

Arena Land Holdings, LLC
Form POSASR
December 16, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3

TO

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MGM RESORTS INTERNATIONAL

(Exact name of registrant as specified in its charter)

| | |
|--|-------------------------------|
| Delaware | 88-0215232 |
| (State or other jurisdiction of | (I.R.S. Employer |
| incorporation or organization) | Identification Number) |
| 3600 Las Vegas Boulevard South | |
| Las Vegas, Nevada 89109 | |

(702) 693-7120

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

See Table of Additional Registrants Below

John M. McManus, Esq.

Executive Vice President, General Counsel and Secretary

MGM Resorts International

3600 Las Vegas Boulevard South

Las Vegas, Nevada 89109

(702) 693-7120

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Rod Miller, Esq.

Milbank, Tweed, Hadley & McCloy LLP

One Chase Manhattan Plaza

New York, New York 10005

(212) 530-5000

Approximate date of commencement of proposed sale to the public:

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From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title Of Each Class of Securities To Be Registered | Amount To Be Registered | Proposed | |
|--|-------------------------|-------------------------|----------------------------|
| | | Offering Price per Unit | Amount Of Registration Fee |
| | (2) | (2) | (1)(2) |
| Guarantees of Debt Securities(1) | | | |

- (1) Guarantees of Debt Securities may be issued by those direct and indirect subsidiaries of MGM Resorts International listed on the following page under the caption Table of Additional Registrants. Pursuant to Rule 457(n), no separate registration fee is payable in respect of the registration of the guarantees.
- (2) An indeterminate aggregate initial offering price or number of securities of each identified class is being registered as may from time to time be offered hereunder at indeterminate prices. Securities registered hereunder may be issued in primary offerings or upon exercise, conversion or exchange of other securities registered hereunder. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities or that are represented by depositary shares. In accordance with Rules 456 (b) and 457(r) under the Securities Act of 1933, the registrant is deferring payment of the entire registration fee.

TABLE OF ADDITIONAL REGISTRANTS

| Exact Name of Registrant as Specified in Its Charter* | State or Other | I.R.S. |
|---|-------------------------|-----------------------|
| | Jurisdiction of | Employer |
| | Incorporation or | Identification |
| | Organization | Number |
| 350 Leasing Company I, LLC | Nevada | 26-0257649 |
| 350 Leasing Company II, LLC | Nevada | 26-0881385 |
| 450 Leasing Company I, LLC | Nevada | 80-0562797 |
| 550 Leasing Company I, LLC | Nevada | 88-0121916 |
| 550 Leasing Company II, LLC | Nevada | 27-2301518 |
| AC Holding Corp. | Nevada | 88-0220212 |
| AC Holding Corp. II | Nevada | 88-0220229 |
| Arena Land Holdings, LLC | Nevada | 80-0935801 |
| Aria Resort & Casino, LLC | Nevada | 20-5396350 |
| Beau Rivage Resorts, Inc., dba Beau Rivage | Mississippi | 88-0340296 |
| Bellagio, LLC, dba Bellagio | Nevada | 94-3373852 |
| Bungalow, Inc. | Mississippi | 64-0410882 |
| Circus Circus Casinos, Inc., dba Circus Circus Hotel and Casino-Las Vegas | | |
| Circus Circus Hotel and Casino-Reno and Slots-A-Fun Casino | Nevada | 88-0191825 |
| CityCenter Facilities Management, LLC | Nevada | 27-3246985 |
| CityCenter Realty Corporation | Nevada | 20-5106648 |
| Destron, Inc. | Nevada | 88-0234293 |
| Diamond Gold, Inc. | Nevada | 88-0242688 |
| Galleon, Inc. | Nevada | 88-0307225 |
| Gold Strike Fuel Company, LLC dba Gold Strike Auto & Truck Plaza | Nevada | 88-0433152 |
| Gold Strike L.V. | Nevada | 88-0230231 |
| Grand Laundry, Inc. | Nevada | 88-0298834 |
| IKM MGM, LLC | Nevada | 26-0872384 |
| IKM MGM Management, LLC | Nevada | 26-0872415 |
| Jean Development Company, LLC, dba Gold Strike Hotel and Gambling Hall | Nevada | 88-0223200 |
| Jean Development North, LLC | Nevada | 88-0312945 |
| Jean Development West, LLC | Nevada | 88-0241415 |
| Jean Fuel Company West, LLC dba Nevada Landing Auto Plaza | Nevada | 88-0269160 |
| LV Concrete Corp. | Nevada | 88-0337406 |
| MAC, Corp. | New Jersey | 22-3424950 |
| Mandalay Corp., dba Mandalay Bay Resort and Casino and The Hotel | Nevada | 88-0384693 |
| Mandalay Employment, LLC | Nevada | 26-2196014 |
| Mandalay Place | Nevada | 88-0383769 |
| Mandalay Resort Group | Nevada | 88-0121916 |
| Metropolitan Marketing, LLC | Nevada | 22-3756320 |
| MGM Grand Condominiums, LLC | Nevada | 55-0806676 |
| MGM Grand Condominiums II, LLC | Nevada | 20-2116101 |
| MGM Grand Condominiums III, LLC | Nevada | 05-0627790 |
| MGM Grand Detroit, Inc. | Delaware | 91-1829051 |

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| | | |
|--|--------|------------|
| MGM Grand Hotel, LLC, dba MGM Grand Hotel & Casino | Nevada | 94-3373856 |
| MGM Hospitality, LLC | Nevada | 20-8588249 |
| MGM International, LLC | Nevada | 20-5581298 |
| MGM Resorts Advertising, Inc. | Nevada | 88-0162200 |
| MGM Resorts Aircraft Holdings, LLC | Nevada | 11-3739807 |
| MGM Resorts Arena Holdings, LLC | Nevada | 80-0934685 |
| MGM Resorts Aviation Corp. | Nevada | 88-0173596 |
| MGM Resorts Corporate Services | Nevada | 88-0225681 |
| MGM Resorts Development, LLC | Nevada | 88-0368826 |
| MGM Resorts Festival Grounds, LLC | Nevada | 90-0989374 |
| MGM Resorts International Design | Nevada | 88-0406202 |

| Exact Name of Registrant as Specified in Its Charter* | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|--|
| MGM Resorts International Global Gaming Development, LLC | Nevada | 26-3463682 |
| MGM Resorts International Marketing, Inc. | Nevada | 86-0868640 |
| MGM Resorts International Operations, Inc. | Nevada | 88-0471660 |
| MGM Resorts Land Holdings, LLC | Nevada | 51-0649237 |
| MGM Resorts Macao, LLC | Nevada | 88-0512367 |
| MGM Resorts Management and Technical Services, LLC | Nevada | 20-4986873 |
| MGM Resorts Manufacturing Corp. | Nevada | 88-0195439 |
| MGM Resorts Mississippi, Inc., dba Gold Strike Casino Resort | Mississippi | 64-0831942 |
| MGM Resorts Online, LLC | Nevada | 45-3690532 |
| MGM Resorts Retail | Nevada | 88-0385232 |
| MGM Springfield, LLC | Massachusetts | 45-4315066 |
| MH, Inc., dba Shadow Creek | Nevada | 88-0245162 |
| Mirage Leasing Corp. | Nevada | 88-0424843 |
| Mirage Laundry Services Corp. | Nevada | 88-0287118 |
| Mirage Resorts, Incorporated | Nevada | 88-0058016 |
| M.I.R. Travel | Nevada | 88-0276369 |
| MMNY Land Company, Inc. | New York | 33-1043606 |
| MRGS, LLC | Nevada | 88-0321295 |
| M.S.E. Investments, Incorporated (MSE) | Nevada | 88-0142077 |
| Nevada Landing Partnership | Illinois | 88-0311065 |
| New Castle Corp., dba Excalibur Hotel and Casino | Nevada | 88-0239831 |
| New PRMA Las Vegas, Inc. | Nevada | 88-0430015 |
| New York-New York Hotel & Casino, LLC, dba New York-New York Hotel & Casino | Nevada | 88-0329896 |
| New York-New York Tower, LLC | Nevada | 84-1646058 |
| OE Pub, LLC | Nevada | 27-0940613 |
| Park District Holdings, LLC | Nevada | 80-0938347 |
| PRMA, LLC | Nevada | 88-0430017 |
| PRMA Land Development Company, dba Primm Valley Golf Club | Nevada | 88-0325842 |
| Project CC, LLC | Nevada | 84-1669056 |
| Railroad Pass Investment Group, LLC, dba Railroad Pass Hotel and Casino | Nevada | 88-0208350 |
| Ramparts, Inc., dba Luxor Hotel and Casino | Nevada | 88-0237030 |
| Signature Tower 1, LLC | Nevada | 20-5382807 |
| Signature Tower 2, LLC | Nevada | 26-3300673 |
| Signature Tower 3, LLC | Nevada | 26-3300756 |
| The Crystals at CityCenter Management, LLC | Nevada | 74-3242574 |
| The Mirage Casino-Hotel, dba The Mirage | Nevada | 88-0224157 |
| The Signature Condominiums, LLC | Nevada | 33-1129331 |
| Tower B, LLC | Nevada | 42-1747200 |
| Tower C, LLC | Nevada | 42-1747202 |
| Vendido, LLC | Nevada | 45-4205677 |
| Vdara Condo Hotel, LLC | Nevada | 20-8277206 |
| Victoria Partners, dba Monte Carlo Resort and Casino | Nevada | 88-0346764 |

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| | | |
|-------------------------------|--------|------------|
| VidiAd | Nevada | 88-0428375 |
| Vintage Land Holdings, LLC | Nevada | 20-8920761 |
| Vintage Land Holdings II, LLC | Nevada | 26-0181763 |

* Each additional registrant is a direct or indirect subsidiary of MGM Resorts International. The address, including zip code, and telephone number, including area code, of each registrant's principal executive offices is c/o MGM Resorts International, 3600 Las Vegas Boulevard South, Las Vegas, Nevada 89109, telephone (702) 693-7120. The name, address, and telephone number of the agent for service for each additional registrant is John M. McManus, Executive Vice President, General Counsel and Secretary, MGM Resorts International, 3600 Las Vegas Boulevard South, Las Vegas, Nevada 89109, telephone (702) 693-7120.

EXPLANATORY NOTE

This Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (Registration No. 333-180112) of MGM Resorts International (the Company) and its subsidiary guarantor registrants (the Registration Statement) is being filed for the purpose of adding Arena Land Holdings, LLC, Park District Holdings, LLC, MGM Resorts Festival Grounds, LLC and MGM Resorts Arena Holdings, LLC, subsidiaries of the Company, as co-registrants that are, or may potentially be, guarantors of some or all of the debt securities with respect to which offers and sales are registered under the Registration Statement. No changes or additions are being made hereby to the base prospectus that already forms a part of the Registration Statement. Accordingly, such base prospectus is being omitted from this filing.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following table is an itemization of the fees and expenses incurred or expected to be incurred in connection with the issuance and distribution of the securities being registered. The Registrant will bear all expenses of the offering of the securities registered hereby and all but the SEC registration fee are estimates and remain subject to future contingencies.

| | | |
|--|-----------|-----------|
| Securities and Exchange Commission Fee | \$ | * |
| Printing and Engraving Expenses | \$ | ** |
| Legal Fees and Expenses | \$ | ** |
| Accounting Fees and Expenses | \$ | ** |
| Trustee Fees and Expenses | \$ | ** |
| Miscellaneous | \$ | ** |
| Total | \$ | ** |

* In accordance with Rule 456(b) and as set forth in footnote (1) to the Calculation of Registration Fee table on the front cover page of this registration statement, we are deferring payment of the registration fee for the securities offered by this prospectus.

** These fees are calculated based on the securities offered and the number of issuances. Therefore, these fees cannot be estimated at this time.

Item 15. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the DGCL) provides that a corporation may indemnify directors and officers, as well as other employees and individuals, against expenses, including attorneys fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent of such corporation. The DGCL provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any certificate of incorporation, bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability: (i) for any breach of the director s duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for payments of unlawful dividends or unlawful stock repurchases, redemptions or other distributions or (iv) for any transactions from which the director derived an improper personal benefit.

The amended and restated certificate of incorporation of MGM Resorts International provides MGM Resorts International will indemnify its directors and officers to the fullest extent permitted by law and that no director shall be liable for monetary damages to MGM Resorts International or its stockholders for any breach of fiduciary duty, except to the extent provided by applicable law. Article II, Section 12 of the Bylaws of MGM Resorts International

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provides for indemnification of persons to the extent permitted by the Delaware General Corporation Law.

The law of the state of incorporation and/or the provisions of the certificates of incorporation, the bylaws, the limited liability company agreements or the general partnership agreements, as applicable, of all of the subsidiaries listed in the Table of Additional Registrants included in the Registration Statement, provide for the limitation of liability and indemnification of officers, directors, managers and persons performing similar functions, as applicable, of the subsidiaries similar to those described above.

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MGM Resorts International maintains standard policies of directors and officers liability insurance. MGM Resorts International also has entered into indemnification agreements with its directors and officers. Subject to certain limited exceptions, under these agreements MGM Resorts International will be obligated, to the fullest extent not prohibited by the DGCL, to indemnify such directors and officers against all expenses, judgments, fines and penalties incurred in connection with the defense or settlement of any actions brought against them by reason of the fact they were directors and officers of MGM Resorts International.

Item 16. Exhibits.

| Exhibit Number | Description of Exhibit |
|-----------------------|---|
| 1.1 | Form of Underwriting Agreement* |
| 4.1 | Amended and Restated Certificate of Incorporation of MGM Resorts International, dated June 14, 2011 (incorporated by reference to Exhibit 3.1 to MGM Resorts International's Quarterly Report on Form 10-Q filed on August 9, 2011) |
| 4.2 | Amended and Restated Bylaws of MGM Resorts International (incorporated by reference to Exhibit 3.1 to MGM Resorts International's Current Report on Form 8-K filed on August 23, 2013) |
| 4.3 | Form of Indenture for the Debt Securities (previously filed) |
| 4.4 | Form of Debt Security* |
| 4.5 | Form of Guarantee* |
| 4.6 | Form of Warrant Agreement* |
| 4.7 | Form of Warrant* |
| 4.8 | Form of Rights Agreement* |
| 4.9 | Form of Stock Purchase Agreement* |
| 4.10 | Form of Unit Agreement* |
| 5.1 | Opinion of Milbank, Tweed, Hadley and McCloy LLP (previously filed) |
| 12.1 | Computation of Ratio of Earnings to Fixed Charges (previously filed) |
| 23.1 | Consent of Deloitte & Touche LLP** |
| 23.2 | Consent of Milbank, Tweed, Hadley and McCloy LLP (previously filed) |
| 24.1 | Power of Attorney (included in signature page to the Registration Statement on Form S-3, Registration No. 333-180112, filed March 15, 2012)(previously filed) |
| 24.2 | Power of Attorney (previously filed) |
| 24.3 | Power of Attorney** |
| 25.1 | Statement of Eligibility on Form T-1 of U.S. Bank National Association, to act as trustee under the Indenture (previously filed) |

* To be filed by amendment or as an exhibit to a document filed by MGM Resorts International under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference.

** Filed herewith.

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Item 17. Undertakings.

1. The undersigned Registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(i), (a)(ii) and (a)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. That, for the purpose of determining liability under the Securities Act to any purchaser:

(a) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(b) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale

prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; and

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3. The undersigned Registrant hereby undertakes that, for the purpose of determining liability of the Registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(a) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(b) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(c) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the Registrant; and

(d) Any other communication that is an offer in the offering made by the Registrant to the purchaser.

4. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

5. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

6. To supplement the prospectus, after the expiration of any warrant or right subscription period, to set forth the results of any warrant or right subscription offer, the transactions by the underwriters during the subscription period, the amount of unsubscribed securities to be purchased by the underwriters, and the terms of any subsequent reoffering thereof. If any public offering by the underwriters is to be made on terms differing from those set forth on the cover page of the prospectus, a post-effective amendment will be filed to set forth the terms of such offering.

7. The undersigned Registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of section 310 of the Trust Indenture Act (Act) in accordance with the rules and regulations prescribed by the Commission under section 305(b)2 of the Act.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Resorts International certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM RESORTS INTERNATIONAL

By: *
Daniel J. D. Arrigo
*Executive Vice President,
Chief Financial Officer and Treasurer
(Principal Financial Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|--------------------------|--|
| * James J. Murren | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) |
| * Robert H. Baldwin | Chief Design and Construction Officer and Director |
| * Daniel J. D. Arrigo | Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) |
| * Robert C. Selwood | Executive Vice President and Chief Accounting Officer (Principal Accounting Officer) |
| * William A. Bible | Director |
| * Burton M. Cohen | Director |
| * Willie D. Davis | Director |
| * Alexis M. Herman | Director |

*
Roland Hernandez Director

William Grounds Director

*
Anthony Mandekic Director

*
Rose McKinney-James Director

*
Daniel J. Taylor Director

Greg Spierkel Director

*By: /s/ Andrew Hagopian III
Andrew Hagopian III
Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the entities listed below certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

AC HOLDING CORP.
AC HOLDING CORP II
DIAMOND GOLD, INC.
LV CONCRETE CORP.
MANDALAY PLACE
MANDALAY RESORT GROUP
MGM RESORTS CORPORATE SERVICES
MGM RESORTS MANUFACTURING
CORP.
MH, INC.
M.I.R. TRAVEL
MIRAGE LAUNDRY SERVICES CORP.
MIRAGE LEASING CORP.
MMNY LAND COMPANY, INC.
M.S.E. INVESTMENTS, INCORPORATED
NEW PRMA LAS VEGAS, INC.
PRMA LAND DEVELOPMENT COMPANY

By: *
Daniel J. D Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|----------------------------|--|
| * James J. Murren | President and Director (Principal Executive Officer) |
| * Daniel J. D Arrigo | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| * William J. Hornbuckle | Director |
| * Corey I. Sanders | Director |

*By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Grand Detroit, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM GRAND DETROIT, INC.

By: *
Daniel J. D. Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

/s/ James J. Murren
James J. Murren

Chief Executive Officer
(Principal Executive Officer)

*
Daniel J. D. Arrigo

Treasurer
(Principal Financial Officer and Principal Accounting
Officer)

*
William J. Hornbuckle

Director

*
Corey I. Sanders

Director

*By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Resorts Aviation Corp. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM RESORTS AVIATION CORP.

By: *
Daniel J. D Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|---|---|
| /s/ William J. Hornbuckle William J. Hornbuckle | President and Chief Operating Officer (Principal Executive Officer) |
| * Daniel J. D Arrigo | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| * William J. Hornbuckle | Director |
| * Corey I. Sanders | Director |
| *By: /s/ Andrew Hagopian III Andrew Hagopian III | |
| <i>Attorney-in-fact</i> | |

Pursuant to the requirements of the Securities Act of 1933, as amended, the Bungalow, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

BUNGALOW, INC.

By: *
Daniel J. D. Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|-----------------------------|---|
| * George P. Corchis, Jr. | President and Director (Principal Executive Officer) |
| * Daniel J. D. Arrigo | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| * William J. Hornbuckle | Director |
| * Corey I. Sanders | Director |
| * James J. Murren | Director |

*By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, Circus Circus Casinos, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

CIRCUS CIRCUS CASINOS, INC.

By: *
Sheri Cherubino
Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|----------------------------|--|
| * Donald Thrasher | President (Principal Executive Officer) |
| * Sheri Cherubino | Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |
| * William J. Hornbuckle | Director |
| * Corey I. Sanders | Director |
| * James J. Murren | Director |

*By: /s/ Andrew Hagopian III
Andrew Hagopian III
Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, CityCenter Realty Corp certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

CITYCENTER REALTY CORP

By: *
Daniel J. D Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|----------------------------|---|
| * Robert H. Baldwin | President (Principal Executive Officer) |
| * Daniel J. D Arrigo | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| * William J. Hornbuckle | Director |
| * Corey I. Sanders | Director |
| * James J. Murren | Director |

*By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the entities listed below certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

DESTRON, INC.
MGM RESORTS INTERNATIONAL
MARKETING, INC.

By: *
Daniel J. D. Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|----------------------------|---|
| * Albert Faccinto, Jr. | President (Principal Executive Officer) |
| * Daniel J. D. Arrigo | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| * William J. Hornbuckle | Director |
| * Corey I. Sanders | Director |
| * James J. Murren | Director |

*By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, Galleon, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

GALLEON, INC.

By: *
Daniel J. D. Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

| | |
|----------------------------|---|
| * Corey I. Sanders | President and Director (Principal Executive Officer) |
| * Daniel J. D. Arrigo | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| * William J. Hornbuckle | Director |
| * John M. McManus | Director |

*By: /s/ Andrew Hagopian III
Andrew Hagopian III
Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, Grand Laundry, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

GRAND LAUNDRY, INC.

By: *
Daniel J. D. Arrigo
Treasurer
(Principal Financial Officer and Principal
Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*

Scott Sibella

President

(Principal Executive Officer)

*

Daniel J. D. Arrigo

Treasurer

(Principal Financial Officer and Principal Accounting
Officer)

*

William J. Hornbuckle

Director

*

Corey I. Sanders

Director

*

James J. Murren

Director

*By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, Mandalay Corp. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MANDALAY CORP.

By: *
Carlos Castro
Senior Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*
Chuck Bowling

President

(Principal Executive Officer)

*
Carlos Castro

Senior Vice President and Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

*
William J. Hornbuckle

Director

*
Corey I. Sanders

Director

*
James J. Murren

Director

*By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the entities listed below certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM RESORTS ADVERTISING, INC.
VIDIAD

By: *
Daniel J. D. Arrigo
Treasurer
(Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*
William J. Hornbuckle

President and Director

(Principal Executive Officer)

*
Daniel J. D. Arrigo

Treasurer

(Principal Financial Officer and Principal Accounting Officer)

*
Corey I. Sanders

Director

*
James J. Murren

Director

*By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Resorts International Design certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM RESORTS INTERNATIONAL
DESIGN

By: *
Blair Stanert
*Vice President and Chief Financial
Officer
(Principal Financial Officer and Principal
Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|----------------------------|---|
| * Robert H. Baldwin | President (Principal Executive Officer) |
| * Blair Stanert | Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |
| * William J. Hornbuckle | Director |
| * Corey I. Sanders | Director |
| * James J. Murren | Director |

By: /s/ Andrew Hagopian III
Andrew Hagopian III
Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the MGM Resorts International Operations, Inc. certifies that it has reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM RESORTS INTERNATIONAL
OPERATIONS, INC.

By: *
Daniel J. D Arrigo
Treasurer
*(Principal Financial Officer and Principal
Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*

Corey I. Sanders

President and Director

(Principal Executive Officer)

*

Daniel J. D Arrigo

Treasurer

(Principal Financial Officer and Principal Accounting
Officer)

*

William J. Hornbuckle

Director

*

James J. Murren

Director

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Resorts Retail certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM RESORTS RETAIL

By: *
Daniel J. D. Arrigo
Treasurer
(Principal Financial Officer and Principal
Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

| | |
|----------------------------|--|
| * Corey I. Sanders | President and Chief Operating Officer (Principal Executive Officer) |
| * Daniel J. D. Arrigo | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| * William J. Hornbuckle | Director |
| * Corey I. Sanders | Director |
| * James J. Murren | Director |

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, The Mirage Casino-Hotel certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

THE MIRAGE CASINO-HOTEL

By: /s/ Trevor Scherrer
Trevor Scherrer
President and Chief Operating Officer

(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

/s/ Trevor Scherrer
Trevor Scherrer

President and Chief Operating Officer

(Principal Executive Officer)

/s/ Janice Fitzpatrick
Janice Fitzpatrick

Senior Vice President

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

*

William J. Hornbuckle

Director

*

Corey I. Sanders

Director

*

James J. Murren

Director

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the entities listed below certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and have duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

NEW CASTLE CORP.
RAMPARTS, INC.

By: *
Scott B. Snow
Senior Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*
Suzanne Renee West

President

(Principal Executive Officer)

/s/ Peter LaVoie
Peter LaVoie

Vice President and Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

*
William J. Hornbuckle

Director

*
Corey I. Sanders

Director

*
James J. Murren

Director

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the entities listed below certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

550 LEASING COMPANY I, LLC
MANDALAY EMPLOYMENT, LLC

By: Mandalay Resort Group
Its: Member

By: *
Daniel J. D Arrigo
*Treasurer of Mandalay Resort Group
(Principal Financial Officer and
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*

James J. Murren

President and Director of Mandalay Resort Group

(Principal Executive Officer)

*

Daniel J. D Arrigo

Treasurer of Mandalay Resort Group

(Principal Financial Officer and Principal Accounting
Officer)

*

William J. Hornbuckle

Director Mandalay Resort Group

*

Corey I. Sanders

Director Mandalay Resort Group

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, Nevada Landing Partnership certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

NEVADA LANDING PARTNERSHIP

By: MSE Investments, Incorporated

Its: General Partner

By: Diamond Gold, Inc.

Its: General Partner

By:

*

Daniel J. D Arrigo
*Treasurer of each General Partner of
Nevada Landing Partnership
(Principal Financial Officer and
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*

James J. Murren

President and Director of each General Partner of Nevada Landing Partnership (Principal Executive Officer)

*

Daniel J. D Arrigo

Treasurer of each General Partner of Nevada Landing Partnership

(Principal Financial Officer and Principal Accounting Officer)

*

William J. Hornbuckle

Director of each General Partner of Nevada Landing Partnership

*

Corey I. Sanders

Director of each General Partner of Nevada Landing Partnership

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the entities listed below certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

METROPOLITAN MARKETING, LLC
MGM RESORTS LAND HOLDINGS, LLC
PRMA, LLC
VINTAGE LAND HOLDINGS, LLC
VINTAGE LAND HOLDINGS II, LLC

By: *
Daniel J. D Arrigo
Treasurer
(Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*

James J. Murren

Manager

(Principal Executive Officer)

*

Daniel J. D Arrigo

Treasurer

(Principal Financial Officer and Principal Accounting Officer)

*

Corey I. Sanders

Manager

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the entities listed below certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

350 LEASING COMPANY I, LLC
350 LEASING COMPANY II, LLC
450 LEASING COMPANY I, LLC
550 LEASING COMPANY II, LLC
MGM RESORTS AIRCRAFT HOLDINGS,
LLC

By: *

Daniel J. D Arrigo
Treasurer
*(Principal Financial Officer and Principal
Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

/s/ William Hornbuckle
William J. Hornbuckle

President and Chief Operating Officer

(Principal Executive Officer)

*

Daniel J. D Arrigo

Treasurer

(Principal Financial Officer and Principal Accounting
Officer)

*

Corey I. Sanders

Manager

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Resorts Online, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM RESORTS ONLINE, LLC

By: *
Daniel J. D. Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

/s/ Tom Mikulich

President and Chief Operating Officer

Tom Mikulich

(Principal Executive Officer)

*

Treasurer

Daniel J. D. Arrigo

(Principal Financial Officer and Principal Accounting Officer)

*

Manager

Corey I. Sanders

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Resorts International Global Gaming Development, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM RESORTS INTERNATIONAL
GLOBAL GAMING DEVELOPMENT, LLC

By: *
James J. Murren
Chief Executive Officer and Manager
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*

Chief Executive Officer and Manager

James J. Murren

(Principal Executive Officer)

/s/ Daniel J. D Arrigo

Treasurer

Daniel J. D Arrigo

(Principal Financial Officer and Principal Accounting
Officer)

*

Manager

Corey I. Sanders

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, Aria Resort & Casino, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

ARIA RESORT & CASINO, LLC

By: *
William Boasberg
Senior Vice President Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*

Senior Vice President Chief Financial Officer

William Boasberg

(Principal Financial Officer and Principal Accounting Officer)

*

Director

Corey I. Sanders

*

Director

James J. Murren

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, MRGS, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MRGS, LLC

By:

*

Doug Sandoval
*Vice President and Chief Financial
Officer
(Principal Financial Officer and
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*

President (Principal Executive Officer)

Randy Morton

*

Vice President and Chief Financial Officer

Doug Sandoval

(Principal Financial Officer and Principal Accounting
Officer)

*

Director

Corey I. Sanders

*

Director

James J. Murren

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the entities listed below certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

BEAU RIVAGE RESORTS, INC.
MGM RESORTS MISSISSIPPI, INC.

By: *
George P. Corchis, Jr.
President and Chief Operating Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*

President and Chief Operating Officer

George P. Corchis, Jr.

(Principal Executive Officer)

*

Vice President and Chief Financial Officer

Jorge Perez

(Principal Financial Officer and Principal Accounting Officer)

*

Eric Wolfman

Vice President and Chief Financial Officer of MGM Resort Mississippi, Inc. (Principal Financial Officer and Principal Accounting Officer)

*

Director

Corey I. Sanders

*

Director

James J. Murren

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, Bellagio, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

BELLAGIO, LLC

By: *
Michael Longi
Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*

President

Randy Morton

(Principal Executive Officer)

*

Vice President and Chief Financial Officer

Michael Longi

(Principal Financial Officer and Principal Accounting Officer)

*

Manager

Corey I. Sanders

*

Manager

James J. Murren

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, CityCenter Facilities Management, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

CITYCENTER FACILITIES
MANAGEMENT, LLC

By: *
Robert H. Baldwin
President
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|-------------------------|--|
| * Robert H. Baldwin | President (Principal Executive Officer) |
| * Daniel J. D Arrigo | Treasurer of CityCenter Facilities Management, LLC and Vdara Condo Hotel, LLC (Principal Financial Officer and Principal Accounting Officer) |
| * Corey I. Sanders | Director |
| * James J. Murren | Director |

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the entities listed below certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM RESORTS DEVELOPMENT, LLC
IKM MGM MANAGEMENT, LLC
IKM MGM, LLC

By: *
Daniel J. D. Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|--------------------------|---|
| * Kenneth A. Rosevear | President (Principal Executive Officer) |
| * Daniel J. D. Arrigo | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| * Corey I. Sanders | Director |
| * James J. Murren | Director |

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the entities listed below certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

GOLD STRIKE FUEL COMPANY, LLC
JEAN DEVELOPMENT COMPANY, LLC
JEAN DEVELOPMENT NORTH, LLC
JEAN DEVELOPMENT WEST, LLC
JEAN FUEL COMPANY WEST, LLC
RAILROAD PASS INVESTMENT GROUP,
LLC

By: *

Daniel J. D Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*

Donald Thrasher

President

(Principal Executive Officer)

*

Daniel J. D Arrigo

Treasurer

(Principal Financial Officer and Principal Accounting
Officer)

*

Corey I. Sanders

Director

*

James J. Murren

Director

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Springfield, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM SPRINGFIELD, LLC

By: *
Daniel J. D. Arrigo
Treasurer

*(Principal Financial Officer and
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*
William J. Hornbuckle

President

(Principal Executive Officer)

*
Daniel J. D. Arrigo

Treasurer

(Principal Financial Officer and Principal Accounting Officer)

*
Corey I. Sanders

Director

*
James J. Murren

Director

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the entities listed below certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM GRAND CONDOMINIUMS, LLC
MGM GRAND CONDOMINIUMS II, LLC
MGM GRAND CONDOMINIUMS III, LLC
THE SIGNATURE CONDOMINIUMS, LLC
SIGNATURE TOWER 2, LLC
SIGNATURE TOWER 3, LLC
SIGNATURE TOWER I, LLC
TOWER B, LLC TOWER C, LLC

By: *
Daniel J. D Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|-------------------------|---|
| * Scott Sibella | President (Principal Executive Officer) |
| * Daniel J. D Arrigo | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| * Corey I. Sanders | Director |
| * James J. Murren | Director |

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Grand Hotel, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM GRAND HOTEL, LLC

By: *
Mike Neubecker
Senior Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

| | |
|-----------------------|---|
| * Scott Sibella | President (Principal Executive Officer) |
| * Mike Neubecker | Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |
| * Corey I. Sanders | Director |
| * James J. Murren | Director |

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Hospitality, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM HOSPITALITY, LLC

By: /s/ William J. Hornbuckle
William J. Hornbuckle
President
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

/s/ William J. Hornbuckle
William J. Hornbuckle

President

(Principal Executive Officer)

*

James Mhra

Senior Vice President Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

*

Corey I. Sanders

Director

*

James J. Murren

Director

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Resorts Management and Technical Services, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM RESORTS MANAGEMENT AND
TECHNICAL SERVICES, LLC

By: /s/ William J. Hornbuckle
William J. Hornbuckle
President
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

/s/ William J. Hornbuckle
William J. Hornbuckle

President

(Principal Executive Officer)

/s/ Daniel J. D Arrigo
Daniel J. D Arrigo

Treasurer

*
Corey I. Sanders

Director

*
James J. Murren

Director

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM International, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM INTERNATIONAL, LLC

By: *
Daniel J. D. Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|---------------------------|---|
| * Albert Faccinto, Jr. | President (Principal Executive Officer) |
| * Daniel J. D. Arrigo | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| * Corey I. Sanders | Director |
| * James J. Murren | Director |

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the entities listed below certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

NEW YORK-NEW YORK HOTEL &
CASINO, LLC
NEW YORK-NEW YORK TOWER, LLC

By: *

Courtney Wenlender
*Vice President and Chief Financial
Officer
(Principal Financial Officer and
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*
Cynthia Kiser Murphey

President

(Principal Executive Officer)

*
Courtney Wenlender

Vice President and Chief Financial Officer

(Principal Financial Officer and Principal Accounting
Officer)

*
Corey I. Sanders

Director

*
James J. Murren

Director

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, OE Pub, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

OE PUB, LLC

By:

*

Daniel J. D Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

/s/ Corey I. Sanders
Corey I. Sanders

President, Chief Operating Officer and Manager

(Principal Executive Officer)

*

Daniel J. D Arrigo

Treasurer

(Principal Financial Officer and Principal Accounting
Officer)

*

James J. Murren

Manager

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the Crystals at CityCenter Management, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

THE CRYSTALS AT CITYCENTER
MANAGEMENT, LLC

By: *
Robert H. Baldwin
President and Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|--|--|
| * Robert H. Baldwin | Chief Executive Officer (Principal Executive Officer) |
| /s/ Chris Nordling Chris Nordling | Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |
| * Corey I. Sanders | Manager |
| * James J. Murren | Manager |
| By: /s/ Andrew Hagopian III Andrew Hagopian III | |
| <i>Attorney-in-fact</i> | |

Pursuant to the requirements of the Securities Act of 1933, as amended, Mirage Resorts, Incorporated certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MIRAGE RESORTS, INCORPORATED

By: *
Daniel J. D. Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*
James J. Murren

President and Director

(Principal Executive Officer)

*
Daniel J. D. Arrigo

Treasurer

(Principal Financial Officer and Principal Accounting Officer)

*
John M. McManus

Director

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, MAC, Corp. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MAC, CORP.

By:

*

Daniel J. D. Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*

William J. Hornbuckle

President and Director

(Principal Executive Officer)

*

Daniel J. D. Arrigo

Treasurer

(Principal Financial Officer and Principal Accounting
Officer)

*

James J. Murren

Director

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, Victoria Partners certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

VICTORIA PARTNERS

By: MRGS, LLC
Its: Partner

By: *

Doug Sandoval
*Vice President and Chief Financial
Officer of MRGS, LLC*

*(Principal Financial Officer and
Principal
Accounting Officer)*

By: Gold Strike L.V.
By: Diamond Gold, Inc.
Its: General Partner
By: M.S.E. Investments, Incorporated
Its: General Partner

By: *

Daniel J. D Arrigo
*Treasurer of each General Partner of
Gold Strike L.V.*

*(Principal Financial Officer and
Principal
Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

*

Randy Morton

*

James J. Murren

TITLE

President of MRGS, LLC

(Principal Executive Officer)

Manager of MRGS, LLC and President and Director of
each Partner of Gold Strike L.V.

(Principal Executive Officer)

Edgar Filing: Arena Land Holdings, LLC - Form POSASR

*
Doug Sandoval

Vice President and Chief Financial Officer of MRGS,
LLC

(Principal Financial Officer and Principal Accounting
Officer)

*
Daniel J. D. Arrigo

Treasurer of each General Partner of Gold Strike L.V.

(Principal Financial Officer and Principal Accounting
Officer)

*
Corey I. Sanders

Manager of MRGS, LLC and Director of each General
Partner of Gold Strike L.V.

*
William Hornbuckle

Director of each General Partner of Gold Strike L.V.

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the entities listed below certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

PROJECT CC, LLC
VDARA CONDO HOTEL, LLC

By: *

Chris Nordling
*Executive Vice President and
Chief Financial Officer of Project CC,
LLC
(Principal Financial Officer and
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|-------------------------|---|
| * Robert H. Baldwin | Chief Executive Officer (Principal Executive Officer) |
| * Chris Nordling | Executive Vice President and Chief Financial Officer of Project CC, LLC (Principal Financial Officer and Principal Accounting Officer) |
| * Daniel J. D Arrigo | Treasurer of CityCenter Facilities Management, LLC and Vdara Condo Hotel, LLC (Principal Financial Officer and Principal Accounting Officer) |
| * Corey I. Sanders | Director |
| * James J. Murren | Director |

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, Gold Strike L.V. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

GOLD STRIKE L.V.

By: M.S.E Investments, Incorporation
Its: Partner

By: Diamond Gold, Inc.
Its: Partner

By: *
Daniel J. D Arrigo
*Treasurer of each General Partner of
Gold Strike L.V.
(Principal Financial Officer and
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*
James J. Murren

President and Director of each General Partner of Gold Strike L.V.

(Principal Executive Officer)

*
Daniel J. D Arrigo

Treasurer of each General Partner of Gold Strike L.V.

(Principal Financial Officer and Principal Accounting Officer)

*
William Hornbuckle

Director of each General Partner of Gold Strike L.V.

*
Corey I. Sanders

Director of each General Partner of Gold Strike L.V.

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, Vendido, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

VENDIDO, LLC

By: The Signatures Condominiums, LLC
Its: Sole Member

By: *
Daniel J. D Arrigo
*Treasurer of The Signature Condominiums, LLC
(Principal Financial Officer and Principal
Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*

Scott Sibella

President of The Signature Condominiums, LLC

(Principal Executive Officer)

*

Daniel J. D Arrigo

Treasurer of The Signature Condominiums, LLC

(Principal Financial Officer and Principal Accounting
Officer)

*

Corey I. Sanders

Manager of The Signature Condominiums, LLC

*

James J. Murren

Manager of The Signature Condominiums, LLC

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Resorts Macao, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM RESORTS MACAO, LLC

By: *
Daniel J. D Arrigo
Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

SIGNATURE

TITLE

*
James J. Murren

President and Director
(Principal Executive Officer)

*
Daniel J. D Arrigo

Treasurer
(Principal Financial Officer and Principal Accounting
Officer)

*
Corey I. Sanders

Director

By: /s/ Andrew Hagopian III
Andrew Hagopian III

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, Arena Land Holdings, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

ARENA LAND HOLDINGS, LLC

By: /s/ William J. Hornbuckle
William J. Hornbuckle
President and Chief Operating Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned directors and officers of the Registrants, which are filing this Post-Effective Amendment No. 3 Registration Statement on Form S-3 with the Securities and Exchange Commission, Washington, D.C. 20549 under the provisions of the Securities Act of 1933 hereby constitute and appoint each of John M. McManus and Andrew Hagopian III (with full power to act alone), the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign such registration statement and any or all amendments, including post-effective amendments to the registration statement, including a prospectus or an amended prospectus therein and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with exhibits thereto and other documents in connection therewith, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact as agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney shall not revoke or in any way modify any power of attorney previously executed by the undersigned.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|--|---|
| /s/ William J. Hornbuckle William J. Hornbuckle | President and Chief Operating Officer (Principal Executive Officer) |
| /s/ Daniel J. D Arrigo Daniel J. D Arrigo | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| /s/ James J. Murren James J. Murren | Manager |
| /s/ Corey I. Sanders | Manager |

Corey I. Sanders

Pursuant to the requirements of the Securities Act of 1933, as amended, Park District Holdings, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

PARK DISTRICT HOLDINGS, LLC

By: /s/ William J. Hornbuckle
William J. Hornbuckle
President and Chief Operating Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned directors and officers of the Registrants, which are filing this Post-Effective Amendment No. 3 Registration Statement on Form S-3 with the Securities and Exchange Commission, Washington, D.C. 20549 under the provisions of the Securities Act of 1933 hereby constitute and appoint each of John M. McManus and Andrew Hagopian III (with full power to act alone), the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign such registration statement and any or all amendments, including post-effective amendments to the registration statement, including a prospectus or an amended prospectus therein and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with exhibits thereto and other documents in connection therewith, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact as agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney shall not revoke or in any way modify any power of attorney previously executed by the undersigned.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|--|---|
| /s/ William J. Hornbuckle William J. Hornbuckle | President and Chief Operating Officer (Principal Executive Officer) |
| /s/ Daniel J. D Arrigo Daniel J. D Arrigo | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| /s/ James J. Murren James J. Murren | Manager |
| /s/ Corey I. Sanders | Manager |

Corey I. Sanders

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Resorts Festival Grounds, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM RESORTS FESTIVAL GROUNDS,
LLC

By: /s/ William J. Hornbuckle
William J. Hornbuckle
President and Chief Operating Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned directors and officers of the Registrants, which are filing this Post-Effective Amendment No. 3 Registration Statement on Form S-3 with the Securities and Exchange Commission, Washington, D.C. 20549 under the provisions of the Securities Act of 1933 hereby constitute and appoint each of John M. McManus and Andrew Hagopian III (with full power to act alone), the individual s true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign such registration statement and any or all amendments, including post-effective amendments to the registration statement, including a prospectus or an amended prospectus therein and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with exhibits thereto and other documents in connection therewith, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact as agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney shall not revoke or in any way modify any power of attorney previously executed by the undersigned.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|--|--|
| /s/ William J. Hornbuckle William J. Hornbuckle | President and Chief Operating Officer (Principal Executive Officer) |
| /s/ Daniel J. D Arrigo Daniel J. D Arrigo | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| /s/ James J. Murren James J. Murren | Manager |

/s/ Corey I. Sanders
Corey I. Sanders

Manager

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Resorts Arena Holdings, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on December 16, 2013.

MGM RESORTS ARENA HOLDINGS, LLC

By: /s/ William J. Hornbuckle
William J. Hornbuckle
President and Chief Operating Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned directors and officers of the Registrants, which are filing this Post-Effective Amendment No. 3 Registration Statement on Form S-3 with the Securities and Exchange Commission, Washington, D.C. 20549 under the provisions of the Securities Act of 1933 hereby constitute and appoint each of John M. McManus and Andrew Hagopian III (with full power to act alone), the individual s true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign such registration statement and any or all amendments, including post-effective amendments to the registration statement, including a prospectus or an amended prospectus therein and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with exhibits thereto and other documents in connection therewith, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact as agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney shall not revoke or in any way modify any power of attorney previously executed by the undersigned.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 has been signed on December 16, 2013 by the following persons in the capacities indicated.

| SIGNATURE | TITLE |
|--|---|
| /s/ William J. Hornbuckle William J. Hornbuckle | President and Chief Operating Officer (Principal Executive Officer) |
| /s/ Daniel J. D Arrigo Daniel J. D Arrigo | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| /s/ James J. Murren James J. Murren | Manager |
| /s/ Corey I. Sanders | Manager |

Corey I. Sanders