

MGM Resorts Arena Holdings, LLC  
Form POSASR  
August 16, 2016

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**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**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**3600 Las Vegas Boulevard South**

**Las Vegas, Nevada 89109**

**88-0215232**  
**(I.R.S. Employer**  
**Identification Number)**

**(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**

**28 Liberty Street**

**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.

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**TABLE OF ADDITIONAL REGISTRANTS**

<b>Exact Name of Registrant as Specified in Its Charter*</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>I.R.S. Employer Identification Number</b>
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, LLC	Mississippi	81-1177162
Bellagio, LLC, dba Bellagio	Nevada	94-3373852
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 L.V.	Nevada	88-0343891
Grand Garden Arena Management, LLC	Nevada	47-1783973
Grand Laundry, Inc.	Nevada	88-0298834
Las Vegas Arena Management, LLC	Nevada	47-1343574
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, LLC	Nevada	88-0383769
Mandalay Resort Group	Nevada	88-0121916
Marina District Development Company, LLC, dba The Borgata Hotel Casino & Spa	New Jersey	22-3598642
Marina District Development Holding Co., LLC	New Jersey	22-3767831
Metropolitan Marketing, LLC	Nevada	22-3756320
MGM CC, LLC	Nevada	47-5658144
MGM Elgin Sub, Inc.	Nevada	47-5678462
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
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 Lessee, LLC	Delaware	81-1191134

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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 Festival Grounds II, LLC	Nevada	46-5544886

<b>Exact Name of Registrant as Specified in Its Charter*</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>I.R.S. Employer Identification Number</b>
MGM Resorts Interactive, LLC	Nevada	45-3690532
MGM Resorts International Design	Nevada	88-0406202
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 Regional Operations, LLC	Nevada	47-1729937
MGM Resorts Retail	Nevada	88-0385232
MGM Resorts Sub 1, LLC	Nevada	47-1743577
MGM Resorts Sub 2, LLC	Nevada	47-1756597
MGM Resorts Sub 3, LLC	Nevada	47-1777621
MGM Resorts Venue Management, LLC	Nevada	47-1795517
MGM Springfield, LLC	Massachusetts	45-4315066
MH, Inc., dba Shadow Creek	Nevada	88-0245162
M.I.R. Travel	Nevada	88-0276369
Mirage Laundry Services Corp.	Nevada	88-0287118
Mirage Resorts, Incorporated	Nevada	88-0058016
MMNY Land Company, Inc.	New York	33-1043606
MRGS, LLC	Nevada	88-0321295
M.S.E. Investments, Incorporated	Nevada	88-0142077
Nevada Landing Partnership	Illinois	88-0311065
New Castle Corp., dba Excalibur Hotel and Casino	Nevada	88-0239831
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	27-1940613
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
Ramparts, Inc., dba Luxor Hotel and Casino	Nevada	88-0237030
Signature Tower I, 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, LLC	Nevada	81-1191306
The Signature Condominiums, LLC	Nevada	33-1129331
Tower B, LLC	Nevada	42-1747200
Tower C, LLC	Nevada	42-1747202
Vdara Condo Hotel, LLC	Nevada	20-8277206
Vendido, LLC	Nevada	45-4205677
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. 1 to the Registration Statement on Form S-3 (Registration No. 333-202427) of MGM Resorts International (the Company) and its subsidiary guarantor registrants (the Registration Statement) is being filed for the purposes of (i) adding MGM CC, LLC, MGM Elgin Sub, Inc., MGM Lessee, LLC, Marina District Development Company, LLC, dba The Borgata Hotel Casino & Spa, and Marina District Development Holding Co., 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 and (ii) updating the corporate form of Mandalay Place, LLC, Beau Rivage Resorts, LLC and The Mirage Casino-Hotel, LLC. 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 fees 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	\$	**
<b>Total</b>	<b>\$</b>	<b>**</b>

\* 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

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.

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**

<b>Number</b>	<b>Description of Exhibit</b>
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, effective January 13, 2016 (incorporated by reference to Exhibit 3.1 to MGM Resorts International's Current Report on Form 8-K filed on January 15, 2016)
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. 333-202427, filed March 2, 2015) (previously filed)
24.2	Power of Attorney (included in the signature pages hereto)
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)

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- \* 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.

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**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. 1 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 August 15, 2016.

MGM RESORTS INTERNATIONAL

By: \*  
James J. Murren  
*Chairman of the Board and  
Chief Executive Officer  
(Principal Executive Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

<b>SIGNATURE</b>	<b>TITLE</b>
*	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
James J. Murren	
*	Chief Customer Development Officer and Director
Robert H. Baldwin	
*	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Daniel J. D Arrigo	
*	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)
Robert C. Selwood	
*	Director
William A. Bible	
*	Director
Alexis M. Herman	

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*	Director
Roland Hernandez	
*	Director
William Grounds	

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\*  
Anthony Mandekic Director

\*  
Rose McKinney-James Director

\*  
Daniel J. Taylor Director

\*  
Greg Spierkel Director

\*  
Mary Chris Gay 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. 1 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 August 15, 2016.

AC HOLDING CORP.

AC HOLDING CORP II

DIAMOND GOLD, INC.

LV CONCRETE CORP.

MANDALAY RESORT GROUP  
MGM RESORTS CORPORATE SERVICES

MGM RESORTS MANUFACTURING  
CORP.

MH, INC.  
M.I.R. TRAVEL

MIRAGE LAUNDRY SERVICES CORP.

MMNY LAND COMPANY, INC.

M.S.E. INVESTMENTS, INCORPORATED

PRMA LAND DEVELOPMENT COMPANY

By: \*

Daniel J. D Arrigo  
*Executive Vice President of Finance*

*(Principal Financial Officer and*  
*Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*

James J. Murren

President and Director (Principal  
Executive Officer)

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\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)

\*  
William J. Hornbuckle

Director

\*  
Corey Sanders

Director

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

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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. 1 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 August 15, 2016.

MGM GRAND DETROIT, INC.

By: \*  
Daniel J. D. Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
James J. Murren

Chief Executive Officer and Director  
(Principal Executive Officer)

\*  
Daniel J. D. Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)

\*  
Corey Sanders

Director

\*  
Anton Nikodemus

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. 1 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 August 15, 2016.

MGM RESORTS AVIATION CORP.

By: \*  
Daniel J. D Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

/s/ Robert H. Baldwin  
Robert H. Baldwin

President and Chief Operating

Officer (Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and

Principal Accounting Officer)

\*  
Corey Sanders

Director

\*  
James J. Murren

Director

\*  
William J. Hornbuckle

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. 1 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 August 15, 2016.

CIRCUS CIRCUS CASINOS, INC.

By: \*  
Eric Wolfman  
*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. 4 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

/s/ Corey Sanders  
Corey Sanders

President and Chief Operating Officer and  
Director  
(Principal Executive Officer)

\*  
Eric Wolfman

Vice President and  
Chief Financial Officer (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, CityCenter Realty Corporation 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. 1 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 August 15, 2016.

CITYCENTER REALTY CORPORATION

By: \*  
Daniel J. D Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Robert H. Baldwin

President  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal  
Accounting Officer)

\*  
William J. Hornbuckle

Director

\*  
Corey 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. 1 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 August 15, 2016.

DESTRON, INC.  
MGM RESORTS INTERNATIONAL  
MARKETING, INC.

By: \*

Daniel J. D Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Albert Faccinto, Jr.

President and Chief Operating Officer  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal

Accounting Officer)

\*  
William J. Hornbuckle

Director

\*  
Corey 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. 1 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 August 15, 2016.

GALLEON, INC.

By: \*  
Daniel J. D. Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Corey Sanders

President and Director  
(Principal Executive Officer)

\*  
Daniel J. D. Arrigo

Executive Vice President of Finance  
(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. 1 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 August 15, 2016.

GRAND LAUNDRY, INC.

By: \*  
Daniel J. D Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Scott Sibella

President  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)

\*  
William J. Hornbuckle

Director

\*  
Corey 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. 1 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 August 15, 2016.

MANDALAY CORP.

By: \*

Doug Sandoval  
*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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Chuck Bowling

President and Chief Operating Officer  
(Principal Executive Officer)

\*  
Doug Sandoval

Senior Vice President  
and Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)

\*  
William J. Hornbuckle

Director

\*  
Corey 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. 1 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 August 15, 2016.

MGM RESORTS ADVERTISING, INC.

VIDIAD

By:

\*

Daniel J. D Arrigo  
*Executive Vice President of Finance*  
*(Principal Financial Officer and*  
*Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*

William J. Hornbuckle

President and Director  
(Principal Executive Officer)

\*

Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and

Principal Accounting Officer)

\*

Corey 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. 1 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 August 15, 2016.

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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

/s/ William J. Hornbuckle  
William J. Hornbuckle

President and Chief Operating Officer and  
Director  
(Principal Executive Officer)

\*  
Blair Stanert

Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal  
Accounting Officer)

\*  
Corey 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 Operations, 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. 1 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 August 15, 2016.

MGM RESORTS INTERNATIONAL  
OPERATIONS, INC.

By: \*

Daniel J. D Arrigo  
*Executive Vice President of Finance 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
William J. Hornbuckle

President and Director  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance and  
Chief Financial Officer  
(Principal Financial Officer and Principal  
Accounting Officer)

\*  
Corey 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 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. 1 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 August 15, 2016.

MGM RESORTS RETAIL

By: \*

Daniel J. D Arrigo  
*Executive Vice President of Finance*  
*(Principal Financial Officer and*  
*Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Corey Sanders

President, Chief Operating Officer and  
Director (Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
  
(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, 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. 1 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 August 15, 2016.

NEW CASTLE CORP.  
RAMPARTS, INC.

By: /s/ Corey Sanders  
Corey Sanders  
*President and Chief Operating Officer  
and Director  
(Principal Executive Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

/s/ Corey Sanders Corey Sanders	President and Chief Operating Officer and Director (Principal Executive Officer)
* Peter LaVoie	Vice President and Chief Financial Officer of Ramparts, Inc. (Principal Financial Officer and Principal Accounting Officer)
* Sheri Cherubino	Vice President and Chief Financial Officer of New Castle Corp. (Principal Financial Officer and Principal Accounting Officer)
* William J. Hornbuckle	Director
* James J. Murren	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 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. 1 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 August 15, 2016.

550 LEASING COMPANY I, LLC  
MANDALAY EMPLOYMENT, LLC

By: Mandalay Resort Group  
Its: Member

By: \*  
Daniel J. D Arrigo  
*Executive Vice President of Finance 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 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

Executive Vice President of Finance of  
Mandalay Resort Group  
(Principal Financial Officer and  
Principal Accounting Officer)

\*  
William J. Hornbuckle

Director of Mandalay Resort Group

\*  
Corey Sanders

Director of 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. 1 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 August 15, 2016.

NEVADA LANDING PARTNERSHIP

By: M.S.E. Investments, Incorporated

Its: General Partner

By: Diamond Gold, Inc.

Its: General Partner

By:

\*

Daniel J. D Arrigo

*Executive Vice President of Finance 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

President and Director of each General Partner

\*  
James J. Murren

of Nevada Landing Partnership  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance 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 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 have duly caused this Post-Effective Amendment No. 1 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 August 15, 2016.

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

By: \*  
Daniel J. D Arrigo  
*Executive Vice President of Finance*  
*(Principal Financial Officer and*  
*Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
James J. Murren

President and Manager  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal  
Accounting Officer)

\*  
Corey 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 have duly caused this Post-Effective Amendment No. 1 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 August 15, 2016.

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  
*Executive Vice President of Finance*  
*(Principal*  
*Financial Officer and*  
*Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

/s/ Robert H. Baldwin  
Robert H. Baldwin

President and Chief Operating Officer

(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal  
Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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, MGM Resorts Interactive, 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. 1 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 August 15, 2016.

MGM RESORTS INTERACTIVE, LLC

By: \*  
Daniel J. D. Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Tom Mikulich

President and Chief Operating Officer  
(Principal Executive Officer)

\*  
Daniel J. D. Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal  
Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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, 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. 1 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 August 15, 2016.

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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
James J. Murren

Chief Executive Officer and Manager  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal

Accounting Officer)

\*  
Corey 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, 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. 1 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 August 15, 2016.

ARIA RESORT & CASINO, LLC

By: /s/ Carlos Castro  
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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Robert H. Baldwin

President and Chief Operating  
Officer (Principal Executive Officer)

/s/ Carlos Castro  
Carlos Castro

Senior Vice President and Chief  
Financial Officer (Principal  
Financial Officer and Principal

Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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, 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. 1 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 August 15, 2016.

MRGS, LLC

By: \*  
David Tsai  
*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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

/s/ Corey Sanders  
Corey Sanders

President and Chief Operating Officer and  
Manager (Principal Executive Officer)

\*  
David Tsai

Senior Vice President Chief Financial  
Officer (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, MGM Resorts Mississippi, 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. 1 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 August 15, 2016.

MGM RESORTS MISSISSIPPI, INC.

By: /s/ Anton Nikodemus  
Anton Nikodemus  
*President and Director*  
*(Principal Executive Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

/s/ Anton Nikodemus  
Anton Nikodemus

President and Director  
(Principal Executive Officer)

Vice President and Chief Financial Officer

/s/ Kent Hanan  
Kent Hanan

(Principal Financial Officer and Principal  
Accounting Officer)

\*

Director

Corey Sanders

\*

Director

James J. Murren

\*

Director

William J. Hornbuckle

\*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. 1 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 August 15, 2016.

BELLAGIO, LLC

By: /s/ Edgar Domingo  
Edgar Domingo  
*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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*

Randy Morton

President and Chief Operating Officer  
(Principal Executive Officer)

/s/ Edgar Domingo  
Edgar Domingo

Senior Vice President and Chief Financial  
Officer (Principal Financial Officer and  
Principal Accounting Officer)

\*

Corey Sanders

Manager

\*

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, 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. 1 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 August 15, 2016.

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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Robert H. Baldwin

President  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal

Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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 MGM Resorts 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. 1 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 August 15, 2016.

MGM RESORTS DEVELOPMENT, LLC

By: \*

Daniel J. D Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Kenneth A. Rosevear

President and Chief Operating Officer  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal  
Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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, 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. 1 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 August 15, 2016.

MGM SPRINGFIELD, LLC

By: \*

Daniel J. D Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
William J. Hornbuckle

President and Chief Operating Officer  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal  
Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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 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. 1 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 August 15, 2016.

MGM GRAND CONDOMINIUMS, LLC  
MGM GRAND CONDOMINIUMS II, LLC  
MGM GRAND CONDOMINIUMS III, LLC

By: \*

Daniel J. D Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

/s/ Scott Sibella  
Scott Sibella

President and Manager  
(Principal Executive Officer)

\*

Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal

Accounting Officer)

\*

Corey 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 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. 1 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 August 15, 2016.

MGM GRAND HOTEL, LLC

By: \*  
Scott Sibella  
*President and Chief Operating Officer*  
*(Principal Executive Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*

Scott Sibella

President and Chief Operating Officer  
(Principal Executive Officer)

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

Executive Vice President of Finance  
(Principal Financial Officer and Principal

Accounting Officer)

\*

Corey Sanders

Manager

\*

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, 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. 1 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 August 15, 2016.

MGM HOSPITALITY, LLC

By: \*  
William J. Hornbuckle  
*President*  
*(Principal Executive Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
William J. Hornbuckle

President  
(Principal Executive Officer)

\*  
Michele Ensign

Senior Vice President and Chief Accounting  
Officer (Principal Financial Officer and

Principal Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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, 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. 1 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 August 15, 2016.

MGM RESORTS MANAGEMENT AND  
TECHNICAL SERVICES, LLC

By: \*

William J. Hornbuckle  
*President and Chief Operating Officer*  
*(Principal Executive Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
William J. Hornbuckle

President and Chief Operating Officer  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal

Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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, 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. 1 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 August 15, 2016.

MGM INTERNATIONAL, LLC

By: \*  
Daniel J. D Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Albert Faccinto, Jr.

President and Chief Operating Officer  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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 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. 1 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 August 15, 2016.

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

By: \*

Courtney Wenleder  
*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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Cynthia Kiser Murphey

President and Chief Operating Officer  
(Principal Executive Officer)

\*  
Courtney Wenleder

Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal

Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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, 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. 1 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 August 15, 2016.

OE PUB, LLC

By:

\*

Daniel J. D Arrigo  
*Executive Vice President of Finance*  
*(Principal Financial Officer and*  
*Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*

Corey Sanders

President, Chief Operating Officer and Manager  
(Principal Executive Officer)

\*

Daniel J. D Arrigo

Executive Vice President of Finance  
(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. 1 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 August 15, 2016.

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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Robert H. Baldwin

President and Chief Executive Officer  
(Principal Executive Officer)

\*  
Chris Nordling

Executive Vice President and  
Chief Financial Officer  
  
(Principal Financial Officer and  
Principal Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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, 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. 1 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 August 15, 2016.

MIRAGE RESORTS, INCORPORATED

By: \*

Daniel J. D Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
James J. Murren

President and Director  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal  
Accounting Officer)

\*  
John M. McManus

Director

/s/ Corey Sanders  
Corey 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, 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. 1 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 August 15, 2016.

MAC, CORP.

By: \*  
Daniel J. D Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
William J. Hornbuckle

President, Chief Operating Officer  
and Director (Principal Executive  
Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of  
Finance (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. 1 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 August 15, 2016.

VICTORIA PARTNERS

By: MGM Resorts International  
Its: Managing Partner

By: \*  
Daniel J. D Arrigo  
*Executive Vice President and  
Chief Financial Officer of  
MGM Resorts International  
(Principal Financial Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

<b>SIGNATURE</b>	<b>TITLE</b>
*	Chairman of the Board and
James J. Murren	Chief Executive Officer of MGM Resorts International (Principal Executive Officer)
*	Chief Customer Development
Robert H. Baldwin	Officer and Director of MGM Resorts International
*	Executive Vice President and
Daniel J. D Arrigo	Chief Financial Officer of MGM Resorts International (Principal Financial Officer)
*	Executive Vice President
Robert C. Selwood	and Chief Accounting Officer of MGM Resorts International
*	(Principal Accounting Officer)
William A. Bible	Director of MGM Resorts International
*	Director of MGM Resorts International

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Alexis M. Herman

\*

Roland Hernandez

Director of MGM Resorts International

\*

William Grounds

Director of MGM Resorts International

II-44

\*  
Anthony Mandekic

Director of MGM Resorts International

\*  
Rose McKinney-James

Director of MGM Resorts International

\*  
Daniel J. Taylor

Director of MGM Resorts International

\*  
Greg Spierkel

Director of MGM Resorts International

\*  
Mary Chris Gay

Director of MGM Resorts International

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

Pursuant to the requirements of the Securities Act of 1933, as amended, Project CC, 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. 1 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 August 15, 2016.

PROJECT CC, 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Robert H. Baldwin

President and Chief Executive Officer  
(Principal Executive Officer)

\*  
Chris Nordling

Executive Vice President and Chief Financial  
Officer (Principal Financial Officer and  
Principal Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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, Vdara Condo 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. 1 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 August 15, 2016.

VDARA CONDO HOTEL, 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Robert H. Baldwin

President and Chief Executive Officer  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal  
Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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, 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. 1 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 August 15, 2016.

GOLD STRIKE L.V.

By: M.S.E Investments, Incorporated

Its: Partner

By: Diamond Gold, Inc.

Its: Partner

By:

\*

Daniel J. D Arrigo

*Executive Vice President of Finance 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 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

Executive Vice President of Finance  
of each General Partner of Gold Strike  
L.V. (Principal Financial Officer and  
Principal Accounting Officer)

\*

William J. Hornbuckle

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

\*

Corey 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. 1 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 August 15, 2016.

VENDIDO, LLC

By: The Signature Condominiums, LLC  
Its: Sole Member

By: \*  
Daniel J. D. Arrigo  
*Executive Vice President of Finance 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 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

Executive Vice President of Finance of The  
Signature Condominiums, LLC (Principal  
Financial Officer and Principal Accounting  
Officer)

\*  
Corey 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. 1 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 August 15, 2016.

MGM RESORTS MACAO, LLC

By: \*

Daniel J. D Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
James J. Murren

President and Manager  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal  
Accounting Officer)

\*  
Corey 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, 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. 1 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 August 15, 2016.

PARK DISTRICT HOLDINGS, LLC

By: \*  
Donald Thrasher  
*President*  
*(Principal Executive Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Donald Thrasher

President  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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 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. 1 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 August 15, 2016.

MGM RESORTS FESTIVAL GROUNDS,  
LLC  
MGM RESORTS FESTIVAL GROUNDS II,  
LLC

By: \*

William J. Hornbuckle  
*President and Chief Operating Officer*  
*(Principal Executive Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
William J. Hornbuckle

President and Chief Operating Officer  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal  
Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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 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. 1 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 August 15, 2016.

MGM RESORTS ARENA HOLDINGS, LLC  
ARENA LAND HOLDINGS, LLC  
LAS VEGAS ARENA MANGEMENT, LLC

By: \*  
William J. Hornbuckle  
*President*  
*(Principal Executive Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

<b>SIGNATURE</b>	<b>TITLE</b>
* William J. Hornbuckle	President (Principal Executive Officer)
* Daniel J. D Arrigo	Executive Vice President of Finance of Arena Land Holdings, LLC (Principal Financial Officer and Principal Accounting Officer)
/s/ Michele Ensign Michele Ensign	Senior Vice President and Chief Accounting Officer of MGM Resorts Arena Holdings, LLC and Las Vegas Arena Management, LLC (Principal Financial Officer and Principal Accounting Officer)
* Corey 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, MGM Resorts Regional Operations, 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. 1 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 August 15, 2016.

MGM RESORTS REGIONAL  
OPERATIONS, LLC

By: \*  
Anton Nikodemus  
*President and Chief Operating Officer*  
*(Principal Executive Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Anton Nikodemus

President and Chief Operating Officer  
(Principal Executive Officer)

\*  
Jorge Perez

Senior Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

\*  
William J. Hornbuckle

Manager

\*  
Corey Sanders

Manager

\*  
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 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. 1 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 August 15, 2016.

MGM RESORTS SUB 1, LLC  
MGM RESORTS SUB 2, LLC  
MGM RESORTS SUB 3, LLC  
GRAND GARDEN ARENA  
MANAGEMENT, LLC  
MGM RESORTS VENUE MANAGEMENT,  
LLC

By: \*

William J. Hornbuckle  
*President*  
*(Principal Executive Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*

William J. Hornbuckle

President  
(Principal Executive Officer)

\*

Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal  
Accounting Officer)

\*

James J. Murren

Manager

\*

Corey 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 have duly caused this Post-Effective Amendment No. 1 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 August 15, 2016.

THE SIGNATURE CONDOMINIUMS, LLC  
SIGNATURE TOWER I, LLC  
SIGNATURE TOWER 2, LLC  
SIGNATURE TOWER 3, LLC  
TOWER B, LLC  
TOWER C, LLC

By: \*  
Daniel J. D Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

\*  
Scott Sibella

President  
(Principal Executive Officer)

\*  
Daniel J. D Arrigo

Executive Vice President of Finance  
(Principal Financial Officer and Principal  
Accounting Officer)

\*  
Corey Sanders

Manager

\*  
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, MGM CC, 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. 1 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 August 15, 2016.

MGM CC, LLC

By: /s/ Corey Sanders  
Corey Sanders  
*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. 1 to the 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ Corey Sanders Corey Sanders	President and Chief Operating Officer and Manager (Principal Executive Officer)
/s/ Daniel J. D Arrigo Daniel J. D Arrigo	Executive Vice President of Finance (Principal Financial Officer and Principal Accounting Officer)



Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Elgin Sub, 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. 1 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 August 15, 2016.

MGM ELGIN SUB, INC.

By: /s/ Anton Nikodemus  
Anton Nikodemus  
*President and Treasurer*  
*(Principal Executive Officer, Principal Financial Officer and Principal Accounting 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. 1 to the 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ Anton Nikodemus	President and Treasurer
Anton Nikodemus	(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)
/s/ Corey Sanders	Director
Corey Sanders	



Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Lessee, 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. 1 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 August 15, 2016.

MGM LESSEE, LLC

By: /s/ William J. Hornbuckle  
William J. Hornbuckle  
*President*  
*(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. 1 to the 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ William J. Hornbuckle William J. Hornbuckle	President (Principal Executive Officer)
/s/ Daniel J. D Arrigo Daniel J. D Arrigo	Executive Vice President of Finance (Principal Financial Officer and Principal Accounting Officer)
/s/ Corey Sanders	Manager

Corey Sanders

/s/ James J. Murren  
James J. Murren

Manager

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Pursuant to the requirements of the Securities Act of 1933, as amended, Marina District Development Holding Co., 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. 1 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 August 15, 2016.

MARINA DISTRICT DEVELOPMENT HOLDING  
CO., LLC

By: MAC, Corp.  
Its: Managing Member

By: /s/ Daniel J. D Arrigo  
Daniel J. D Arrigo  
*Executive Vice President of Finance of MAC, Corp.*  
*(Principal Financial Officer and*  
*Principal Accounting 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. 1 to the 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

**SIGNATURE**

**TITLE**

/s/ William J. Hornbuckle

William J. Hornbuckle

President and Chief Operating Officer and

Director of MAC, Corp.

(Principal Executive Officer)

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

Executive Vice President of Finance of  
MAC, Corp.

(Principal Financial Officer and Principal  
Accounting Officer)

/s/ James J. Murren  
James J. Murren

Director of MAC, Corp.

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Pursuant to the requirements of the Securities Act of 1933, as amended, Marina District Development Company, 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. 1 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 August 15, 2016.

MARINA DISTRICT DEVELOPMENT  
COMPANY, LLC

By: /s/ Thomas J. Ballance  
Thomas J. Ballance  
*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. 1 to the 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ Thomas J. Ballance Thomas J. Ballance	President and Chief Operating Officer (Principal Executive Officer)
/s/ Hugh Turner Hugh Turner	Vice President of Finance (Principal Financial Officer and Principal Accounting Officer)
/s/ James J. Murren	Director of MAC, Corp., as Managing Member of

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James J. Murren

Marina District Development Holding Co., LLC,  
as Sole Member of Marina District Development

Company, LLC

Director of MAC, Corp., as Managing Member of

/s/ William J. Hornbuckle  
William J. Hornbuckle

Marina District Development Holding Co., LLC,  
as Sole Member of Marina District Development

Company, LLC

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Pursuant to the requirements of the Securities Act of 1933, as amended, Mandalay Place, 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. 1 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 August 15, 2016.

MANDALAY PLACE, LLC

By: /s/ Daniel J. D Arrigo  
Daniel J. D Arrigo  
*Executive Vice President of Finance  
(Principal Financial Officer and  
Principal Accounting 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. 1 to the 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ James J. Murren James J. Murren	President and Manager (Principal Executive Officer)
/s/ Daniel J. D Arrigo Daniel J. D Arrigo	Executive Vice President of Finance (Principal Financial Officer and Principal Accounting Officer)
/s/ Corey Sanders Corey Sanders	Manager



Pursuant to the requirements of the Securities Act of 1933, as amended, Beau Rivage Resorts, 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. 1 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 August 15, 2016.

BEAU RIVAGE RESORTS, LLC

By: /s/ Anton Nikodemus  
Anton Nikodemus  
*President*  
*(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. 1 to the 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ Anton Nikodemus Anton Nikodemus	President (Principal Executive Officer)
	Vice President and Chief Financial Officer
/s/ Paul Heard Paul Heard	(Principal Financial Officer and Principal Accounting Officer)
/s/ Corey Sanders Corey Sanders	Manager



Pursuant to the requirements of the Securities Act of 1933, as amended, The Mirage Casino-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. 1 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 August 15, 2016.

THE MIRAGE CASINO-HOTEL, LLC

By: /s/ Trevor Scherrer  
Trevor Scherrer  
*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. 1 to the 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. 1 to the Registration Statement on Form S-3 has been signed on August 15, 2016 by the following persons in the capacities indicated.

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ Trevor Scherrer Trevor Scherrer	President and Chief Operating Officer (Principal Executive Officer)
	Senior Vice President-
/s/ Janice Fitzpatrick Janice Fitzpatrick	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ Corey Sanders Corey Sanders	Manager

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