
 Revised: 4-10-09

Wynn Resorts, Limited / Wynn PA, Inc. - November 2012

Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

CONTINUED

Includes data that is too long to fit in the fields on the NRS 78 Form and all additional director/trustees and incorporators

ENTITY NAME: WYNN PA, INC.

FOREIGN NAME TRANSLATION: Not Applicable

PURPOSE: Not Applicable

REGISTERED AGENT NAME: KIMMARIE SINATRA
STREET ADDRESS: 3131 LAS VEGAS BOULEVARD SOUTH, LAS VEGAS, NV 89109
MAILING ADDRESS:

ADDITIONAL	Directors/Trustees
Name: STEPHEN A WYNN	
Address: 3131 LAS VEGAS BLVD. SOUTH	
City: LAS VEGAS	
State: NV	
Zip Code: 89109	

ADDITIONAL	Incorporators
Name: MARY J THOMPSON	
Address: 100 NORTH CITY PARKWAY SUITE 1600	
City: LAS VEGAS	
State: NV	
Zip Code: 89106-4604	



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 4
 Carson City, Nevada 89701-4520
 (775) 684 5708
 Website: www.nvsos.gov



010101

Articles of Incorporation
 (PURSUANT TO NRS CHAPTER 78)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	Wynn PA, Inc.		
2. Registered Agent for Service of Process: (check only one box)	<input type="checkbox"/> Commercial Registered Agent: _____ Name _____ <input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) Kimmaric Sinatra Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity 3131 Las Vegas Blvd. South Las Vegas Nevada 89109 Street Address City State Zip Code _____ Nevada _____ Mailing Address (if different from street address) City Zip Code		
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value: _____	Par value per share: \$ _____	Number of shares without par value: 1,000
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) Stephen A. Wynn Name 3131 Las Vegas Blvd. South Las Vegas NV 89109 Street Address City State Zip Code 2) _____ Name _____ Street Address City State Zip Code		
5. Purpose: (optional; see instructions)	The purpose of the corporation shall be _____		
6. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	Mary J. Thompson _____ X <i>Mary J. Thompson</i> Name Incorporator Signature 100 North City Parkway, Suite 1600 Las Vegas NV 89106-1614 Address City State Zip Code		
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> _____ Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date 10.29.12		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles Revised 4-10-09

SEE ATTACHMENT

ATTACHMENT TO
ARTICLES OF INCORPORATION
OF
WYNN PA, INC.

The Articles of Incorporation of Wynn PA, Inc. (the "Corporation") consist of the articles set forth on the prior page and the additional article set forth on this attachment as follows:

8. Indemnification; Exculpation.

(a) Payment of Expenses. In addition to any other rights of indemnification permitted by the laws of the State of Nevada or as may be provided for by the Corporation in its bylaws or by agreement, the expenses of directors and officers incurred in defending a civil or criminal action, suit or proceeding, involving alleged acts or omissions of such director or officer in his or her capacity as a director or officer of the Corporation, must be paid, by the Corporation or through insurance purchased and maintained by the Corporation or through other financial arrangements made by the Corporation, as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation.

(b) Limitation on Liability. The liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Nevada Revised Statutes. If the Nevada Revised Statutes are amended to further eliminate or limit or authorize corporate action to further eliminate or limit the liability of directors or officers, the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Nevada Revised Statutes, as so amended from time to time.

(c) Repeal and Conflicts. Any repeal or modification of Section (a) or (b) of this Article 8 approved by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the liability of a director or officer of the Corporation existing as of the time of such repeal or modification. In the event of any conflict between Section (a) or (b) of this Article 8 and any other Article of the Corporation's Articles of Incorporation, the terms and provisions of Sections (a) and/or (b) of this Article 8 shall control.

SECRETARY OF STATE



CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that WYNN PA, INC., did on October 30, 2012, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



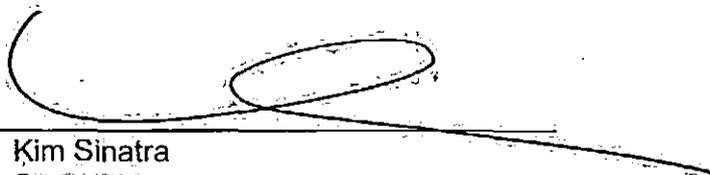
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on October 30, 2012.


ROSS MILLER
Secretary of State

Certified By: Electronic Filing
Certificate Number: C20121030-1387
You may verify this certificate
online at <http://www.nvsos.gov/>

CERTIFICATION

I, Kim Sinatra, the Secretary for Wynn PA, Inc., certify the attached is a true and correct copy of the Bylaws for Wynn PA, Inc. dated October 30, 2012.

Signature: 
Kim Sinatra
Secretary

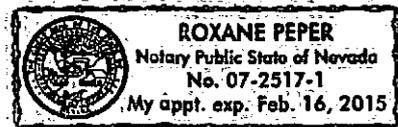
STATE OF NEVADA)
)
COUNTY OF CLARK)

This certification was acknowledged before me on November 8, 2012 by Kim Sinatra.

Dated: November 8, 2012.



Notary Public
Roxane Peper



BYLAWS
OF
WYNN PA, INC.
a Nevada corporation

ARTICLE I
OFFICES

Section 1.1 Principal Office. The principal office and place of business of Wynn PA, Inc., a Nevada corporation (the "Corporation"), shall be established from time to time by resolution of the board of directors of the Corporation (the "Board of Directors").

Section 1.2 Other Offices. Other offices and places of business either within or without the State of Nevada may be established from time to time by resolution of the Board of Directors or as the business of the Corporation may require. The street address of the Corporation's registered agent is the registered office of the Corporation in Nevada.

ARTICLE II
STOCKHOLDERS

Section 2.1 Annual Meeting. The annual meeting of the stockholders of the Corporation shall be held on such date and at such time as may be designated from time to time by the Board of Directors. At the annual meeting, directors shall be elected and any other business may be transacted as may be properly brought before the meeting pursuant to these Bylaws (as amended from time to time, these "Bylaws").

Section 2.2 Special Meetings.

(a) Subject to any rights of stockholders set forth in the articles of incorporation of the Corporation (as amended from time to time, the "Articles of Incorporation"), special meetings of the stockholders may be called only by the chairman of the board or the chief executive officer, or, if there be no chairman of the board and no chief executive officer, by the president, and shall be called by the secretary upon the written request of at least a majority of the Board of Directors or the holders of not less than a majority of the voting power of the Corporation's stock entitled to vote. Such request shall state the purpose or purposes of the meeting.

(b) No business shall be acted upon at a special meeting of stockholders except as set forth in the notice of the meeting.

Section 2.3 Place of Meetings. Any meeting of the stockholders of the Corporation may be held at the Corporation's registered office in the State of Nevada or at such other place in or out of the State of Nevada and the United States as may be designated in the notice of meeting. A waiver of notice signed by all stockholders entitled to vote thereat may designate any place for the holding of such meeting.

Section 2.4 Notice of Meetings; Waiver of Notice.

(a) The chief executive officer, if any, the president, any vice president, the secretary, an assistant secretary or any other individual designated by the Board of Directors shall sign and deliver or cause to be delivered to the stockholders written notice of any stockholders' meeting not less than ten (10) days, but not more than sixty (60) days, before the date of such meeting. The notice shall state the place, date and time of the meeting, the means of electronic communication, if any, by which the stockholders or the proxies thereof shall be deemed to be present and vote and, in the case of a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered in accordance with, and shall contain or be accompanied by such additional information as may be required by, the Nevada Revised Statutes ("NRS"), including, without limitation, NRS 78:379, 92A.120 or 92A.410.

(b) In the case of an annual meeting, any proper business may be presented for action, except that (i) if a proposed plan of merger, conversion or exchange is submitted to a vote, the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is to consider the plan of merger, conversion or exchange and must contain or be accompanied by a copy or summary of the plan; and (ii) if a proposed action creating dissenters' rights is to be submitted to a vote, the notice of the meeting must state that the stockholders are or may be entitled to assert dissenters' rights under NRS 92A.300 to 92A.500, inclusive, and be accompanied by a copy of those sections.

(c) A copy of the notice shall be personally delivered or mailed postage prepaid to each stockholder of record at the address appearing on the records of the Corporation. Upon mailing, service of the notice is complete, and the time of the notice begins to run from the date upon which the notice is deposited in the mail. If the address of any stockholder does not appear upon the records of the Corporation or is incomplete, it will be sufficient to address any notice to such stockholder at the registered office of the Corporation. Notwithstanding the foregoing and in addition thereto, any notice to stockholders given by the Corporation pursuant to Chapters 78 or 92A of the NRS, the Articles of Incorporation or these Bylaws, may be given pursuant to the forms of electronic transmission listed herein, if such forms of transmission are consented to in writing by the stockholder receiving such electronically transmitted notice and such consent is filed by the secretary in the corporate records. Notice shall be deemed given (i) by facsimile when directed to a number consented to by the stockholder to receive notice, (ii) by electronic mail when directed to an e-mail address consented to by the stockholder to receive notice, (iii) by posting on an electronic network together with a separate notice to the stockholder of the specific posting on the later of the specific posting or the giving of the separate notice or (iv) by any other electronic transmission as consented to by and when directed to the stockholder. The stockholder consent necessary to permit electronic transmission to such stockholder shall be deemed revoked and of no force and effect if (A) the Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with the stockholder's consent and (B) the inability to deliver by electronic transmission becomes known to the secretary, assistant secretary, transfer agent or other agent of the Corporation responsible for the giving of notice.

(d) The written certificate of an individual signing a notice of meeting, setting forth the substance of the notice or having a copy thereof attached thereto, the date the notice

was mailed or personally delivered to the stockholders and the addresses to which the notice was mailed, shall be prima facie evidence of the manner and fact of giving such notice and, in the absence of fraud, an affidavit of the individual signing a notice of a meeting that the notice thereof has been given by a form of electronic transmission shall be prima facie evidence of the facts stated in the affidavit.

(e) Any stockholder may waive notice of any meeting by a signed writing or by transmission of an electronic record, either before or after the meeting. Such waiver of notice shall be deemed the equivalent of the giving of such notice.

Section 2.5 Determination of Stockholders of Record.

(a) For the purpose of determining the stockholders entitled to (i) notice of and to vote at any meeting of stockholders or any adjournment thereof, (ii) receive payment of any distribution or the allotment of any rights, or (iii) exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) days nor less than ten (10) days before the date of such meeting, if applicable.

(b) The Board of Directors may adopt a resolution prescribing a date upon which the stockholders of record entitled to give written consent must be determined. The date set by the Board of Directors must not precede or be more than ten (10) days after the date the resolution setting such date is adopted by the Board of Directors. If the Board of Directors does not adopt a resolution setting a date upon which the stockholders of record entitled to give written consent must be determined and

(i) no prior action by the Board of Directors is required by the NRS, then the date shall be the first date on which a valid written consent is delivered to the Corporation in accordance with the NRS and these Bylaws; or

(ii) prior action by the Board of Directors is required by the NRS, then the date shall be the close of business on the date that the Board of Directors adopts the resolution.

(c) If no record date is fixed pursuant to Section 2.5(a) or Section 2.5(b), the record date for determining stockholders: (i) entitled to notice of and to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; and (ii) for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at any meeting of stockholders shall apply to any postponement of any meeting of stockholders to a date not more than sixty (60) days after the record date or to any adjournment of the meeting; provided that the Board of Directors may fix a new record date for the adjourned meeting and must fix a new record date if the meeting is adjourned to a date more than 60 days later than the date set for the original meeting.

Section 2.6 Quorum; Adjourned Meetings.

(a) Unless the Articles of Incorporation provide for a different proportion, stockholders holding at least a majority of the voting power of the Corporation's capital stock, represented in person or by proxy (regardless of whether the proxy has authority to vote on all matters), are necessary to constitute a quorum for the transaction of business at any meeting. If, on any issue, voting by classes or series is required by the laws of the State of Nevada, the Articles of Incorporation or these Bylaws, at least a majority of the voting power, represented in person or by proxy (regardless of whether the proxy has authority to vote on all matters), within each such class or series is necessary to constitute a quorum of each such class or series.

(b) If a quorum is not represented, a majority of the voting power represented or the person presiding at the meeting may adjourn the meeting from time to time until a quorum shall be represented. At any such adjourned meeting at which a quorum shall be represented, any business may be transacted which might otherwise have been transacted at the adjourned meeting as originally called. When a stockholders' meeting is adjourned to another time or place hereunder, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. However, if a new record date is fixed for the adjourned meeting, notice of the adjourned meeting must be given to each stockholder of record as of the new record date. The stockholders present at a duly convened meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the departure of enough stockholders to leave less than a quorum of the voting power.

Section 2.7 Voting.

(a) Unless otherwise provided in the NRS, the Articles of Incorporation or any resolution providing for the issuance of preferred stock adopted by the Board of Directors pursuant to authority expressly vested in it by the provisions of the Articles of Incorporation, each stockholder of record, or such stockholder's duly authorized proxy, shall be entitled to one (1) vote for each share of voting stock standing registered in such stockholder's name at the close of business on the record date or the date established by the Board of Directors in connection with stockholder action by written consent.

(b) Except as otherwise provided herein, all votes with respect to shares standing in the name of an individual at the close of business on the record date or the date established by the Board of Directors in connection with stockholder action by written consent (including pledged shares) shall be cast only by that individual or such individual's duly authorized proxy. With respect to shares held by a representative of the estate of a deceased stockholder, or a guardian, conservator, custodian or trustee, even though the shares do not stand in the name of such holder, votes may be cast by such holder upon proof of such representative capacity. In the case of shares under the control of a receiver, the receiver may vote such shares even though the shares do not stand of record in the name of the receiver but only if and to the extent that the order of a court of competent jurisdiction which appoints the receiver contains the authority to vote such shares. If shares stand of record in the name of a minor, votes may be cast by the duly appointed guardian of the estate of such minor only if such guardian has provided the Corporation with written proof of such appointment.

(c) With respect to shares standing of record in the name of another corporation, partnership, limited liability company or other legal entity on the record date, votes may be cast: (i) in the case of a corporation, by such individual as the bylaws of such other corporation prescribe, by such individual as may be appointed by resolution of the board of directors of such other corporation or by such individual (including, without limitation, the officer making the authorization) authorized in writing to do so by the chairman of the board, if any, the chief executive officer, if any, the president or any vice president of such corporation; and (ii) in the case of a partnership, limited liability company or other legal entity, by an individual representing such stockholder upon presentation to the Corporation of satisfactory evidence of his or her authority to do so.

(d) Notwithstanding anything to the contrary contained herein and except for the Corporation's shares held in a fiduciary capacity, the Corporation shall not vote, directly or indirectly, shares of its own stock owned or held by it, and such shares shall not be counted in determining the total number of outstanding shares entitled to vote.

(e) Any holder of shares entitled to vote on any matter may cast a portion of the votes in favor of such matter and refrain from casting the remaining votes or cast the same against the proposal, except in the case of elections of directors. If such holder entitled to vote does vote any of such stockholder's shares affirmatively and fails to specify the number of affirmative votes, it will be conclusively presumed that the holder is casting affirmative votes with respect to all shares held.

(f) With respect to shares standing of record in the name of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, voting trustees or otherwise and shares held by two or more persons (including proxy holders) having the same fiduciary relationship in respect to the same shares, votes may be cast in the following manner:

- (i) If only one person votes, the vote of such person binds all.
- (ii) If more than one person casts votes, the act of the majority so voting binds all.
- (iii) If more than one person casts votes, but the vote is evenly split on a particular matter, the votes shall be deemed cast proportionately, as split.

(g) If a quorum is present, unless the Articles of Incorporation, these Bylaws, the NRS, or other applicable law provide for a different proportion, action by the stockholders entitled to vote on a matter, other than the election of directors, is approved by and is the act of the stockholders if the number of votes cast in favor of the action exceeds the number of votes cast in opposition to the action, unless voting by classes or series is required for any action of the stockholders by the laws of the State of Nevada, the Articles of Incorporation or these Bylaws, in which case the number of votes cast in favor of the action by the voting power of each such class or series must exceed the number of votes cast in opposition to the action by the voting power of each such class or series.

(h) If a quorum is present, directors shall be elected by a plurality of the votes cast.

Section 2.8 Actions at Meetings Not Regularly Called; Ratification and Approval.

(a) Whenever all persons entitled to vote at any meeting consent, either by: (i) a writing on the records of the meeting or filed with the secretary, (ii) presence at such meeting and oral consent entered on the minutes, or (iii) taking part in the deliberations at such meeting without objection, such meeting shall be as valid as if a meeting were regularly called and noticed.

(b) At such meeting any business may be transacted which is not excepted from the written consent or to the consideration of which no objection for want of notice is made at the time.

(c) If any meeting be irregular for want of notice or of such consent, provided a quorum was present at such meeting, the proceedings of the meeting may be ratified and approved and rendered likewise valid and the irregularity or defect therein waived by a writing signed by all parties having the right to vote at such meeting.

(d) Such consent or approval may be by proxy or power of attorney, but all such proxies and powers of attorney must be in writing.

Section 2.9 Proxies. At any meeting of stockholders, any holder of shares entitled to vote may designate, in a manner permitted by the laws of the State of Nevada, another person or persons to act as a proxy or proxies. If a stockholder designates two or more persons to act as proxies, then a majority of those persons present at a meeting has and may exercise all of the powers conferred by the stockholder or, if only one is present, then that one has and may exercise all of the powers conferred by the stockholder, unless the stockholder's designation of proxy provides otherwise. Every proxy shall continue in full force and effect until its expiration or revocation in a manner permitted by the laws of the State of Nevada.

Section 2.10 Telephonic Meetings. Stockholders may participate in a meeting of the stockholders by means of a telephone conference or similar method of communication by which all individuals participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 2.10 constitutes presence in person at the meeting.

Section 2.11 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the stockholders may be taken without a meeting if, before or after the action, a written consent thereto is signed by the holders of the voting power that would be required to approve such action at a meeting. A meeting of the stockholders need not be called or noticed whenever action is taken by written consent. The written consent may be signed in multiple counterparts, including, without limitation, facsimile counterparts, and shall be filed with the minutes of the proceedings of the stockholders.

Section 2.12 Organization.

(a) Meetings of stockholders shall be presided over by the chairman of the board, or, in the absence of the chairman, by the vice chairman of the board, if any, or if there be no vice chairman or in the absence of the vice chairman, by the chief executive officer, if any, or if there be no chief executive officer or in the absence of the chief executive officer, by the president, or, in the absence of the president, or, in the absence of any of the foregoing persons, by a chairman designated by the Board of Directors; or, in the absence of such designation by the Board of Directors, by a chairman chosen at the meeting by the stockholders entitled to cast a majority of the votes which all stockholders present in person or by proxy are entitled to cast. The secretary, or in the absence of the secretary an assistant secretary, shall act as secretary of the meeting, but in the absence of the secretary and any assistant secretary the chairman of the meeting may appoint any person to act as secretary of the meeting. The order of business at each such meeting shall be as determined by the chairman of the meeting. The chairman of the meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts and things as are necessary or desirable for the proper conduct of the meeting, including, without limitation, (i) the establishment of procedures for the maintenance of order and safety, (ii) limitation on participation in the meeting to stockholders of record of the Corporation, their duly authorized and constituted proxies and such other persons as the chairman of the meeting shall permit, (iii) limitation on the time allotted for consideration of each agenda item and for questions or comments by meeting participants, (iv) restrictions on entry to such meeting after the time prescribed for the commencement thereof and (v) the opening and closing of the voting polls. The Board of Directors, in its discretion, or the chairman of the meeting, in his or her discretion, may require that any votes cast at such meeting shall be cast by written ballot.

(b) The chairman of the meeting may appoint one or more inspectors of elections. The inspector or inspectors may (i) ascertain the number of shares outstanding and the voting power of each; (ii) determine the number of shares represented at a meeting and the validity of proxies or ballots; (iii) count all votes and ballots; (iv) determine any challenges made to any determination made by the inspector(s); and (v) certify the determination of the number of shares represented at the meeting and the count of all votes and ballots.

Section 2.13 Absentees' Consent to Meetings. Transactions of any meeting of the stockholders are as valid as though had at a meeting duly held after regular call and notice if a quorum is represented, either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not represented in person or by proxy (and those who, although present, either object at the beginning of the meeting to the transaction of any business because the meeting has not been lawfully called or convened or expressly object at the meeting to the consideration of matters not included in the notice which are legally or by the terms of these Bylaws required to be included therein), signs a written waiver of notice and/or consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called, noticed or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters not properly

included in the notice; to the extent such notice is required, if such objection is expressly made at the time any such matters are presented at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of stockholders need be specified in any written waiver of notice or consent, except as otherwise provided in these Bylaws.

ARTICLE III DIRECTORS

Section 3.1 General Powers; Performance of Duties. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, except as otherwise provided in Chapter 78 of the NRS or the Articles of Incorporation.

Section 3.2 Number, Tenure, and Qualifications. The Board of Directors shall consist of at least one (1) individual and not more than thirteen (13) individuals. The number of directors within the foregoing fixed minimum and maximum may be established and changed from time to time by resolution adopted by the Board of Directors or the stockholders without amendment to these Bylaws or the Articles of Incorporation. Each director shall hold office until his or her successor shall be elected or appointed and qualified or until his or her earlier death, retirement, disqualification, resignation, or removal. No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his or her term of office. No provision of this Section 3.2 shall restrict the right of the Board of Directors to fill vacancies or the right of the stockholders to remove directors as is hereinafter provided.

Section 3.3 Chairman of the Board. The Board of Directors may elect a chairman of the board from the members of the Board of Directors, who shall preside at all meetings of the Board of Directors and stockholders at which he or she shall be present and shall have and may exercise such powers as may, from time to time, be assigned to him or her by the Board of Directors, these Bylaws or as provided by law. If no chairman of the board is appointed or if the chairman is absent from a Board meeting, then the Board of Directors may appoint a chairman for the sole purpose of presiding at any such meeting. If no chairman of the board is appointed or if the chairman is absent from any stockholder meeting, then the president shall preside at such stockholder meeting. If the president is absent from any stockholder meeting, the stockholders may appoint a substitute chairman solely for the purpose of presiding over such stockholder meeting.

Section 3.4 Removal and Resignation of Directors. Subject to any rights of the holders of preferred stock, if any, and except as otherwise provided in the NRS, any director may be removed from office with or without cause by the affirmative vote of the holders of not less than two-thirds (2/3) of the voting power of the issued and outstanding stock of the Corporation entitled to vote generally in the election of directors (voting as a single class), excluding stock entitled to vote only upon the happening of a fact or event unless such fact or event shall have occurred. Any director may resign, effective upon giving written notice, unless the notice specifies a later time for effectiveness of such resignation, to the chairman of the board, if any, the president or the secretary, or in the absence of all of them, any other officer of the Corporation.

Section 3.5 Vacancies: Newly Created Directorships. Subject to any rights of the holders of preferred stock, if any, any vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause, and newly created directorships resulting from any increase in the authorized number of directors, may be filled by a majority vote of the directors then in office or by a sole remaining director, in either case though less than a quorum, and the director(s) so chosen shall hold office for a term expiring at the next annual meeting of stockholders and when their successors are elected or appointed, at which the term of the class to which he or she has been elected expires, or until his or her earlier resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent directors.

Section 3.6 Annual and Regular Meetings. Immediately following the adjournment of, and at the same place as, the annual or any special meeting of the stockholders at which directors are elected, the Board of Directors, including directors newly elected, shall hold its annual meeting without call or notice, other than this provision, to elect officers and to transact such further business as may be necessary or appropriate. The Board of Directors may provide by resolution the place, date, and hour for holding regular meetings between annual meetings, and if the Board of Directors so provides with respect to a regular meeting, notice of such regular meeting shall not be required.

Section 3.7 Special Meetings. Subject to any rights of the holders of preferred stock, if any, and except as otherwise required by law, special meetings of the Board of Directors may be called only by the chairman of the board, if any, or if there be no chairman of the board, by the chief executive officer, if any, or by the president or the secretary, and shall be called by the chairman of the board, if any, the chief executive officer, if any, the president, or the secretary upon the request of at least a majority of the Board of Directors. If the chairman of the board, or if there be no chairman of the board, each of the chief executive officer, the president, and the secretary, fails for any reason to call such special meeting, a special meeting may be called by a notice signed by at least a majority of the Board of Directors.

Section 3.8 Place of Meetings. Any regular or special meeting of the Board of Directors may be held at such place as the Board of Directors, or in the absence of such designation, as the notice calling such meeting, may designate. A waiver of notice signed by the directors may designate any place for the holding of such meeting.

Section 3.9 Notice of Meetings. Except as otherwise provided in Section 3.6, there shall be delivered to each director at the address appearing for him or her on the records of the Corporation, at least twenty-four (24) hours before the time of such meeting, a copy of a written notice of any meeting: (i) by delivery of such notice personally; (ii) by mailing such notice postage prepaid, (iii) by facsimile, (iv) by overnight courier, (v) by telegram, or (vi) by electronic transmission or electronic writing, including, without limitation, e-mail. If mailed to an address inside the United States, the notice shall be deemed delivered two (2) business days following the date the same is deposited in the United States mail, postage prepaid. If mailed to an address outside the United States, the notice shall be deemed delivered four (4) business days following the date the same is deposited in the United States mail, postage prepaid. If sent via facsimile, by electronic transmission or electronic writing, including, without limitation, e-mail, the notice shall be deemed delivered upon sender's receipt of confirmation of the successful transmission.

If sent via overnight courier, the notice shall be deemed delivered the business day following the delivery of such notice to the courier. If the address of any director is incomplete or does not appear upon the records of the Corporation it will be sufficient to address any notice to such director at the registered office of the Corporation. Any director may waive notice of any meeting, and the attendance of a director at a meeting and oral consent entered on the minutes of such meeting shall constitute waiver of notice of the meeting unless such director objects, prior to the transaction of any business, that the meeting was not lawfully called, noticed or convened. Attendance for the express purpose of objecting to the transaction of business thereat because the meeting was not properly called or convened shall not constitute presence or a waiver of notice for purposes hereof.

Section 3.10 Quorum; Adjourned Meetings.

(a) A majority of the directors in office, at a meeting duly assembled, is necessary to constitute a quorum for the transaction of business.

(b) At any meeting of the Board of Directors where a quorum is not present, a majority of those present may adjourn, from time to time, until a quorum is present, and no notice of such adjournment shall be required. At any adjourned meeting where a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 3.11 Manner of Acting. Except as provided in Section 3.13, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present is the act of the Board of Directors.

Section 3.12 Telephonic Meetings. Members of the Board of Directors or of any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of a telephone conference or video or similar method of communication by which all persons participating in such meeting can hear each other. Participation in a meeting pursuant to this Section 3.12 constitutes presence in person at the meeting.

Section 3.13 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or of a committee thereof may be taken without a meeting if, before or after the action, a written consent thereto is signed by all of the members of the Board of Directors or the committee. The written consent may be signed manually or electronically (or by any other means then permitted under the NRS), and may be so signed in counterparts, including, without limitation, facsimile or email counterparts, and shall be filed with the minutes of the proceedings of the Board of Directors or committee.

Section 3.14 Powers and Duties:

(a) Except as otherwise restricted by Chapter 78 of the NRS or the Articles of Incorporation, the Board of Directors has full control over the business and affairs of the Corporation. The Board of Directors may delegate any of its authority to manage, control or conduct the business of the Corporation to any standing or special committee, or to any officer or

agent, and to appoint any persons to be agents of the Corporation with such powers, including the power to subdelegate, and upon such terms as it deems fit.

(b) The Board of Directors, in its discretion, or the officer of the Corporation presiding at a meeting of stockholders, in his or her discretion, may submit any contract or act for approval or ratification at any annual meeting of the stockholders or any special meeting properly called and noticed for the purpose of considering any such contract or act, provided a quorum is present.

(c) The Board of Directors may, by resolution passed by at least a majority of the Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Subject to applicable law and to the extent provided in the resolution of the Board of Directors, any such committee shall have and may exercise all the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

Section 3.15 Compensation. The Board of Directors, without regard to personal interest, may establish the compensation of directors for services in any capacity. If the Board of Directors establishes the compensation of directors pursuant to this Section 3.15, such compensation is presumed to be fair to the Corporation unless proven unfair by a preponderance of the evidence.

Section 3.16 Organization. Meetings of the Board of Directors shall be presided over by the chairman of the board, or in the absence of the chairman of the board by the vice chairman, if any, or in his or her absence by a chairman chosen at the meeting. The secretary, or in the absence, of the secretary an assistant secretary, shall act as secretary of the meeting, but in the absence of the secretary and any assistant secretary, the chairman of the meeting may appoint any person to act as secretary of the meeting. The order of business at each such meeting shall be as determined by the chairman of the meeting.

ARTICLE IV OFFICERS

Section 4.1 Election. The Board of Directors shall elect or appoint a president, a secretary and a treasurer or the equivalents of such officers. Such officers shall serve until their respective successors are elected and appointed and shall qualify or until their earlier resignation or removal. The Board of Directors may from time to time, by resolution, elect or appoint such other officers and agents as it may deem advisable, who shall hold office at the pleasure of the

Board of Directors, and shall have such powers and duties and be paid such compensation as may be directed by the Board of Directors. Any individual may hold two or more offices.

Section 4.2 Removal; Resignation. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause. Any officer may resign at any time upon written notice to the Corporation. Any such removal or resignation shall be subject to the rights, if any, of the respective parties under any contract between the Corporation and such officer or agent.

Section 4.3 Vacancies. Any vacancy in any office because of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term of such office.

Section 4.4 Chief Executive Officer. The Board of Directors may elect a chief executive officer who, subject to the supervision and control of the Board of Directors, shall have the ultimate responsibility for the management and control of the business and affairs of the Corporation and perform such other duties and have such other powers which are delegated to him or her by the Board of Directors, these Bylaws or as provided by law.

Section 4.5: President. The president, subject to the supervision and control of the Board of Directors, shall in general actively supervise and control the business and affairs of the Corporation. The president shall keep the Board of Directors fully informed as the Board of Directors may request and shall consult the Board of Directors concerning the business of the Corporation. The president shall perform such other duties and have such other powers which are delegated and assigned to him or her by the Board of Directors, the chief executive officer, if any, these Bylaws or as provided by law. The president shall be the chief executive officer of the Corporation unless the Board of Directors shall elect or appoint different individuals to hold such positions.

Section 4.6 Vice Presidents. The Board of Directors may elect one or more vice presidents. In the absence or disability of the president, or at the president's request, the vice president or vice presidents, in order of their rank as fixed by the Board of Directors, and if not ranked, the vice presidents in the order designated by the Board of Directors, or in the absence of such designation, in the order designated by the president, shall perform all of the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions on the president. Each vice president shall perform such other duties and have such other powers which are delegated and assigned to him or her by the Board of Directors, the president, these Bylaws or as provided by law.

Section 4.7 Secretary. The secretary shall attend all meetings of the stockholders, the Board of Directors and any committees thereof, and shall keep, or cause to be kept, the minutes of proceedings thereof in books provided for that purpose. He or she shall keep, or cause to be kept, a register of the stockholders of the Corporation and shall be responsible for the giving of notice of meetings of the stockholders, the Board of Directors, and any committees, and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The secretary shall be custodian of the corporate seal, if any, the records of the Corporation, the stock certificate books, transfer books and stock ledgers, and such other books

and papers as the Board of Directors or any appropriate committee may direct. The secretary shall perform all other duties commonly incident to his or her office and shall perform such other duties which are assigned to him or her by the Board of Directors, the chief executive officer, if any, the president, these Bylaws or as provided by law.

Section 4.8. Assistant Secretaries. An assistant secretary shall, at the request of the secretary, or in the absence or disability of the secretary, perform all the duties of the secretary. He or she shall perform such other duties as are assigned to him or her by the Board of Directors, the chief executive officer, if any, the president, these Bylaws or as provided by law.

Section 4.9. Treasurer. The treasurer, subject to the order of the Board of Directors, shall have the care and custody of, and be responsible for, all of the money, funds, securities, receipts and valuable papers, documents and instruments of the Corporation, and all books and records relating thereto. The treasurer shall keep, or cause to be kept, full and accurate books of accounts of the Corporation's transactions, which shall be the property of the Corporation, and shall render financial reports and statements of condition of the Corporation when so requested by the Board of Directors, the chairman of the board, if any, the chief executive officer, if any, or the president. The treasurer shall perform all other duties commonly incident to his or her office and such other duties as may, from time to time, be assigned to him or her by the Board of Directors, the chief executive officer, if any, the president, these Bylaws or as provided by law. The treasurer shall, if required by the Board of Directors, give bond to the Corporation in such sum and with such security as shall be approved by the Board of Directors for the faithful performance of all the duties of the treasurer and for restoration to the Corporation, in the event of the treasurer's death, resignation, retirement or removal from office, of all books, records, papers, vouchers, money and other property in the treasurer's custody or control and belonging to the Corporation. The expense of such bond shall be borne by the Corporation. If a chief financial officer of the Corporation has not been appointed, the treasurer may be deemed the chief financial officer of the Corporation.

Section 4.10. Assistant Treasurers. An assistant treasurer shall, at the request of the treasurer, or in the absence or disability of the treasurer, perform all the duties of the treasurer. He or she shall perform such other duties which are assigned to him or her by the Board of Directors, the chief executive officer, if any, the president, the treasurer, these Bylaws or as provided by law. The Board of Directors may require an assistant treasurer to give a bond to the Corporation in such sum and with such security as it may approve, for the faithful performance of the duties of the assistant treasurer, and for restoration to the Corporation, in the event of the assistant treasurer's death, resignation, retirement or removal from office, of all books, records, papers, vouchers, money and other property in the assistant treasurer's custody or control and belonging to the Corporation. The expense of such bond shall be borne by the Corporation.

Section 4.11 Execution of Negotiable Instruments, Deeds and Contracts. All (i) checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation, (ii) deeds, mortgages, proxies, powers of attorney and other written contracts, documents, instruments and agreements to which the Corporation shall be a party and (iii) assignments or endorsements of stock certificates, registered bonds or other securities owned by the Corporation shall be signed in the name of the Corporation by such officers or other persons as the Board of Directors may from time to time designate. The Board of Directors may authorize the use of the

facsimile signatures of any such persons. Any officer of the Corporation shall be authorized to attend, act and vote, or designate another officer or an agent of the Corporation to attend, act and vote, at any meeting of the owners of any entity in which the Corporation may own an interest or to take action by written consent in lieu thereof. Such officer or agent, at any such meeting or by such written action, shall possess and may exercise on behalf of the Corporation any and all rights and powers incident to the ownership of such interest.

ARTICLE V CAPITAL STOCK

Section 5.1 Issuance. Shares of the Corporation's authorized capital stock shall, subject to any provisions or limitations of the laws of the State of Nevada, the Articles of Incorporation or any contracts or agreements to which the Corporation may be a party, be issued in such manner, at such times, upon such conditions and for such consideration as shall be prescribed by the Board of Directors.

Section 5.2 Stock Certificates and Uncertificated Shares.

(a) Every holder of stock in the Corporation shall be entitled to have a certificate signed by or in the name of the Corporation by (i) the chief executive officer, if any, the president or a vice president, and (ii) the secretary, an assistant secretary, the treasurer or the chief financial officer, if any, of the Corporation (or any other two officers or agents so authorized by the Board of Directors), certifying the number of shares of stock owned by him, her or it in the Corporation; provided that the Board of Directors may authorize the issuance of uncertificated shares of some or all of any or all classes or series of the Corporation's stock. Any such issuance of uncertificated shares shall have no effect on existing certificates for shares until such certificates are surrendered to the Corporation, or on the respective rights and obligations of the stockholders. Whenever any such certificate is countersigned or otherwise authenticated by a transfer agent or a transfer clerk and by a registrar (other than the Corporation), then a facsimile of the signatures of any corporate officers or agents, the transfer agent, transfer clerk or the registrar of the Corporation may be printed or lithographed upon the certificate in lieu of the actual signatures. In the event that any officer or officers who have signed, or whose facsimile signatures have been used on any certificate or certificates for stock cease to be an officer or officers because of death, resignation or other reason, before the certificate or certificates for stock have been delivered by the Corporation, the certificate or certificates may nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed the certificate or certificates, or whose facsimile signature or signatures have been used thereon, had not ceased to be an officer or officers of the Corporation.

(b) Within a reasonable time after the issuance or transfer of uncertificated shares, the Corporation shall send to the registered owner thereof a written statement certifying the number and class (and the designation of the series, if any) of the shares owned by such stockholder in the Corporation and any restrictions on the transfer or registration of such shares imposed by the Articles of Incorporation, these Bylaws, any agreement among stockholders or any agreement between the stockholders and the Corporation, and, at least annually thereafter, the Corporation shall provide to such stockholders of record holding uncertificated shares, a written statement confirming the information contained in such written statement previously

sent. Except as otherwise expressly provided by the NRS, the rights and obligations of the stockholders of the Corporation shall be identical whether or not their shares of stock are represented by certificates.

(c) Each certificate representing shares shall state the following upon the face thereof: the name of the state of the Corporation's organization; the name of the person to whom issued; the number and class of shares and the designation of the series, if any, which such certificate represents; the par value of each share, if any, represented by such certificate or a statement that the shares are without par value. Certificates of stock shall be in such form consistent with law as shall be prescribed by the Board of Directors. No certificate shall be issued until the shares represented thereby are fully paid. In addition to the foregoing, all certificates evidencing shares of the Corporation's stock or other securities issued by the Corporation shall contain such legend or legends as may from time to time be required by the NRS or such other federal, state or local laws or regulations then in effect.

Section 5.3 Surrendered, Lost or Destroyed Certificates. All certificates surrendered to the Corporation, except those representing shares of treasury stock, shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been canceled, except that in case of a lost, stolen, destroyed or mutilated certificate, a new one may be issued therefor. However, any stockholder applying for the issuance of a stock certificate in lieu of one alleged to have been lost, stolen, destroyed or mutilated shall, prior to the issuance of a replacement, provide the Corporation with his, her or its affidavit of the facts surrounding the loss, theft, destruction or mutilation and, if required by the Board of Directors, an indemnity bond in an amount not less than twice the current market value of the stock, and upon such terms as the treasurer or the Board of Directors shall require which shall indemnify the Corporation against any loss, damage, cost or inconvenience arising as a consequence of the issuance of a replacement certificate.

Section 5.4 Replacement Certificate. When the Articles of Incorporation are amended in any way affecting the statements contained in the certificates for outstanding shares of capital stock of the Corporation or it becomes desirable for any reason, in the discretion of the Board of Directors, including, without limitation, the merger of the Corporation with another Corporation or the conversion or reorganization of the Corporation, to cancel any outstanding certificate for shares and issue a new certificate therefor conforming to the rights of the holder, the Board of Directors may order any holders of outstanding certificates for shares to surrender and exchange the same for new certificates within a reasonable time to be fixed by the Board of Directors. The order may provide that a holder of any certificate(s) ordered to be surrendered shall not be entitled to vote, receive distributions or exercise any other rights of stockholders of record until the holder has complied with the order, but the order operates to suspend such rights only after notice and until compliance.

Section 5.5 Transfer of Shares. No transfer of stock shall be valid as against the Corporation except on surrender and cancellation of any certificate(s) therefor accompanied by an assignment or transfer by the registered owner made either in person or under assignment. Upon receipt of proper transfer instructions from the registered owner of uncertificated shares, such uncertificated shares shall be cancelled and issuance of new, equivalent uncertificated shares or certificated shares shall be made to the stockholder entitled thereto and the transaction

shall be recorded on the transfer books of the Corporation. Whenever any transfer shall be expressly made for collateral security and not absolutely, the collateral nature of the transfer shall be reflected in the entry of transfer in the records of the Corporation.

Section 5.6 Transfer Agent; Registrars. The Board of Directors may appoint one or more transfer agents, transfer clerks and registrars of transfer and may require all certificates for shares of stock to bear the signature of such transfer agents, transfer clerks and/or registrars of transfer.

Section 5.7 Miscellaneous. The Board of Directors shall have the power and authority to make such rules and regulations not inconsistent herewith as it may deem expedient concerning the issue, transfer, and registration of certificates for shares of the Corporation's stock.

ARTICLE VI DISTRIBUTIONS

Distributions may be declared, subject to the provisions of the laws of the State of Nevada and the Articles of Incorporation, by the Board of Directors and may be paid in cash, property, shares of corporate stock, or any other medium. The Board of Directors may fix in advance a record date, in accordance with and as provided in Section 2.5, prior to the distribution for the purpose of determining stockholders entitled to receive any distribution.

ARTICLE VII RECORDS; REPORTS; SEAL; AND FINANCIAL MATTERS

Section 7.1 Records. All original records of the Corporation, shall be kept at the principal office of the Corporation by or under the direction of the secretary or at such other place or by such other person as may be prescribed by these Bylaws or the Board of Directors.

Section 7.2 Corporate Seal. The Board of Directors may, by resolution, authorize a seal, and the seal may be used by causing it, or a facsimile, to be impressed or affixed or reproduced or otherwise. Except when otherwise specifically provided herein, any officer of the Corporation shall have the authority to affix the seal to any document requiring it.

Section 7.3 Fiscal Year-End. The fiscal year-end of the Corporation shall be such date as may be fixed from time to time by resolution of the Board of Directors.

Section 7.4 Reserves. The Board of Directors may create, by resolution, such reserves as the directors may, from time to time, in their discretion, deem proper to provide for contingencies, to equalize distributions or to repair or maintain any property of the Corporation, or for such other purpose as the Board of Directors may deem beneficial to the Corporation, and the Board of Directors may modify or abolish any such reserves in the manner in which they were created.

ARTICLE VIII
INDEMNIFICATION

Section 8.1 Indemnification and Insurance.

(a) Indemnification of Directors and Officers.

(i) For purposes of this Article VIII, (A) "Indemnitee" shall mean each director or officer who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding (as hereinafter defined), by reason of the fact that he or she is or was a director or officer of the Corporation or member, manager or managing member of a predecessor limited liability company or affiliate of such limited liability company or is or was serving in any capacity at the request of the Corporation as a director, officer, employee, agent, partner, member, manager or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, limited liability company, trust, or other enterprise; and (B) "Proceeding" shall mean any threatened, pending, or completed action, suit or proceeding (including, without limitation, an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative.

(ii) Each Indemnitee shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the laws of the State of Nevada against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, taxes, penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding; provided that such Indemnitee either is not liable pursuant to NRS 78.138 or acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any Proceeding that is criminal in nature, had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee is liable pursuant to NRS 78.138 or did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or that, with respect to any criminal proceeding, he or she had reasonable cause to believe that his or her conduct was unlawful. The Corporation shall not indemnify an Indemnitee for any claim, issue or matter as to which the Indemnitee has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the Corporation or for any amounts paid in settlement to the Corporation, unless and only to the extent that the court in which the Proceeding was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnity for such amounts as the court deems proper. Except as so ordered by a court and for advancement of expenses pursuant to this Section 8.1, indemnification may not be made to or on behalf of an Indemnitee if a final adjudication establishes that his or her acts or omissions involved intentional misconduct, fraud or a knowing violation of law and was material to the cause of action. Notwithstanding anything to the contrary contained in these Bylaws, no director or officer may be indemnified for expenses incurred in defending any threatened, pending, or completed action, suit or proceeding (including without limitation, an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative, that such director or officer incurred in his or her capacity as a stockholder.

(iii) Indemnification pursuant to this Section 8.1 shall continue as to an Indemnitee who has ceased to be a director or officer of the Corporation or member, manager or managing member of a predecessor limited liability company or affiliate of such limited liability company or a director, officer, employee, agent, partner, member, manager or fiduciary of, or to serve in any other capacity for, another corporation or any partnership, joint venture, limited liability company, trust, or other enterprise and shall inure to the benefit of his or her heirs, executors and administrators.

(iv) The expenses of Indemnitees must be paid by the Corporation or through insurance purchased and maintained by the Corporation or through other financial arrangements made by the Corporation, as such expenses are incurred and in advance of the final disposition of the Proceeding, upon receipt of an undertaking by or on behalf of such Indemnitee to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. To the extent that an Indemnitee is successful on the merits or otherwise in defense of any Proceeding, or in the defense of any claim, issue or matter therein, the Corporation shall indemnify him or her against expenses, including attorneys' fees, actually and reasonably incurred in by him or her in connection with the defense.

(b) Indemnification of Employees and Other Persons. The Corporation may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees.

(c) Non-Exclusivity of Rights. The rights to indemnification provided in this Article VIII shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or these Bylaws, agreement, vote of stockholders or directors, or otherwise.

(d) Insurance. The Corporation may purchase and maintain insurance or make other financial arrangements on behalf of any Indemnitee for any liability asserted against him or her and liability and expenses incurred by him or her in his or her capacity as a director, officer, employee, member, managing member or agent, or arising out of his or her status as such, whether or not the Corporation has the authority to indemnify him or her against such liability and expenses.

(e) Other Financial Arrangements. The other financial arrangements which may be made by the Corporation may include the following: (i) the creation of a trust fund; (ii) the establishment of a program of self-insurance; (iii) the securing of its obligation of indemnification by granting a security interest or other lien on any assets of the Corporation; and (iv) the establishment of a letter of credit, guarantee or surety. No financial arrangement made pursuant to this subsection may provide protection for a person adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable for intentional misconduct, fraud, or a knowing violation of law, except with respect to advancement of expenses or indemnification ordered by a court.

(f) Other Matters Relating to Insurance or Financial Arrangements. Any insurance or other financial arrangement made on behalf of a person pursuant to this Section 8.1

may be provided by the Corporation or any other person approved by the Board of Directors, even if all or part of the other person's stock or other securities is owned by the Corporation. In the absence of fraud, (i) the decision of the Board of Directors as to the propriety of the terms and conditions of any insurance or other financial arrangement made pursuant to this Section 8.1 and the choice of the person to provide the insurance or other financial arrangement is conclusive; and (ii) the insurance or other financial arrangement is not void or voidable and does not subject any director approving it to personal liability for his action; even if a director approving the insurance or other financial arrangement is a beneficiary of the insurance or other financial arrangement.

Section 8.2 Amendment. The provisions of this Article VIII relating to indemnification shall constitute a contract between the Corporation and each of its directors and officers which may be modified as to any director or officer only with that person's consent or as specifically provided in this Section 8.2. Notwithstanding any other provision of these Bylaws relating to their amendment generally, any repeal or amendment of this Article VIII which is adverse to any director or officer shall apply to such director or officer only on a prospective basis, and shall not limit the rights of an Indemnitee to indemnification with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these Bylaws (including, without limitation, Article X), no repeal or amendment of these Bylaws shall affect any or all of this Article VIII so as to limit or reduce the indemnification in any manner unless adopted by (i) the unanimous vote of the directors of the Corporation then serving, or (ii) by the stockholders as set forth in Article X; provided that no such amendment shall have a retroactive effect inconsistent with the preceding sentence.

ARTICLE IX CHANGES IN NEVADA LAW

References in these Bylaws to the laws of the State of Nevada or the NRS or to any provision thereof shall be to such law as it existed on the date these Bylaws were adopted or as such law thereafter may be changed; provided that (i) in the case of any change which expands the liability of directors or officers or limits the indemnification rights or the rights to advancement of expenses which the Corporation may provide in Article VIII, the rights to limited liability, to indemnification and to the advancement of expenses provided in the Articles of Incorporation and/or these Bylaws shall continue as theretofore to the extent permitted by law and (ii) if such change permits the Corporation, without the requirement of any further action by stockholders or directors, to limit further the liability of directors or limit the liability of officers or to provide broader indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

ARTICLE X
AMENDMENT OR REPEAL

Section 10.1 Amendment of Bylaws.

(a) Board of Directors. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to amend or repeal these Bylaws or to adopt new bylaws.

(b) Stockholders. Notwithstanding Section 10.1(a), these Bylaws may be amended or repealed in any respect, and new bylaws may be adopted, in each case by the affirmative vote of the holders of at least a majority of the outstanding voting power of the Corporation, voting together as a single class.

CERTIFICATION

The undersigned, as the duly elected Secretary of Wynn PA, Inc., a Nevada corporation (the "Corporation"), does hereby certify that the foregoing Bylaws were adopted as the bylaws of the Corporation by the Board of Directors of the Corporation as of October 30, 2012.



Kim Sinatra, Secretary

Wynn PA, Inc.

Appendix 18 – Current ownership table of organization



Initials CS

Wynn PA, Inc.

Appendix 19 – Functional Table



A handwritten signature or set of initials, consisting of several loops and a vertical stroke, is written above the 'Initials' label.

Initials _____

Wynn PA, Inc.

Appendix 20 – Federal tax filings



Initials

Handwritten initials 'CS' are written in black ink over a horizontal line. The 'C' is a simple curve, and the 'S' is a more complex, stylized shape.

Wynn PA, Inc.

Appendix 21 – 5500 Forms



Initials

Handwritten initials 'LS' in black ink, written over the 'Initials' label. The 'L' is a simple vertical stroke, and the 'S' is a cursive-style stroke.

Wynn PA, Inc. has no prior or pending criminal history.

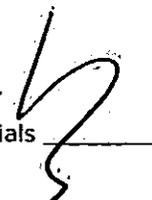
Initials

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

Wynn PA, Inc.

Appendix 23 – Divested Interests Prohibiting Licensure

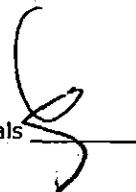
Does Not Apply

Initials 

Wynn PA, Inc.

Appendix-24 – Ownership in Other Slot Machine Licensee

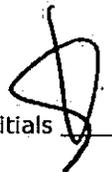
Does Not Apply

Initials 

Wynn PA, Inc.

Appendix 25 – Public Officials



Initials 

Wynn PA, Inc.

Appendix 26 – Business experience

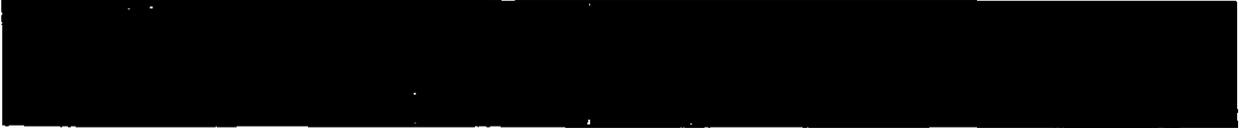


Initials

Handwritten initials, possibly 'LJ', written in black ink next to the 'Initials' label.

Wynn PA, Inc.

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



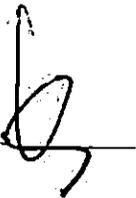
Initials

A handwritten signature or set of initials is written over the 'Initials' label. The signature is stylized and appears to consist of several overlapping loops and lines.

Wynn PA, Inc.

Appendix 28 – List of community services within 1500 feet

Details on Community Services

Initials 

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 PA, Inc.

Appendix 29 – Brief Narrative: Proposed Internal Controls

Initials

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

Wynn.PA, Inc.

Appendix 30 – Marketing plans and proposals



Initials

Handwritten initials, possibly 'WJ', written in black ink over a horizontal line. The initials are stylized and somewhat cursive.

Information relating to entitlements, permits and approvals

Initials 

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).

17N 9-13

0110 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 Flom, 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 04 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.

R

D 0178 072

BEING the same premises which Riverside Industrial Center Corporation by Deed dated June 30, 1981 and recorded at Philadelphia, in the Office for the Recording of Deeds, in Deed Book E.F.P. #242 page 436 &c., granted and conveyed unto John F. Connelly, an individual and Hilda Silverstein, Bernard C. Segal and Provident National Bank, Executors of and Trustees under the Will of Louis Silverstein deceased, in fee.

AND BEING part of the same premises which Provident National Bank, Bernard Segal and Bernice Silverstein Lewis, Executors and Trustees of the Will of Louis Silverstein, deceased and Trustees of the Louis and Hilda Silverstein Foundation and John F. Connelly and The Connelly Foundation by Deed dated November 30, 1989 and recorded December 21, 1989 at Philadelphia, in the Office for the Recording of Deeds, in Deed Book F.H.S. #1519 page 126 &c., granted and conveyed unto Longmead Homes, Inc., a Pennsylvania Corporation, in fee.

UNDER AND SUBJECT to covenants and conditions of record.

WARD #: 31

ST. CODE/HOUSE NO.: 68240 02001

CITY REGISTRY: 16 N 24 - 7

D 0178 075

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:

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. Rymer 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.

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

THIS DOCUMENT RECORDED
92 OCT 22 PM 2:17

COMMONWEALTH OF RECORDS

000465

COMMONWEALTH LAND
TITLE INSURANCE COMPANY



D 024830 ED

LONGMEAD HOMES, INC.

TO

DYOTT CORP.

Premises:

2001 Richmond Street
Philadelphia, PA 19103
Philadelphia
Pennsylvania

WITNESSETH
#465
PA. RTT 1650.00
CHECK 1650.00
ITEM 1
1CL
167-60 2980
167-60 2980

The address of the above-named Grantee
is Joseph Q. MEO 401 CITY LINE
Ave. Bala Cynwyd, Pa. 19004
On behalf of the Grantee

CLT-2896

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 / 2001 3. Deed Consideration/ Mortgage Amount: \$ 28,850

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) 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 Mortgagee: _____ (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

[Signature]
 Preparer's Signature

FOR DEPT (USE ONLY)

SEARCHED _____ INDEXED _____

SERIALIZED _____ FILED _____

NOV 21 2001

PHILADELPHIA

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)



50853600
Page: 2 of 8
01/29/2004 12:06P

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. Flish

COMMONWEALTH OF PENNSYLVANIA
Department of General Services

Julie Gay 1/21/04
Secretary of General Services (Date)

APPROVED AS TO LEGALITY
AND FORM
Office of General Counsel

Edward M. Flish

APPROVED:

Julie Gay 1/21/04
GOVERNOR

APPROVED AS TO LEGALITY
AND FORM
Office of Attorney General

By N/A
Deputy Attorney General

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, 2009 [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. Meo		TELEPHONE NUMBER	
STREET ADDRESS 150 Monument Road, Suite 603		AREA CODE 610	660-6500
CITY Bala Cynwyd	STATE PA	ZIP CODE 19004	

B. TRANSFER DATA

GRANTOR(S)/LESSOR(S) Commonwealth of Pennsylvania Department of General Services	DATE OF ACCEPTANCE OF DOCUMENT	GRANTEE(S)/LESSEE(S) Dyott Corp.
STREET ADDRESS 505 North Office Building	STREET ADDRESS 205 Lurgan Road	
CITY Harrisburg	STATE PA	ZIP CODE 17125
	CITY New Hope	STATE PA
		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	7. OTHER CONSIDERATION + -0-	TOTAL CONSIDERATION = \$28,850
COUNTY ASSESSED VALUE Portion of 284,800	8. COMMON LEVEL RATIO FACTOR X 3.39	9. FAIR MARKET VALUE = Portion of \$965,472.00

E. EXEMPTION DATA

A. AMOUNT OF EXEMPTION None	B. 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.) _____

50853600
Page: 8 of 8
01/28/2004 12:05P

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

Joseph A. Meo

Wynn Resorts, Limited / Wynn PA, Inc. - November 2012



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

extends in a southeasterly direction to a terminus on the northwesterly pierhead line of the Delaware River), the distance of 123.542' to a point on the northeasterly side of said Cumberland Street;

THENCE

extending S48°30'57"E, along the northeasterly side of said Cumberland Street produced, the distance of 51.479' to a point;

THENCE

extending N64°47'00"E, the distance of 219.135' to a point;

THENCE

extending S24°42'57"E, the distance of 300.167' to a point;

THENCE

extending S64°57'52"W, the distance of 68.010' to a point;

THENCE

extending S25°02'08"E, crossing the northwesterly bulkhead line of the Delaware River, the distance of 800.000' to a point on the northwesterly pierhead line of the Delaware River (tidal/navigable);

THENCE

extending S64°16'52"W, along said pierhead line, crossing the head of a certain triangular easement for docking and turning, the distance of 1,217.948' to a point on the southwesterly side of said easement

THENCE

extending N25°43'08"W, perpendicular to said pierhead line, along the southwesterly side of said easement, the distance of 100.000' to the westerly terminal point of said easement;

THENCE

extending N48°25'37"W, along the northeasterly side of said easement produced, the distance of 113.500' to a point;

THENCE

extending N50°38'49"W, the distance of 474.385' to a point;

THENCE

extending N48°25'37"W, the distance of 59.192' to a point;

THENCE

extending N3°59'48"E, the distance of 31.237' to a point on the arc of a circle connecting the southwesterly side of Schirra Drive (80' wide) with the southeasterly side of said Beach Street;

THENCE

extending along the arc of said circle, having a radius of 120.000', curving to the left, the arc distance of 109.983' to the point of tangency with the southeasterly side of said Beach Street;

THENCE

extending N41°29'03"E, along the southeasterly side of said Beach Street, the distance of 1,162.417' to the point of intersection with the southwesterly side of said Cumberland Street, being the first mentioned place and POINT OF BEGINNING

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;

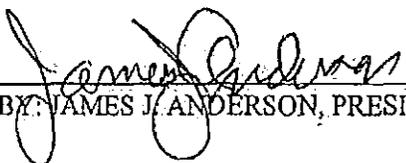
To have and to hold the said lot or piece of ground with the buildings and improvements thereon erected--hereditaments and premises hereby granted, or mentioned and intended so to be, with the appurtenances, unto the said Grantee, to and for the only proper use and behoof of the said Grantee, in fee.

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

COMMONWEALTH OF PENNSYLVANIA

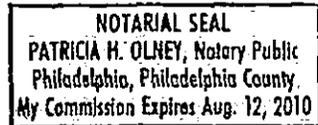
COUNTY OF *Philadelphia*

:
: SS.
:

On this, the *30th* day of *September*, 2008, before me, a Notary Public for the Commonwealth of Pennsylvania personally appeared James J. Anderson, President of Beach Street Corp., known to me (satisfactorily proven) to be the person whose name is 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.

Patricia H. Olney (SEAL)



0110001-0000 2. Address-subdividing approval and map address-subdividing-confirmation-part-1.pdf

BEACH STREET CORP.

Grantor

to

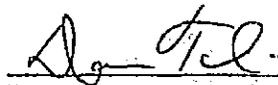
BEACH STREET CORP.

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

PHILADELPHIA REAL ESTATE TRANSFER TAX CERTIFICATION

BOOK NO. PAGE NO.

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: 629-1600; AREA CODE: 215; STREET ADDRESS: 399 Market Street, Suite 200; CITY: Philadelphia; STATE: PA; ZIP CODE: 19106

B. TRANSFER DATA

GRANTOR(S)/LESSEE(S): Beach Street Corp.; DATE OF ACCEPTANCE OF DOCUMENT: ; GRANTEE(S)/LESSEE(S): Beach Street Corp.; STREET ADDRESS: 205 Lurgan Road; 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: 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; Transfer to Industrial Development Agency; Transfer to agent or straw party; Transfer between principal and agent; Transfers to the Commonwealth, the United States, and instrumentalities by gift, dedication, condemnation or in lieu of condemnation; Transfer from mortgagor to a holder of a mortgage in default; Corrective deed; Other (checked): 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. Adams; DATE: 9-30-08

The foregoing 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
month day year

3. Deed Consideration/ Mortgage Amount: \$ 71,150

4. Grantor/Mortgagor/Assignor/Lessor/ Other:
(Last Name, First Name, Middle Initial)
 Type only one name on each line

(a.) Commonwealth of PA, Dept. of General Services

(b.) _____

(c.) _____

Additional addresses on page 2 of RIS.

5. Grantee/Mortgagee/Assignee/Lessee/ Other:
(Last Name, First Name, Middle Initial)
 Type only one name on each line

(a.) Beach Street Corp.

(b.) _____

(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)

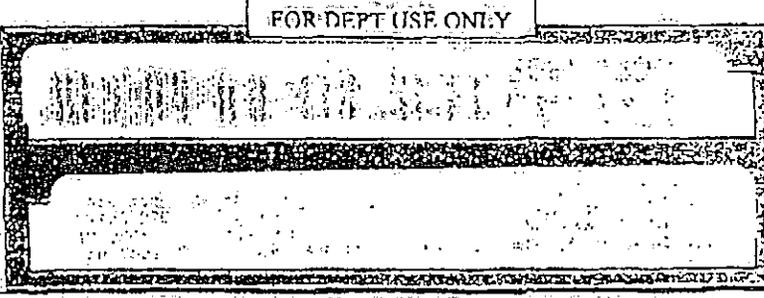
9. Optional Information

Consolidation Subdivision

Edwin G. Dittler
 Print Name of Preparer

215-568-4889
 Telephone Number of Preparer

Edwin G. Dittler
 Preparer's Signature



DEED

THIS INDENTURE MADE THE 14th 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 other 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,

000664
COMMISSIONER OF RECORDS
Wynn Resorts, Inc.

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.

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 AREA CODE (215) <i>668-5300</i>
DEED ADDRESS <i>401 City Line Avenue STE #524 Rm 16 Cityrd PA 19004</i>	STATE <i>PA</i> ZIP CODE <i>19004</i>

TRANSFER DATA DONOR(S)/LESSOR(S) <i>Phila. Industrial Development Corp.</i>	DATE OF ACCEPTANCE OF DOCUMENT GRANTEE(S)/LESSEE(S) <i>Beach Street Corp.</i>
DEED ADDRESS <i>1500 Market St. - Center Square West</i>	STREET ADDRESS <i>205 Logan Road</i>
STATE <i>Phila. PA</i> ZIP CODE	CITY <i>New Hope PA</i> STATE <i>PA</i> ZIP CODE <i>18938</i>

PROPERTY LOCATION DEED 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 for release of PISC. EASE <i>\$45,000.00 OPTION</i>	3. TOTAL CONSIDERATION <i>= \$45,000.00</i>
COUNTY ASSESSED VALUE <i>\$47,409.00</i>	5. COMMON LEVEL RATIO FACTOR <i>x 3.47</i>	6. FAIR MARKET VALUE <i>= \$38,005.76</i>
EXEMPTION DATA		
AMOUNT OF EXEMPTION <i>FULL</i>	10. 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.

NATURE 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>Joseph A. McO, Esquire</i>		TELEPHONE NUMBER
STREET ADDRESS <i>401 City Line Avenue</i>		AREA CODE <i>215 668-5300</i>
CITY <i>Phila.</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>2015 Richmond Road</i>	
CITY <i>Phila.</i>	CITY <i>New Hope</i>	STATE <i>PA</i>
STATE <i>PA</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 6 ACRES + \$45,000.00 OPTION</i>	3. TOTAL CONSIDERATION <i>= \$45,000.00</i>
COURTY ASSESSED VALUE <i>\$47,409.00</i>	5. COLLATERAL 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.

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



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF REVENUE
BUREAU OF INDIVIDUAL TAXES
POST OFFICE BOX 8910
HARRISBURG, PA 17105-8910

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. Mcg, Esquire Telephone Number: _____
 Street Address: 401 City Line Avenue STE 520 City: Bucke County PA State: PA Zip Code: 17004
 Area Code: 717 Phone Number: 668-57300

B TRANSFER DATA

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

C PROPERTY LOCATION

Street Address: 2015 Richmond Street City, Township, Borough: Ph. in Delphia
 County: Philadelphia School District: Philadelphia Tax Parcel Number: NA

D VALUATION DATA

1. Actual Cash Consideration <u>\$1.00</u>	2. Other Consideration <u>for release of 100' x 60' ACRES</u> <u>+ \$45,000.00</u>	3. Total Consideration <u>= \$45,001.00</u>
4. County Assessed Value <u>\$97,408.00</u>	5. Common Level Ratio Factor <u>x 3.47</u>	6. Fair Market Value <u>= \$338,005.76</u>

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/Responsible Party: Joseph A. Mcg Date: 03/22/94



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF REVENUE
BUREAU OF INDIVIDUAL TAXES
POST OFFICE BOX 8910
HARRISBURG, PA 17105-8910

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
	17004

B TRANSFER DATA			Date of Acceptance of Document:		
Grantor(s)/Lessor(s)			Grantee(s)/Lessee(s)		
Phil. Industrial Development Corp.			Beach Street Corp.		
Street Address			Street Address		
1500 Market Street - Centre Sq. West			205 Lutgan Road		
City	State	Zip Code	City	State	Zip Code
Phil.	PA	19102	New Hope	PA	18938

C PROPERTY LOCATION		
Street Address		City, Township, Borough
2015 Richmond Street		Philadelphia
County	School District	Tax Parcel Number
Philadelphia	Philadelphia	NA

D VALUATION DATA		
1. Actual Cash Consideration	2. Other Consideration for release of	3. Total Consideration
\$1.00	+ \$45,000.00 110.6 ACRE OPTION	= \$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 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	Date
Joseph A. Mee	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



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. Fleich

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. Fleich

APPROVED:

Donald T. Cunningham, Jr.
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, 2004

[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. 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 STREET ADDRESS: General Services 505 North Office Building			DATE OF ACCEPTANCE OF DOCUMENT		
CITY: Harrisburg STATE: PA ZIP CODE: 17125			GRANTEE(S)/LESSEE(S) Beach Street Corp. STREET ADDRESS: 205 Lurgan Road		
CITY: Harrisburg STATE: PA ZIP CODE: 17125			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

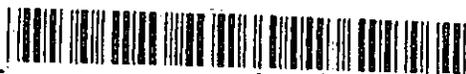
1. ACTUAL CASH CONSIDERATION 71,150	2. OTHER CONSIDERATION + -0-	3. TOTAL CONSIDERATION = 71,150
4. COUNTY ASSESSED VALUE Portion of \$974,400.00	5. COMMON LEVEL RATIO FACTOR X 3.39	6. FAIR MARKET VALUE = Portion of \$3,303,216.00

E. EXEMPTION DATA

7A. AMOUNT OF EXEMPTION None	7B. 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.) _____



50853599
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 OR RESPONSIBLE PARTY

Joseph A. Meo

DATE 11/10/04

Wynn PA, Inc.

Appendix 32 - Site Plan

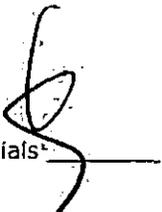


Initials 

Wynn PA, Inc.

Appendix 33 – Retail & F&B



Initials 

Wynn PA, Inc.

Appendix 34 – Impact Study

Refer to PGCB website

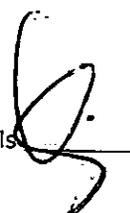
Initials

A handwritten signature or set of initials, possibly 'S', written in black ink over a horizontal line.

Wynn PA, Inc.

Appendix 35 – Land acquisition cost

Initials

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

Responsible Gaming Plan

Initials

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

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 Pennsylvania market so that we open in full compliance with all state laws, regulations and industry standards.

Wynn PA, Inc.

Appendix 37 – Temporary Facility



Initials

A handwritten signature or set of initials is written over the 'Initials' label. The signature is stylized and appears to consist of several overlapping loops and lines.

Economic Development Narrative
High Level Gaming Market Assessment

- (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 3/4-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 will exceed 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.*

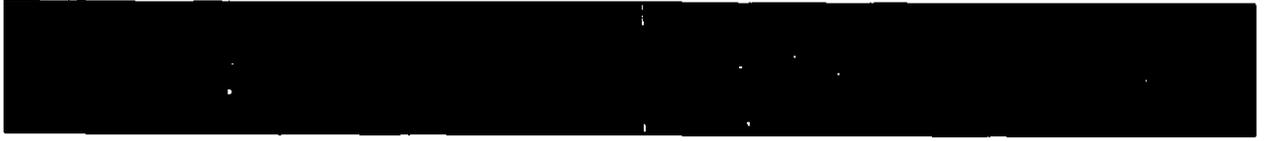
Wynn Las Vegas is currently a party to the following two collective bargaining agreements in Las Vegas, Nevada:

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 PA, Inc.

Appendix 39 – Financing



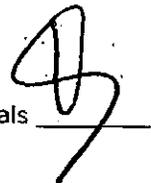
Initials

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

Wynn PA, Inc.

Appendix 40 – Business & Economic Development Plan

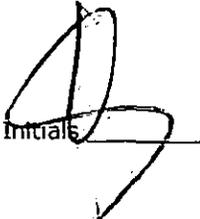
Initials

Handwritten initials, possibly "J" or "S", written in black ink over a horizontal line.

Wynn PA, Inc.

Appendix 41 – Reference from Law Enforcement

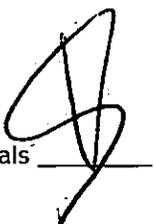


Initials 

Wynn PA, Inc.

Appendix 42 – Reference Letter from Gaming Regulatory Agency

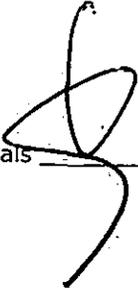


Initials 

Wynn PA, Inc.

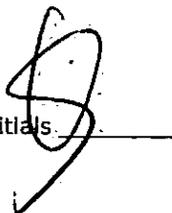
Appendix 43 – Payment bond or original irrevocable letter of credit



Initials 

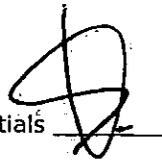
Wynn PA, Inc.

Appendix 44 – Existing Gaming Service Providers

Initials 

Summary of Ownership Interest

Initials

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

Wynn PA, Inc.

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