

B1 (Official Form 1)(1/08)

**United States Bankruptcy Court
Southern District of Florida**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Fontainebleau Las Vegas, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): FKA Turnberry/Las Vegas Boulevard, L.L.C.; FKA Fontainebleau Nevada Resorts, LLC; FKA Fontainebleau Las Vegas II, LLC; FKA Krystle Towers, LLC; FKA Krystle Sands, LLC	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 52-2239332	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): c/o Howard C. Karawan, CRO 19950 West Country Club Drive Aventura, FL	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 33180	ZIP Code
County of Residence or of the Principal Place of Business: Miami-Dade	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): 2777 Las Vegas Blvd. Las Vegas, NV 89109	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid,
 there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

Estimated Assets

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

Estimated Liabilities

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY



Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Fontainebleau Las Vegas, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attachment	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	Exhibit B <small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small> I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Fontainebleau Las Vegas, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

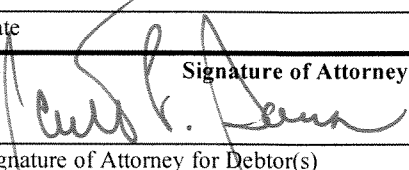
X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X 
Signature of Attorney for Debtor(s)

Scott L. Baena 186445
Printed Name of Attorney for Debtor(s)

Bilzin Sumberg Baena Price & Axelrod, LLP
Firm Name
200 South Biscayne Blvd.
Suite 2500
Miami, FL 33131

Address

(305) 374-7580 Fax: (305) 374-7593
Telephone Number

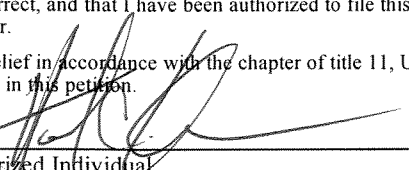
June 9, 2009
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X 
Signature of Authorized Individual

Howard C. Karawan
Printed Name of Authorized Individual

Chief Restructuring Officer
Title of Authorized Individual

June 9, 2009
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

In re Fontainebleau Las Vegas, LLC
Debtor

Case No. _____

FORM 1. VOLUNTARY PETITION
Pending Bankruptcy Cases Filed Attachment

<u>Name of Debtor / District</u>	<u>Case No. / Relationship</u>	<u>Date Filed / Judge</u>
Fontainebleau Las Vegas Holdings, LLC Southern District of Florida	Affiliated Company	06/09/09
Fontainebleau Las Vegas Capital Corp. Southern District of Florida	Affiliated Company	06/09/09

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Southern District of Florida

In re Fontainebleau Las Vegas, LLC

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

The information herein shall not constitute an admission of liability by, nor is it binding on the Debtor. Moreover, nothing herein shall affect the Debtor's right to challenge the amount or characterization of any claim at a later date.

A "*" in column (3) identifies claimants who may have mechanics or materialmen lien rights but have not asserted them as of the Petition Date.

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Corporate Express, Inc. P. O. Box 95708 Chicago, IL 60695	Elizabeth Buono Corporate Express, Inc. P. O. Box 95708 Chicago, IL 60695 858 602 2461	Trade Debt		3,370,405.53
Bally Technologies 6601 S. Bermuda Road Attn: Legal Department Las Vegas, NV 89119	Richard Hadrill Bally Technologies 6601 S. Bermuda Road Attn: Legal Department Las Vegas, NV 89119 702 584 7601	Trade Debt	Disputed	1,922,450.00
HPG International, LLC 2121 N. California Blvd. Suite 625 Walnut Creek, CA 94596	Benjamin O' Connor HPG International, LLC 2121 N. California Blvd. Suite 625 Walnut Creek, CA 94596 925 949 5700	Trade Debt		1,902,930.82
Minibar North America, Inc. 7340 Westmore Road Rockville, MD 20850	Walt Starasser Minibar North America, Inc. 7340 Westmore Road Rockville, MD 20850 301 354 5055	Trade Debt	Disputed	1,824,095.00
Kelley Technologies 5625 Arville Street #E Las Vegas, NV 89118	Brooks Pickering Kelley Technologies 5625 Arville Street #E Las Vegas, NV 89118 702 889 8777 x 288	Trade Debt	Disputed	1,617,019.00

B4 (Official Form 4) (12/07) - Cont.

In re Fontainebleau Las Vegas, LLC

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
DWI Holdings, Inc. Attn: Controller 902 Oothcalooga Street Calhoun, GA 30701	Michael Bernstein DWI Holdings, Inc. Attn: Controller 902 Oothcalooga Street Calhoun, GA 30701 770 644 6302	Trade Debt		1,392,921.05
Griffin 2902 Nebraska Avenue Santa Monica, CA 90404	William Griffin Griffin 2902 Nebraska Avenue Santa Monica, CA 90404 310 586 6891	Trade Debt	Disputed	1,375,112.05
Global Surveillance Associates 3853 Silvestri Lane Las Vegas, NV 89102	Dan Riley Global Surveillance Associates 3853 Silvestri Lane Las Vegas, NV 89102 702 897 8400	Trade Debt	Disputed	1,005,952.87
MVD Communications LLC 11690 Groom Road Cincinnati, OH 45242	Craig Allan MVD Communications LLC 11690 Groom Road Cincinnati, OH 45242 513 444 1044	Trade Debt *		1,005,583.73
Ward & Howes Associates 3351 Highland Drive South Suite 203 Las Vegas, NV 89109	Larry Ward Ward & Howes Associates 3351 Highland Drive South Suite 203 Las Vegas, NV 89109 702 893 2992	Trade Debt	Disputed	993,060.73
Paul Steelman Design Group 3330 W. Desert Inn Road Las Vegas, NV 89102	Paul Steelman Paul Steelman Design Group 3330 W. Desert Inn Road Las Vegas, NV 89102 702 873 0221	Trade Debt *		978,517.98
Milliken & Company 201 Lukken Industrial Drive Lagrange, GA 30240	Dana Whipple Milliken & Company 201 Lukken Industrial Drive Lagrange, GA 30240 702 236 6535	Trade Debt *	Disputed	956,469.33
Decca Hospitality Seven Piedmont Center #205 3525 Piedmont Road Atlanta, GA 30305	Nick Hart Decca Hospitality Seven Piedmont Center #205 Atlanta, GA 30305 404 262 4330	Trade Debt	Disputed	858,803.85

B4 (Official Form 4) (12/07) - Cont.

In re **Fontainebleau Las Vegas, LLC**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Tri Power Group 2301 Armstrong Street #101 Livermore, CA 94551	Seth Buechley Tri Power Group 2301 Armstrong Street #101 Livermore, CA 94551 925 583 8200	Trade Debt *		575,334.57
International Bedding Co. 6434 NW 5th Way Fort Lauderdale, FL 33309	Scott Miller International Bedding Co. 6434 NW 5th Way Fort Lauderdale, FL 33309 404 394 3980	Trade Debt	Disputed	498,737.49
Gaming Partners International 1700 Industrial Road Las Vegas, NV 89102	Pat Butrico Gaming Partners International 1700 Industrial Road Las Vegas, NV 89102 702 384 2425	Trade Debt	Disputed	481,559.54
Hoshizaki Western, DC, Inc. 790 Challenger Street Brea, CA 92821	Tawna Nardo Hoshizaki Western, DC, Inc. 790 Challenger Street Brea, CA 92821 714 989 2411	Trade Debt		479,137.53
Roncelli, Inc. 6471 Metro parkway Sterling Heights, MI 48312	Thomas Wickersham Roncelli, Inc. 6471 Metro Parkway Sterling Heights, MI 48312 586 264 2060	Trade Debt		431,594.00
JL Furnishings, LLC 3040 East Maria Street Compton, CA 90221	Jeff Lazar JL Furnishings, LLC 3040 East Maria Street Compton, CA 90221 310 605 6600	Trade Debt		428,988.05
Project Light LLC 4976 Hudson Drive Stow, OH 44224	Richard Buky Project Light 4976 Hudson Drive Stow, OH 44224 330 668 9000	Trade Debt *		395,616.05

B4 (Official Form 4) (12/07) - Cont.

In re Fontainebleau Las Vegas, LLC
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Restructuring Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date June 9, 2009

Signature /s/ Howard C. Karawan
Howard C. Karawan
Chief Restructuring Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of Florida**

In re Fontainebleau Las Vegas, LLC Debtor(s) Case No. _____ Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Fontainebleau Las Vegas Holdings, LLC 19950 West Country Club Drive Miami, FL 33180			100%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chief Restructuring Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date June 9, 2009 Signature /s/ Howard C. Karawan
Howard C. Karawan

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of Florida**

In re Fontainebleau Las Vegas, LLC

Debtor(s)

Case No. _____

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Chief Restructuring Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: June 9, 2009

/s/ Howard C. Karawan

Howard C. Karawan/Chief Restructuring Officer

Signer/Title

10578 Norman Wright Mech Equip Corp
99A S Hill Dr
Brisbane, CA 94005

1888 Fund Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

1Velocity
5836 S Pecos Rd
Las Vegas, NV 89120

1Velocity
6340 S Sandhill Suite 8
Las Vegas, NV 89120-3247

4 Wall Las Vegas
3325 W Sunset Ave Ste F
Las Vegas, NV 89118

A 1 Concrete Cutting
Margaret E Lamek
6470 S Procyon
Las Vegas, NV 89118

A Company
PO Box 5702
Boise, ID 83705

A R T Inc
4842 Sw 75Th Ave
Miami, FL 33155

Aalto.Com
5160 Olson Memorial Hwy
Golden Valley, MN 55422

Abatix Corp
5530 Arville No D
Las Vegas, NV 89118

Abbott & Boyd Ltd
122 First Fl N Extension
Chelsea Harbour
London, 51510- OXE UK

Aberdeen Loan Funding Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

ABS Loans 2007 Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Absocold Corp DBA Econ
Mr James Vincent
6630 Arroyo Springs St Ste 1200
Las Vegas, NV 89113

Absolute Metals LLC
Andrea Emery
4145 Sobb Ave
Las Vegas, NV 89118

Accurate Glass Works
7662 Nw 6Th Ave
Boca Raton, FL 33487

Ace American Insurance Company
436 Walnut Street
Philadelphia, PA 19106

Acoustical Material Services
B Gauthier
4711 Mitchell St
N Las Vegas, NV 89081

Aderhold Specialty Company, Inc
Herbert Aderholt
3620 West Reno Ave
Ste K
Las Vegas, NV 89118

Aderholt Specialty Co Inc
Ms Tracy Flora
1557 Cummins Dr
Modesto, CA 95358

ADT Security Services
PO Box 371956
Pittsburgh, PA 15250-7956

Advanced Healthstyles Fitness
Equipment Inc
861 Southpark Dr No 100
Littleton, CO 80120

Afco Steel
1423 E 6Th St
PO Box 231
Little Rock, AR 72203

Afcom
Jill Eckhaus
742 E Chapman Ave
Orange, CA 92866

Agilysys NV LLC
Nadine Garner
11545 Wills Rd Ste 100
Alpharetta, GA 30004

Ahern Rentals Inc
M L Little
1722 West Bonanza Rd
Las Vegas, NV 89106

Aig National Union Fire Insurance
National Union Fire Insurance
Company Of Pittsburgh PA
175 Water Street
New York, NY 10038

Air Conditioning Heating Refrig Expo

Laura Lee
15 Franklin St
Westport, CT 06880

Air Design Technologies
Angela Darling
4955 E Cecile Avenue
Las Vegas, NV 89115

Air Systems, Inc
4280 W Ompkins Ave
Las Vegas, NV 89103

AIRLIE CLO 2006 1 Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

AIRLIE CLO 2006 II Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Ak Constructors Inc
1828 Railroad St
Corona, CA 92880

Akerhielm, Sabrina R
6145 Glenborough St
Las Vegas, NV 89115

Alarmco Inc
2007 Las Vegas Blvd So
Las Vegas, NV 89104-2555

Alabama Metal Industries Corporation
Sandra Dykstra
3425 Fayette
PO Box 3928
Birmingham, AL 35208

Albrigo, Edward J
5419 W Tropicana Ave No 2206
Las Vegas, NV 89103

Alford, James
General Delivery
Las Vegas, NV 89125

Alford, James B
370 E Harmon Ave No K212
Las Vegas, NV 89169

All Star Building Serv Corp
Marisol Padron
167 W 23Rd St
Hialeah, FL 33010

Allegiant Asset Management Co
Andrew Harding
200 Public Square
5th Fl Loc10 86 Ps 04
Cleveland, OH 44114

Allen Drilling Inc
Mr Fred Allen
4015 W Tompkins Ave
Las Vegas, NV 89103

Allianz Global Risks Us Ins Co
2350 Empire Avenue
Burbank, CA 91504-3350

Allied Trench Shoring Services
PO Box 4180
Fullerton, CA 98234-4180

Allstate Insurance Company
Jim Claudio
2775 Sanders Rd Ste B 2
Northbrook, IL 60062

Allsteel & Gypsum Products Inc
1250 Nw 23Rd Ave
Fort Lauderdale, FL 33311

Alonso, David
6526 Duck Hill Springs Dr
Las Vegas, NV 89122

Alpine Steel LLC
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Altitude Color Technologies
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American Express Company Retirement Plan
c/o Bank of America NA Ronaldo Naval VP
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American Home Assurance Company Aig
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American International Specialty Lines Insurance Co
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Ameriprise Financial Retirement Plan
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Avenue CLO II Ltd
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Avenue CLO III Ltd
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Avenue CLO IV Ltd
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Avenue CLO V Ltd
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Carlyle High Yield Partners Vi Ltd
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Carlyle High Yield Partners VII Ltd
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Cent CDO 14 Limited
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Cent CDO 15 Limited
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Dryden VIII Leverage Loan CDO 2005
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Dryden Xi Leveraged Loan CDO 2006
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Dryden Xvi Leveraged Loan CDO 2006
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Dryden Xviii Leveraged Loan 2007 Limited
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Pioneer Bond Vct Portfolio
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Pioneer Diversified High Income Trust
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Post Strategic Master Fund LP
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Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Ullico Inc
1625 Eye Street Nw
2Nd And 5Th Floors
Washington, DC 20006

Ulma Form Works Inc Western Division
Attn Jeff Giangregorio
1530 W Houston Ave
Gilbert, AZ 85233

UNICI
509 N.Cienega Blvd
West Hollywood, CA 90048

Unika Vaev
19 Ohio Ave
Norwich, CT 06380

Union Erectors LLC
Ms Anita Hershberger
6625 W Carey Ave
PO Box 97336
Las Vegas, NV 89139

United Rentals Northwest Inc
Cindee Wood
San Diego, CA

United Sheet Metal Company
14945 Nw 25Th Ct
Opa Locka, FL 33054-3194

United Visual Artists
1 Chapel Court
London, SE1 1HH ENGLAND

Universal Brass Inc
5475 Wynn Road Ste 400
Las Vegas, NV 89118-2349

Universal Consultng Corp DBA A1 Concrete
Ms Kimberly Campbell
6470 S Procyon Ave Ste A
Las Vegas, NV 89118

Universal Game Protection
P.O. Box 19268

Florence, KY 41022

Universal Piping Inc Mi
Ms Cheryl Chrzanowski
12900 Capital St
Oak Park, MI 48237

URS Corporation
Dept 1025
PO Box 121028
Dallas, TX 75312

US Airways Vacation
Linda Demarsh
111 W Rio Salado Parkway
Tempe, AZ 85281

Vacation Com
1650 King Street Suite 450
Alexandria, VA 22314

Vacation Com Inc
Steve Tracas
Vacation Com 2010 Annual Conference

Valdes, Joe A
609 Ivy Spring St
Las Vegas, NV 89138

Valley Crest Landscape Development Inc
Ms Kc Molle
24151 Ventura Blvd
Calabasas, CA 91302

Valley Forge Fabrics
2981 Gateway Dr
Pompano Beach, FL 33068

Valleycrest Landscape Development Inc
Jennifer Morua
4021 W Carey Ave
N Las Vegas, NV 89032

Van Aken Signature
1700 Sansom St 7Th Fl
Philadelphia, PA 19103

Vaughn Benz
1635 N Main St
Los Angeles, CA 90012

Veer Cash Flow CLO Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Vegas Bar & Restaurant Supply
Jamie Copp
4375 South Valley View
Suite G
Las Vegas, NV 89103

Vegas Steel Inc
Mr Craig Teglia

3520 W Oquendo Rd
Las Vegas, NV 89118

Velardo, William J
109 Quail Run Rd
Henderson, NV 89014

Ventura Marble
Ms Kim Murphy
6671 Schuster St
Las Vegas, NV 89118

Venture II CDO 2002 Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture III CDO Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture IV CDO Ltd
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture IX CDO Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture V CDO Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture VI CDO Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture VII CDO Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Venture VIII CDO Limited
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
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Veolia Energy
PO Box 714584
Columbus, OH 43271-4584

Veolia Energy Facilities Services LLC

Tibor Tip Jozsa Key Acct Exec
Dalkia North America
1930 Village Ctr Cir No 3 512
Las Vegas, NV 89134

Veolia Energy North America
Mr Tip Jozsa
1930 Village Ctr Cir No 3 512
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Verizon Wireless
P.O. Box 9622
Mission Hills, CA 91346

Verizon Wireless
Verizon Wireless Bankruptcy Admin
PO Box 3397
Bloomington, IL 61702

Verizon Wireless
PO Box 9622
Mission Hills, CA 91346-9622

Vernett Allen
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VF Investfest 2010
Bill Bachand
VF Investfest 2010
11857 N 135Th Way
Scottsdale, AZ 85259

VFC
Mr Dave Mckinley
90 N Cutler Dr
North Salt Lake, UT 84054

Viawest Inc
1200 17Th Street Suite 1150
Denver, CO 80202

Vicchairelli, Gary S
528 Tabasco Cat Ct
Henderson, NV 89015

Victoria Court Cbna Loan Funding LLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
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Villanueur, Jesus
3651 Deer Creek Way
Las Vegas, NV 89115

Viracon
Jerry A Drake
800 Park Dr
PO Box 990
Owatonna, MN 55060

Virginia Employment Commission
PO Box 1174
Richmond, VA 23218-1174

Virginia Retirement System
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
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Vista Leveraged Income Fund
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
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W & W Steel Co
PO Box 25369
PO Box 35369
Oklahoma City, OK 73125

W & W Steel Company
2780 S Jones Blvd Ste H
Las Vegas, NV 89146

W & W Steel LLC
Mr Gregg Blair Terrell Driskill
1730 W Reno
PO Box 25369
Oklahoma City, OK 73106

W B Oshields
7566 Spanish Bay Dr
Las Vegas, NV 89113

W R Grace & Co Conn Grace Construction
Co Robert L Bachman Esq
19100 Von Karman Ave
No 380
Irvine, CA 92612

W T Global LLC Warren Tricomi Salon
Roxana Pixilie
120 East 87Th Street
Suite R60
New York, NY 10128

Waco International La Inc
18024 S Broadway
Gardena, CA 90428

Waco International West
George M Raymond
3515 Losse Rd Ste B
Waco Scaffolding & Equipment
North Las Vegas, NV 89030-3323

Waco Scaffolding & Equipment Inc
Ms Madelyn Medieros Payroll Admin
Mr Dennis Highstreet Branch Manager
18024 S Broadway
Gardena, CA 90248

Walsh, Patrick D
6433 Wild Chive Ave
Las Vegas, NV 89122

Ward & Howes Associates

3351 Highland Dr South
Ste 203
Las Vegas, NV 89109

Warren, David C
9605 Sienna Valley Ave
Las Vegas, NV 89149

Washout Systems, Inc,
Angie D Hart
PO Box 231419
Las Vegas, NV 89105

Water & Energy Systems Technology Inc
Mr Steven Maccarthy
Manager Sales Service
13109 Arctic Cir
Santa Fe Springs, CA 90670

Water Fx Custom Pools Spas & Fountains
Ms Natalie Schwartz
4690 W Post Rd Ste 135
Las Vegas, NV 89118

Watson Bowman Acme Corp
Mr Justin Lofting
1105 Anza Ave
Vista, CA 92084

Watson, Michelle C
2879 Geary Pl No 2801
Las Vegas, NV 89109

Way, Richard
Richard A Way Jr
10809 Garden Mist Dr No 1069
Las Vegas, NV 89135

Wayman, Mark
The Foundation LLC
PO Box 531322
Henderson, NV 89053-1322

Wayzata Opportunities Fund II LP
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
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Wegner, Peter
c/o Griffin
2902 Nebraska Ave
Santa Monica, CA 90404

Weich Group, Inc.
Attn: Rob Weich
P.O. Box 285
Mequon, WI 53092-0285

Weiler, Gregg A
3845 S Torrey Pines Dr
Las Vegas, NV 89103

Welling, Bob
Fontainebleau Resort Lv

2827 Paradise Rd
Las Vegas, NV 89109

Welling, Robert M
113 Weatherwood Ct
Henderson, NV 89074

Wells Cargo
PO Box 81170
Las Vegas, NV 89180

Wells Cargo Inc
Susan McCormack
3635 S Rainbow Blvd
100
Las Vegas, NV 89103

Wells Cargo Inc
Mr Erik Sudberg
7770 W Spring Mountain Rd
Las Vegas, NV 89117

Wells Fargo Bank
WF 8113
P O BOX 1450
Minneapolis, MN 55485-8113

Wells Fargo Bank NA as Trustee
Corporate Trust Services
Mac N9311 110
625 Marquette Ave
Minneapolis, MN 55479

Wells, John M
11318 Chapelgate Ln
Jacksonville, FL 32223

Wenz, Richard
26429 Brick Ln
Bonita Springs
, FL 34134

West Edna Associates Ltd
Ms Marci Campos
3755 W Hacienda Ave
Las Vegas, NV 89118

Westar Fire Protection Las Vegas NV
Mr Troy Spiger
5520 Stephanie St
Las Vegas, NV 89122

Westchester CLO Ltd
c/o Bank of America NA Ronaldo Naval VP
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Western Asset Management Co Wamco
Stephen Walsh
385 East Colorado Blvd
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Western Bar & Rest. Supply
P O Box 81675

Las Vegas, NV 89180-1675

Western Diamond
4525 W Hacienda Ave Ste 106
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Western New York Pga
Bill Dimas
WNY PGA
8265 Sheridan Dr
Williamsville, NY 14221

Western New York Section Pga
PO Box 1728
Williamsville, NY 14231-1728

Western Outdoor Adver DBA Striping Sol
Ms Shari Hettenbaugh
4181 W Oquendo Rd
Las Vegas, NV 89118

Western Technologies Inc
Ms Dawn Slone
3611 W Tompkins
Las Vegas, NV 89103

Western Technologies Inc
Ms Mollie Friedlander
3737 E Broadway
Phoenix, AZ 85040

Westlb Ag New York Branch
c/o Bank of America NA Ronaldo Naval VP
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Dallas, TX 75202-3714

Westwood CDO I Ltd
c/o Bank of America NA Ronaldo Naval VP
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Westwood CDO II Ltd
c/o Bank of America NA Ronaldo Naval VP
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Whitfield, Calvin
Dba CCCS International
PO Box 51765

Summerville, SC 29485

Whitney CLO I Ltd
c/o Bank of America NA Ronaldo Naval VP
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Whitney Consulting
2704 Mead
Springfield, IL 62707

Whitney, Paul R
10903 Fintry Hill Ct
Las Vegas, NV 89141

Wilks, Henry G
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Las Vegas, NV 89131

Williams Sonoma Home Inc
3250 Van Ness Ave
San Francisco, CA 94109

Williams, Timothy D
2661 Belgreen St
Las Vegas, NV 89135

Williamsburg Financial Group
Williamsburg Financial Group
4365 New Town Ave
Williamsburg, VA 23188

Wilson B Hingpit
6721 Gentle Harbor St
N Las Vegas, NV 89084

Wilson, Michael
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Winroc
3775 E Sahara Ave
Las Vegas, NV 89104

Winter Composites
Mr Mike Winterhalter
24941 Dana Point Harbor Dr Ste 110
Dana Point, CA 92629

Wirespeed Solutions
Mark Tsujihara
3835R E Thousand Oaks Blvd Ste 135
Westlake Village, CA 91362

Wolf Gordon
33 00 47Th Ave
Lic, NY 11101

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Janice M Michaels T Blake Gross
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Las Vegas, NV 89128-6652

Wood, Tristan M

8451 Bella Sovana Ct
Las Vegas, NV 89141

Woodrum, Francine A
3640 El Toro St
Las Vegas, NV 89121

Woolems Inc
2900 Hillsboro Rd
W Palm Beach, FL 33405-1053

World Market Center Spe LLC
Jonathan P Leleu Michelle Monteferrante
World Market Ctr Las Vegas
495 S Grand Central Pkwy Ste 2203
Las Vegas, NV 89106

World Tea Expo
George Jage
World Of Tea Expo 2010 And 2011
5125 W Oquendo Rd Ste 16
Las Vegas, NV 89118

Worline, Laura A
2206 Adriatic Dr
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Wray L Halterman
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Las Vegas, NV 89141

Xl Specialty Insurance Company
Seaview House, 70 Seaview Ave
Stamford, CT 06902

Y Lighting
333 Washington Blvd, #352
Marina Del Ray, CA 90202

Yellow Transportation Inc
PO Box 100299
Pasadena, CA 91189-0299

Yoshimoto, Richard
3050 S Nellis Blvd Apt 2029
Las Vegas, NV 89121

Young Electric Sign Company
Ms Sherry Hashimoto John Williams
5119 S Cameron St
Las Vegas, NV 89118

Ypartnership LLC
Attn Peter Yesawich Mgr
423 S Keller Rd
Ste 100
Orlando, FL 32810-6121

Yvette Cleaning Services
2216 Crestline Falls Pl
Las Vegas, NV 89134

YWS Architects LLC
Intel Corporation
2200 Mission College Blvd

Santa Clara, CA 95052-8119

YWS Architects LLC
Thomas A Wucherer
5005 W Patrick Ln
Las Vegas, NV 89118

Z Capital Funding Z Capital Finance LLC
c/o Bank of America NA Ronaldo Naval VP
901 Main St 14Th Fl
Bank Of America Plz MC TX1 492 14 11
Dallas, TX 75202-3714

Z Gallerie
1855 W 139Th St
Gardena, CA 90249

Z Glass
6380 W Valley View No 236
Las Vegas, NV 89118

Z Glass Inc
9101 West Sahara Ave 105 019
Las Vegas, NV 89117

Z Glass, Inc
Jennifer R Lloyd Robinson Esq
6750 Via Austi Prkwy
Ste 170
Las Vegas, NV 89119

Z Wall Inc
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Las Vegas, NV 89118

Zafarano III, Michael
505 Sam Jonas Dr
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Zager, Andrew C
1309 Plum Canyon St
Las Vegas, NV 89142

Zampino, Michael B
580 Jackson Dr
Henderson, NV 89014

Zapata Associates
444 Broadway 3Rd Fl
New York, NY 10013

Zerolux LLC
18 West 27Th St 9Th Fl
New York, NY 10001

Zetian Systems, Inc
Pezzillo Robinson
Jennifer R Lloyd Robinson
6750 Via Austi Parkway Suite 170
Las Vegas, NV 89119

Zetino, Monica A
6344 Barrington Bridge Ave
Las Vegas, NV 89122

Zuniga, Aguilar Jose
1224 Washington Ave
Las Vegas, NV 89106

FONTAINEBLEAU LAS VEGAS, LLC

**WRITTEN CONSENT TO RESOLUTIONS
OF THE SOLE MEMBER**

The undersigned, being the sole Member (the "Member") of Fontainebleau Las Vegas, LLC, a Nevada limited liability company (the "Company"), does hereby consent, pursuant to the provisions of the operating agreement of the Company and Chapter 86 of the Nevada Revised Statutes (the "Act"), to the adoption of, and hereby does adopt, the following recitals, resolutions and the actions specified therein:

WHEREAS, the Member has reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company; and

WHEREAS, the Member has extensively reviewed and evaluated the strategic alternatives available to the Company, and has determined that the filing of a voluntary petition (the "Petition") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") by the Company is in the best interests of the Company.

NOW, THEREFORE, it is:

RESOLVED, that Howard C. Karawan be, and he hereby is, appointed to serve as the Chief Restructuring Officer of the Company, and in such capacity is hereby authorized to direct and manage all financial restructuring activities by or on behalf of the Company, as well as all human resources, marketing, sales, logistics, finance, legal and administration matters related thereto, and such other aspects of the Company as the Member may explicitly authorize, all of which shall be consistent with the business judgment rule, subject to the Act;

RESOLVED, that, as Chief Restructuring Officer of the Company, Mr. Karawan shall report directly to the Member which shall retain the exclusive authority to approve of any financial restructuring(s) to be undertaken by or on behalf of the Company;

RESOLVED, that, in the judgment of the Member, it is desirable and in the best interests of the Company and its creditors, owners and other interested parties, that the Petition be filed by the Company;

RESOLVED, that the Company be, and it hereby is, authorized to file the Petition in the United States Bankruptcy Court for the Southern District of Florida (the "Bankruptcy Court") and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing;

RESOLVED, that any one of the Chief Restructuring Officer of the Company, Albert E. Kotite or any other officer of the Company as the Member

may designate (each, an "Authorized Officer," and, collectively, the "Authorized Officers"), be, and hereby is, authorized, empowered and directed on behalf of, and in the name of, the Company to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as are necessary or desirable to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute, acknowledge, deliver and verify any and all other documents necessary or appropriate in connection therewith or to administer the Company's chapter 11 case in such form or forms as the Chief Restructuring Officer of the Company may approve;

RESOLVED, that the Chief Restructuring Officer of the Company, be, and hereby is, authorized, empowered and directed to retain, on behalf of the Company: (a) the law firm of Bilzin Sumberg Baena Price & Axelrod LLP; (b) the law firm of Kasowitz, Benson, Torres & Friedman LLP; (c) the law firm of Buchanan Ingersoll & Rooney PC; (d) Citadel Derivatives Group LLC; (e) Moelis & Company LLC; (f) Kurtzman Carson Consultants LLC; and (g) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants and/or brokers, in each case, as in such officer's judgment may be necessary or desirable in connection with the Company's chapter 11 case and other related matters, on such terms as the Chief Restructuring Officer of the Company shall approve;

RESOLVED, that the law firm of Bilzin Sumberg Baena Price & Axelrod LLP and any additional special counsel, if any, selected by the Chief Restructuring Officer of the Company, be, and hereby are, authorized, empowered and directed to represent the Company, as debtor and debtor in possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

RESOLVED, that the Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, be, and it hereby is, authorized, empowered and directed to: (a) enter into a new debtor in possession financing facility or agreement regarding the use of cash collateral and any associated documents, or otherwise obtain Bankruptcy Court authority to use cash collateral, and consummate the transactions contemplated therein or thereby (collectively, the "Financing Transactions") with such lenders and on such terms as may be approved by the Chief Restructuring Officer of the Company, as may be reasonably necessary for the continuing conduct of the affairs of the Company; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the assets of the Company, as may be deemed necessary by the Chief Restructuring Officer of the Company in connection with the Financing Transactions;

RESOLVED, that: (a) the Authorized Officers, and each of them, acting alone, be, and hereby are, authorized, empowered and directed in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guarantees, notices and any and all other documents as any such Authorized Officer may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "Financing Documents"); (b) Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by any Authorized Officer be, and the same hereby are, approved; and (c) the actions of any Authorized Officer taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guarantees, notices and other documents, shall be conclusive evidence of the approval thereof by the Member;

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Authorized Officers, the Authorized Officers, and each of them, acting alone, be, and hereby are, authorized, empowered and directed, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute, acknowledge, deliver and verify any and all such agreements, consents, certificates, instruments, amendments and other documents, in each case, as in any such Authorized Officer's judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

RESOLVED, that the authorities hereby conferred shall be deemed retroactive, and any and all acts authorized herein that were performed prior to the adoption of these resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed this Written Consent in order to give its consent thereto effective as of the 9th day of June, 2009.

SOLE MEMBER:

FONTAINEBLEAU LAS VEGAS
HOLDINGS, LLC, a Nevada limited
liability company

By: 

Name: Howard C. Karawan

Title: Chief Restructuring Officer