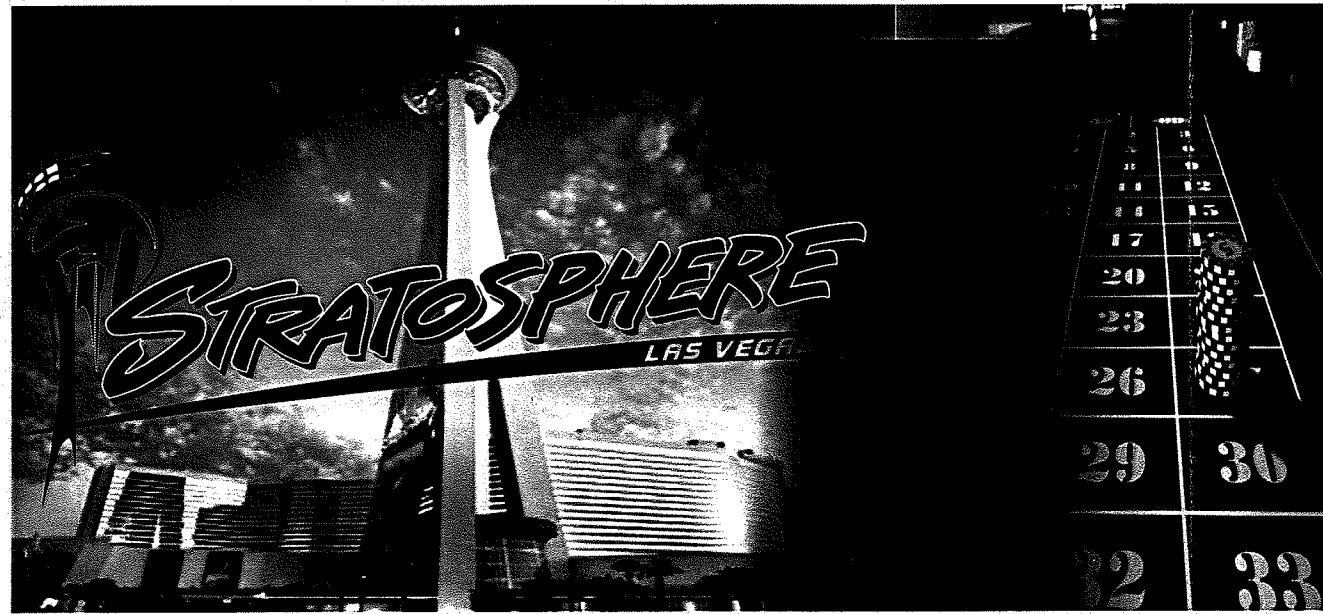


10'-0"



## SCOPE OF WORK:

MFG. AND INSTALL SIX (6) S/F ILLUMINATED ALUMINUM DURATRANS WALL CABINETS IN THE NEW VALET AREA AT THE STRATOSPHERE. RETAINER AND RETURNS TO BE SATIN ALUMINUM FINISH. DIGITALLY PRINTED CHANGEABLE GRAPHICS.

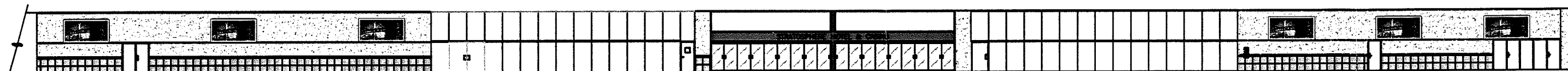
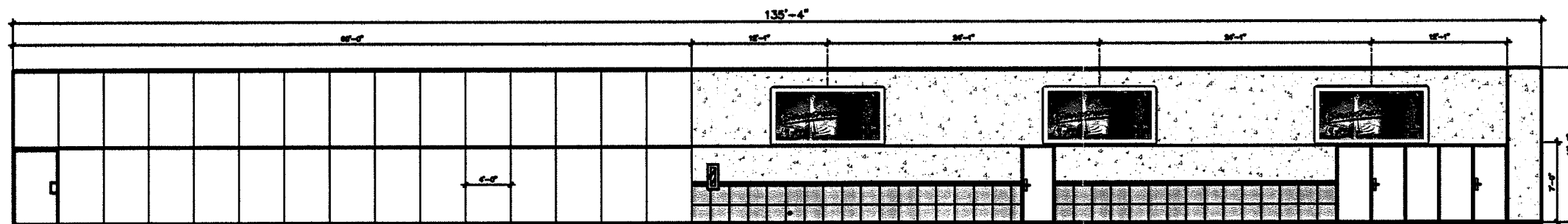
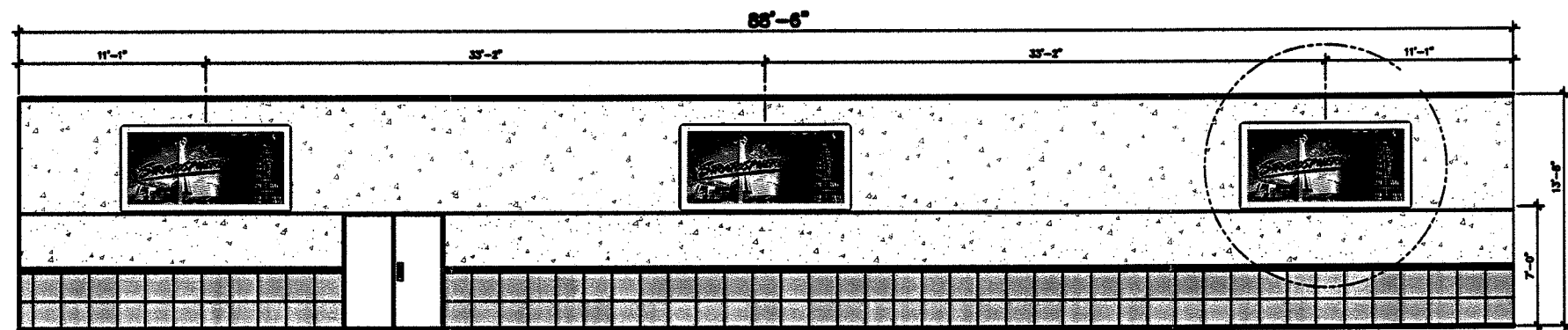
### SIGN ANALYSIS TABLE

|                     |                |
|---------------------|----------------|
| TYPE OF SIGN -      | WALL SIGN      |
| ALLOWED HEIGHT -    | 10' FROM GRADE |
| PROVIDED HEIGHT -   | 7' FROM GRADE  |
| ALLOWED AREA -      | 1500 SQ FT     |
| PROVIDED AREA -     | 300 SQ FT      |
| REQUIRED LIGHTING - | NEON           |
| PROVIDED LIGHTING - | FLUORESCENT    |

S/F DURATRANS CABINETS HORIZONTAL VER.

SCALE: 3/4"=1'

QTY. 6



STRAT ENTRANCE-FULL ELEVATION

SCALE: N.T.S

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ARC-40333  
12/14/10 DDRC

NV CONTRACTOR LICENSE: #0074289 & #0074290

YESCO LLC  
LAS VEGAS DIVISION  
5119 SO. CAMERON ST.  
LAS VEGAS, NV 89118  
PHONE: (702) 876-8080  
WWW.YESCO.COM

YESCO

Client Name & Address:  
ADJ CONSTRUCTION  
LAS VEGAS, NV

Project Tracking Number:  
412871

Project Name:  
ADJ  
CONSTRUCTION

Account Executive:  
B. STOCKHAM  
S.HILL

Designer:  
G.BLOK

Design Approvals

Checked by:

Creative Director:

Estimating:

Account Executive:

Client:

Rev. / Date / Designer

09/20/10 - GB

Description:  
DURATRANS  
CABINETS

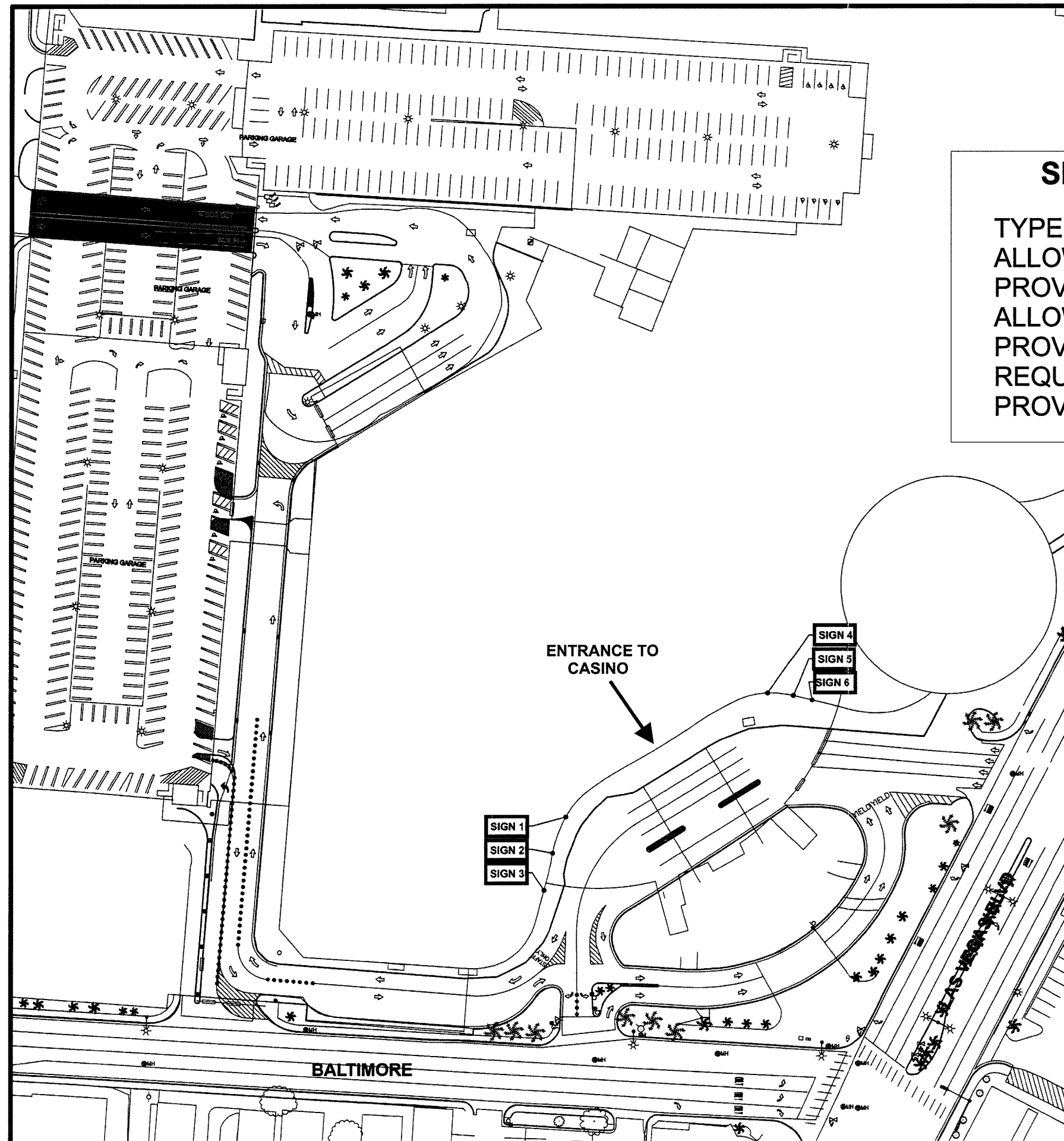
Classification:  
VN-1

Reference Design:  
N/A

O.E.M. Serial:

Sheet:

1.0



## SIGN LEGEND

| STRATOSPHERE EXTERIOR SIGNAGE |                                                       |                                                              | 22-Oct-98     |          | STRATOSPHERE  |         |
|-------------------------------|-------------------------------------------------------|--------------------------------------------------------------|---------------|----------|---------------|---------|
| AQU PLANT ITEM #              | DESCRIPTION                                           | LOCATION                                                     | VERBAGE/IMAGE | QUANTITY | OWNER SCOPE # | REMARKS |
| A-1                           |                                                       |                                                              | 1-            |          |               |         |
| A-2                           |                                                       |                                                              | 2-            |          |               |         |
| A-3                           | Wall mounted Duratons light sign boxes, 5' h x 10' w. | 3 signs each side of front Porte Cochere main entrance doors | 3-            | 6        | LD            |         |
| A-4                           |                                                       |                                                              | 4-            |          |               |         |
| A-5                           |                                                       |                                                              | 5-            |          |               |         |
| A-6                           |                                                       |                                                              | 6-            |          |               |         |

## SIGN ANALYSIS TABLE

|                     |                |
|---------------------|----------------|
| TYPE OF SIGN -      | WALL SIGN      |
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| PROVIDED HEIGHT -   | 7' FROM GRADE  |
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| REQUIRED LIGHTING - | NEON           |
| PROVIDED LIGHTING - | FLUORESCENT    |

**ENTRANCE TO  
CASINO**

**BALTIMORE**

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**12/14/10 DDRC**



# REVIEWS

[illegible]

QC NO.59177-A

**Five**

DATE:

**Contracting**

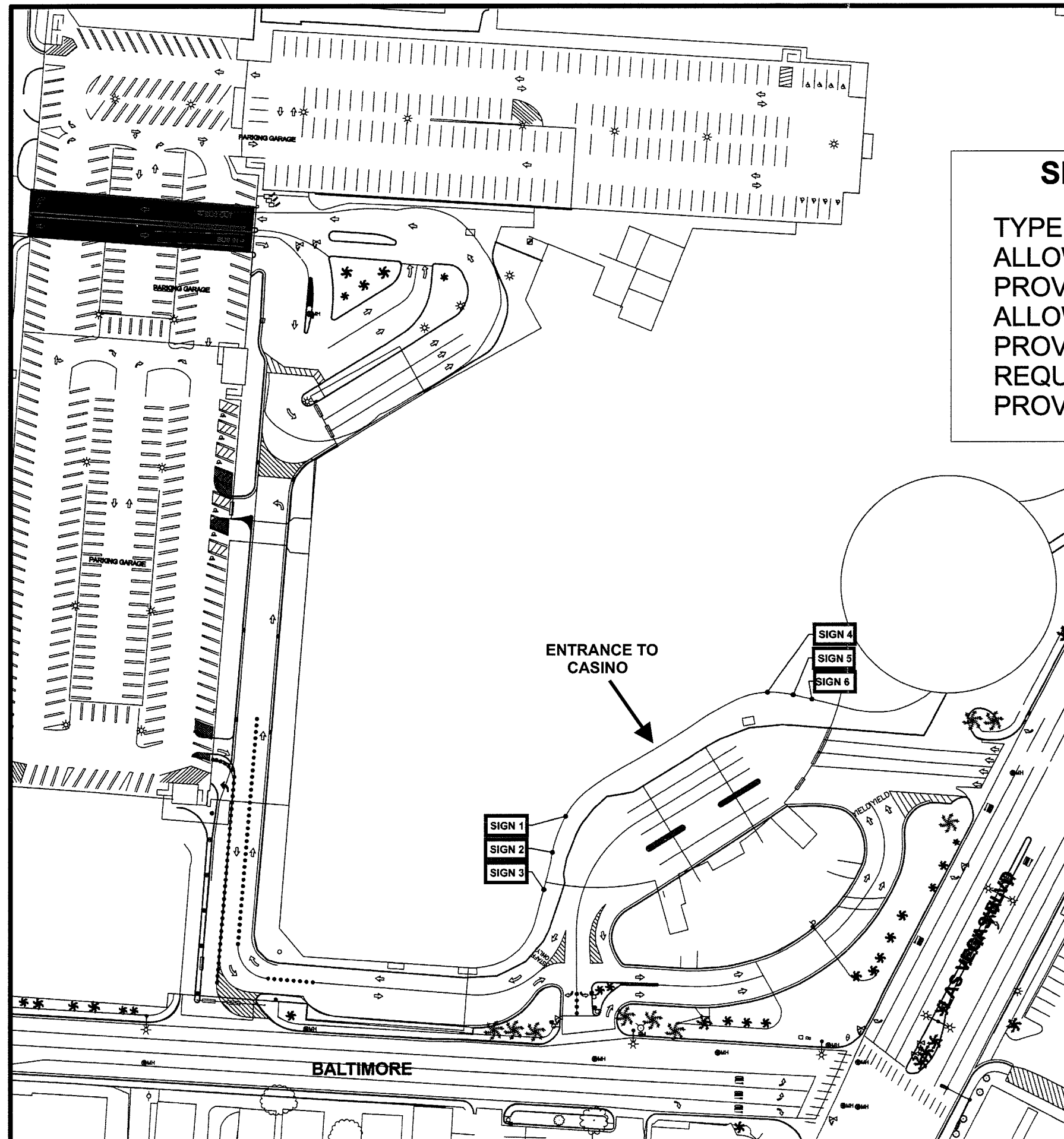
15111 S. VALLEY VIEW BLVD SUITE B-101  
LAS VEGAS, NEVADA 89132  
PHONE: (702) 979-0335 FAX: (702) 982-9857  
[WWW.IA-CONTRACTING.COM](http://WWW.IA-CONTRACTING.COM)

**STRATOSPHERE ENTRY IMPROVEMENTS**

DURATRAN SIGNS IN STRAT PORTE-COCHERE

SCALE:  
AS NOTED  
JOB #  
1205-000  
DATE:  
11/09/10

A1,

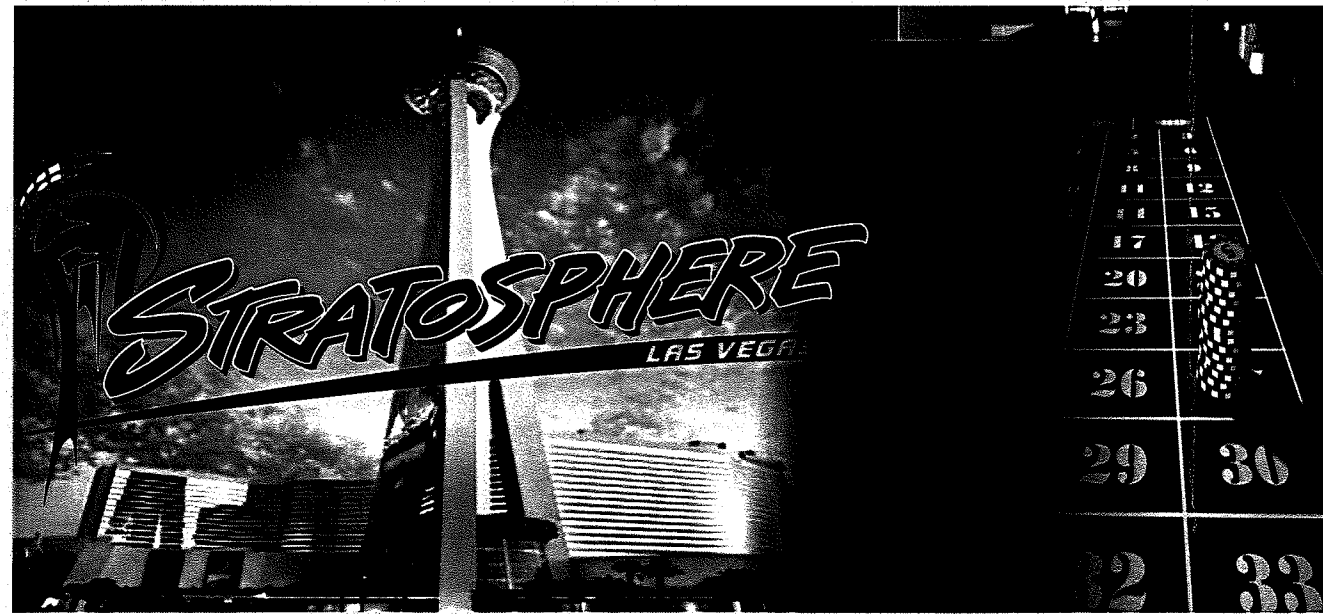


## SIGN ANALYSIS TABLE

|                     |                |
|---------------------|----------------|
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| PROVIDED LIGHTING - | FLUORESCENT    |

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## SCOPE OF WORK:

MFG. AND INSTALL SIX (6) S/F ILLUMINATED ALUMINUM DURATRANS WALL CABINETS IN THE NEW VALET AREA AT THE STRATOSPHERE. RETAINER AND RETURNS TO BE SATIN ALUMINUM FINISH. DIGITALLY PRINTED CHANGEABLE GRAPHICS.

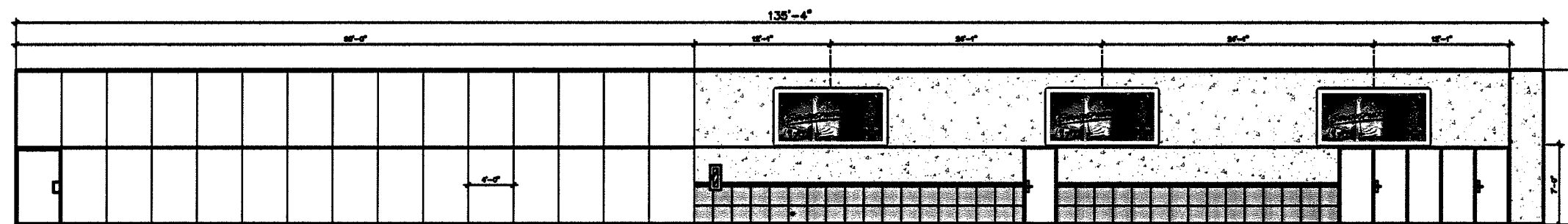
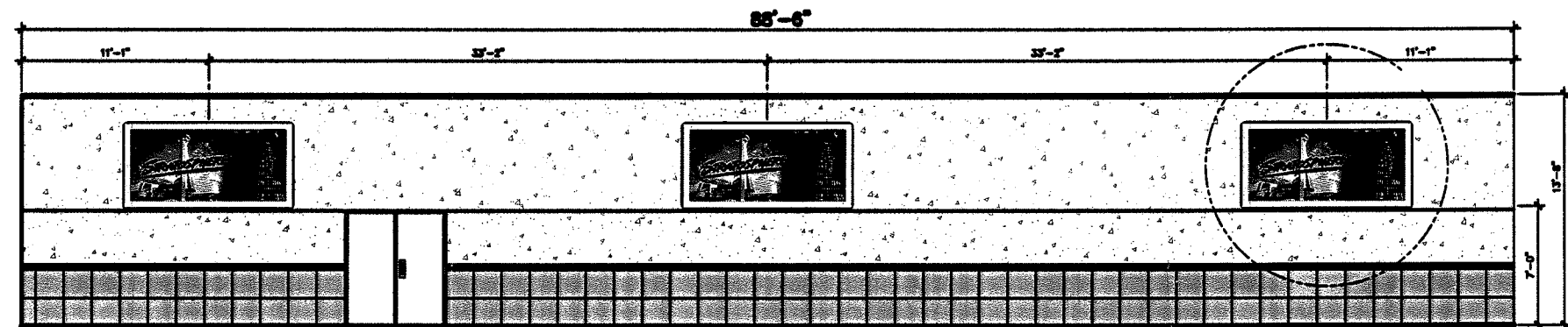
### SIGN ANALYSIS TABLE

|                     |                |
|---------------------|----------------|
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S/F DURATRANS CABINETS HORIZONTAL VER.

SCALE: 3/4"=1'

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SCALE: N.T.S

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Design Approvals

Checked by:

Creative Director:

Estimating:

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Client:

Rev. / Date / Designer

09/20/10 - GB

Description:  
DURATRANS  
CABINETS

Classification:  
VN-1

Reference Design:  
N/A

O.E.M. Serial:

Sheet:  
1.0

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Young Electric Sign Company

Stratosphere

Art # 412871

DATE 10-26-10

2000 Las Vegas BLVD

Las Vegas, NV

BY CWV

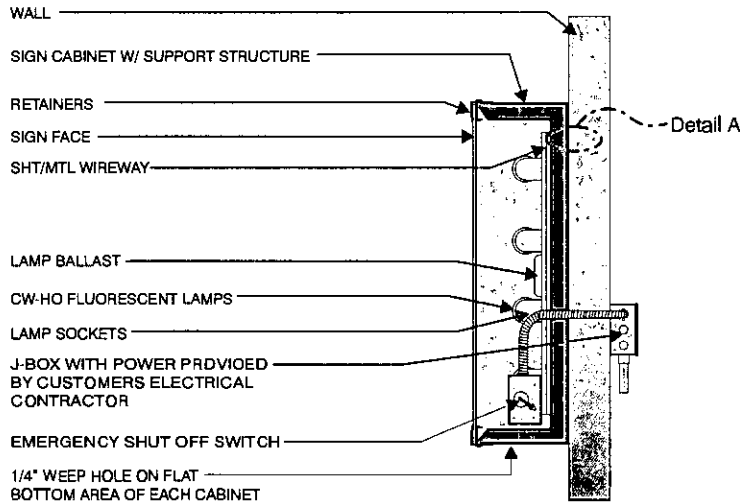
Cabinet

Salesman: B. Stockham

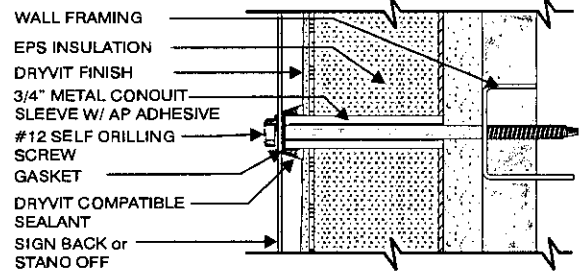
SCALE Not to Scale

SHEET MOA 1

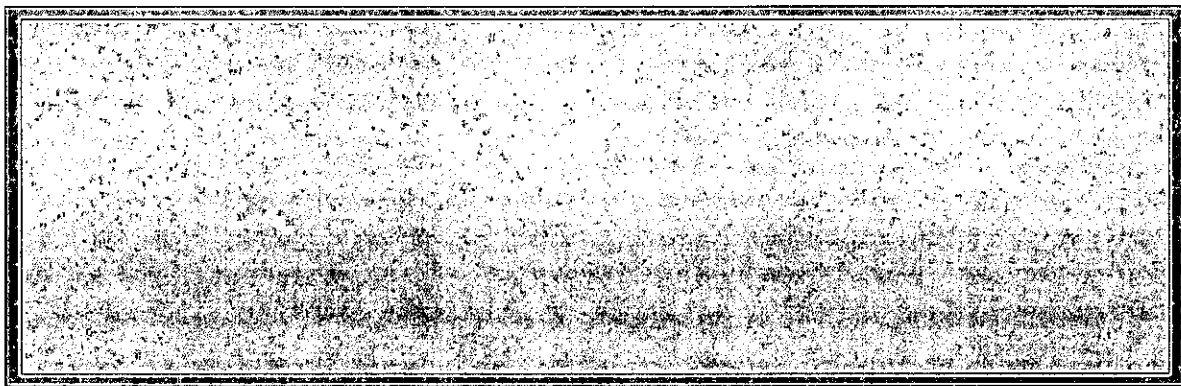
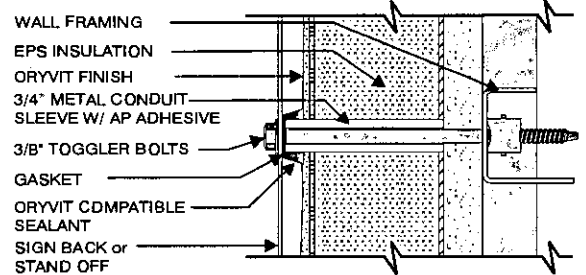
# METHOD OF ATTACHMENT



## DETAIL A



## DETAIL A



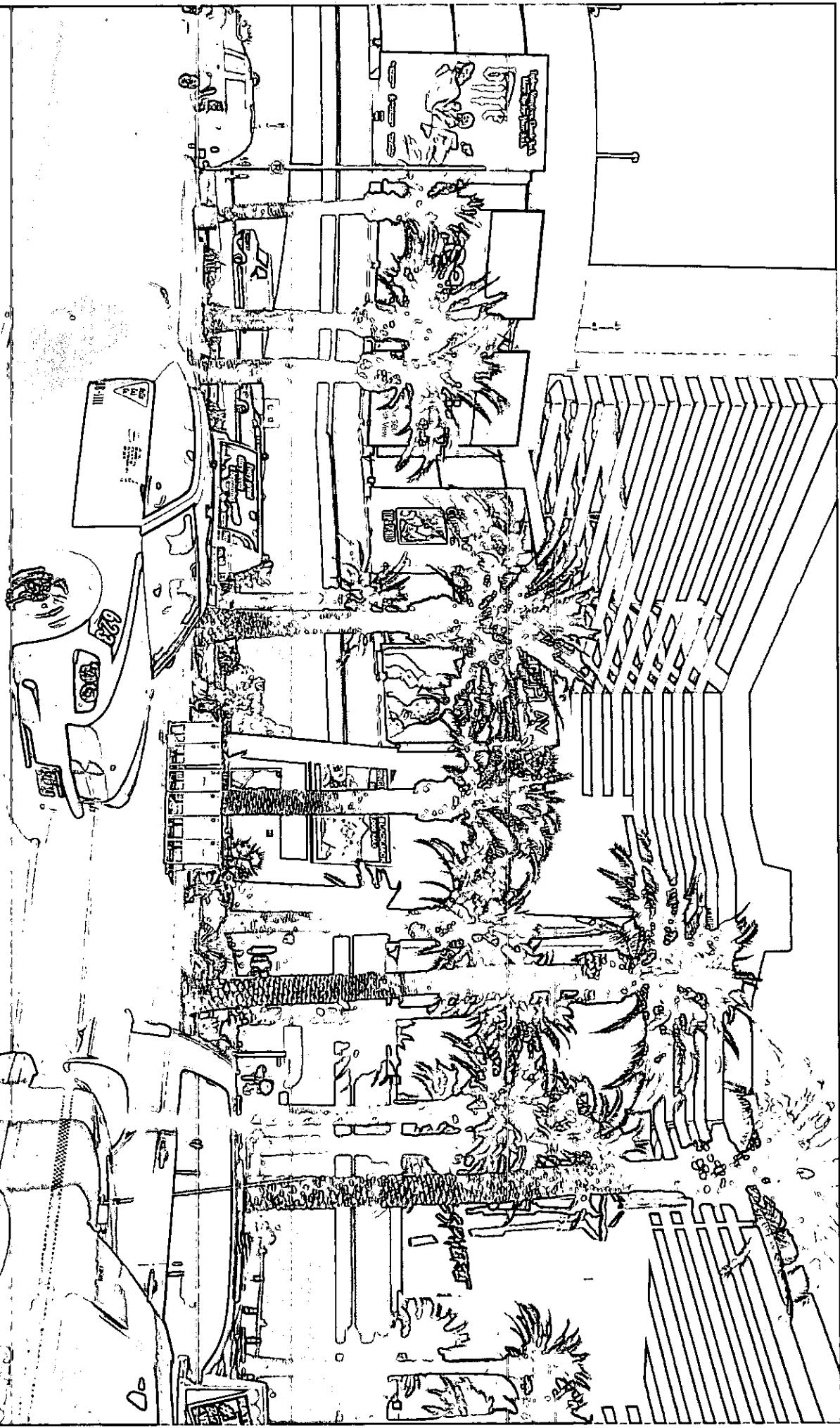
14 CONNECTIONS POINT MIN.

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12/14/10 DDRC

5119 SOUTH CAMERON STREET, LAS VEGAS, NEVADA 89118 (702)876-8080





ARC-40333

12/14/10 DDRC

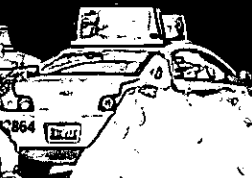
**American  
Superstars**  
The Show's Most Exciting & Famous Performers



ICONIC STARS.  
THRILLING TRIBUTES.

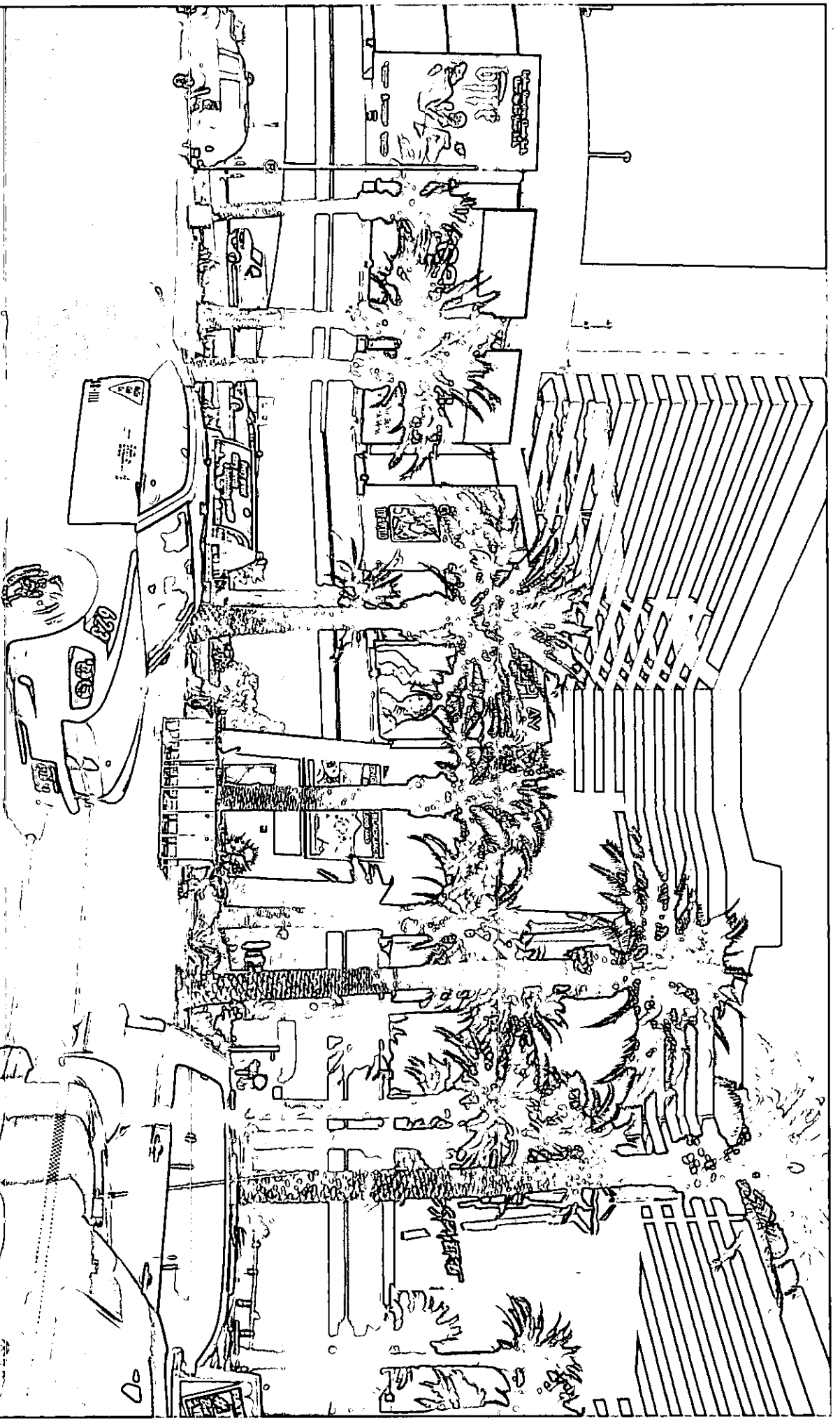


PlayStation 2 PS2 1000 TO TOWER



ARC-40388

12/14/10 DDRC



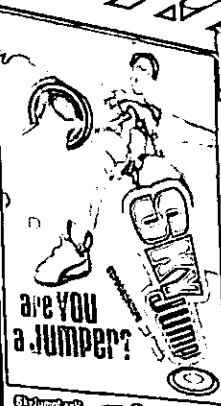
ARC-40333

12/14/10 DDRC

**American  
Superstars**  
The Strip's Most Exciting Celebrity House



ICONIC STARS.  
THRILLING TRIBUTES.



are YOU  
a JUMPER?

Stylin' Jumpin' 2000 600 88 TOWER



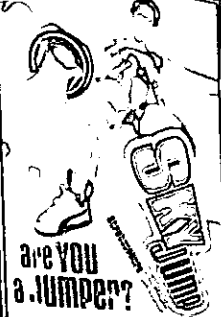
ARC-40385

12/14/10 DDRC

**American  
Superstars**  
The Vegas Strip's Most Iconic Shows

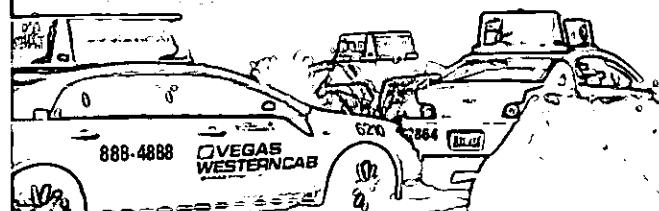


ICONIC STARS.  
THRILLING TRIBUTES.



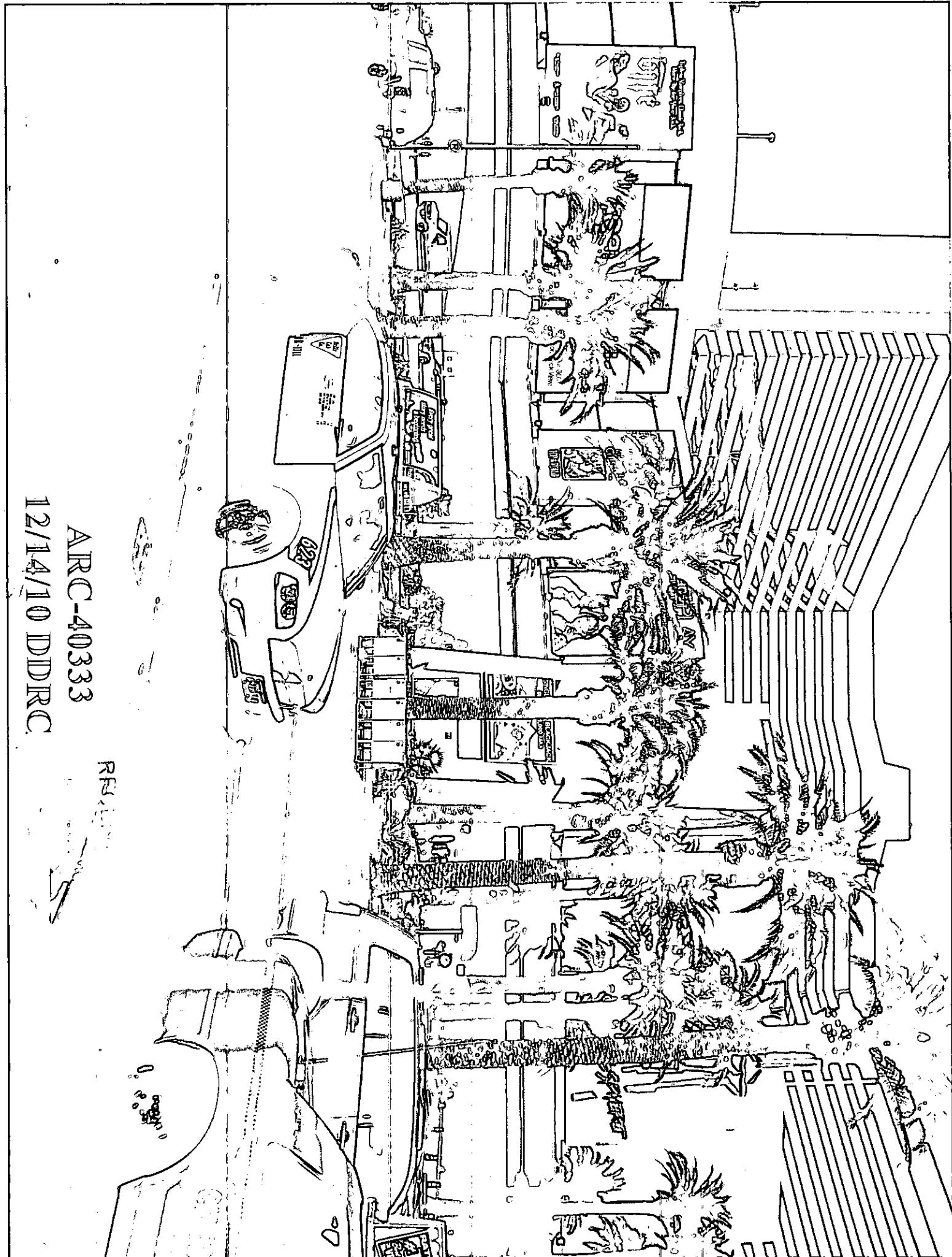
are YOU  
a JUMPER?

Slingshot, also 4000 TONER



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7-20-01-2010

ARC-40333  
12/14/10 DDRC



ARC-40333  
12/14/10 DDRC

RF

|                                                                                                                         |                                     |                                                                                                                                            |  |                                                                                                                                                                                                                                     |  |                                                    |  |
|-------------------------------------------------------------------------------------------------------------------------|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------|--|
| Pre-Application Conference<br><br>Item Required<br><br>YES      NO                                                      |                                     | <b>CITY OF LAS VEGAS</b><br><b>Planning &amp; Development Department</b><br><b>SUBMITTAL CHECKLIST</b>                                     |  |                                                                                                                                                   |  |                                                    |  |
| <b>APPLICATION PACKET</b>                                                                                               |                                     |                                                                                                                                            |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Application signed and notarized by <b>all</b> property owners or authorized agent(s)                                                      |  | <b>NOTES:</b><br>Visit the CLV website for blank application, SOFI & DINA forms @ <a href="http://www.lasvegasnevada.gov/">http://www.lasvegasnevada.gov/</a><br>(Follow - "I Want To..." --> "Apply for -> Planning Applications") |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Grant deed and legal description                                                                                                           |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | <b>Detailed</b> justification letter (explaining the scope of the project)                                                                 |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | <b>Original</b> meeting notes and Submittal Checklist(s) signed by planner                                                                 |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input type="checkbox"/>                                                                                                | <input checked="" type="checkbox"/> | Correct fee(s): \$ ____ (Application) + \$ ____ (Notification) + \$ ____ (Recordation) = \$ ____ Total                                     |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Statement of Financial Interest (SOFI) signed and notarized by <b>all</b> property owners or authorized agent(s)                           |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Assessor's Parcel Map                                                                                                                      |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input type="checkbox"/>                                                                                                | <input checked="" type="checkbox"/> | Development Impact Notice and Assessment (DINA)                                                                                            |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input type="checkbox"/>                                                                                                | <input checked="" type="checkbox"/> | Project of Regional Significance (PRS)                                                                                                     |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input type="checkbox"/>                                                                                                | <input checked="" type="checkbox"/> | Color & Materials Board per Site Development Plan Review Submittal Requirements                                                            |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Copy of Business Licenses: (Owner: <input type="checkbox"/> Applicant: <input type="checkbox"/> Representative: <input type="checkbox"/> ) |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <b>ALL SUBMITTED PLANS AND ELEVATIONS MUST BE LEGIBLE AND DRAWN TO SCALE (UNLESS OTHERWISE INDICATED)</b>               |                                     |                                                                                                                                            |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <b>SITE PLAN</b>                                                                                                        |                                     |                                                                                                                                            |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | 8.5" x 11" min. to 11" x 17" max. page size                                                                                                |  | Colored Folded Plans: _____<br>Reduced Copy (8-1/2x11 B/W): _____<br><br><b>NOTES:</b>                                                                                                                                              |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | North arrow, scale, and vicinity map                                                                                                       |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | <b>All</b> property lines and present dimensions labeled                                                                                   |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | <b>All</b> building setbacks labeled                                                                                                       |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | <b>All</b> adjacent existing land uses and street names labeled                                                                            |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | <b>All</b> points of ingress and egress shown                                                                                              |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | <b>All</b> sign setbacks labeled                                                                                                           |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input type="checkbox"/>                                                                                                | <input checked="" type="checkbox"/> | <b>All</b> free-standing sign locations shown and heights and sizes noted                                                                  |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | <b>All</b> sign locations labeled and shown                                                                                                |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <b>SIGN ELEVATIONS</b>                                                                                                  |                                     |                                                                                                                                            |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | 8.5" x 11" min. to 11" x 17" max. page size                                                                                                |  | Colored Folded Plans: _____<br>Reduced Copy (8-1/2x11 B/W): _____<br><br><b>NOTES:</b>                                                                                                                                              |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | <b>All</b> present dimensions labeled with a line at 10' from the ground                                                                   |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | <b>All</b> elevations drawn between 1/2" to 1" scale                                                                                       |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | <b>All</b> Colors & Materials shown and labeled                                                                                            |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | <b>All</b> methods of attachment shown                                                                                                     |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Visual representation of: lettering, illumination, color, area, and height of graphics                                                     |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <b>BUILDING ELEVATIONS</b>                                                                                              |                                     |                                                                                                                                            |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | 8.5" x 11" min. to 11" x 17" max. page size                                                                                                |  | Colored Folded Plans: _____<br>Reduced Copy (8-1/2x11 B/W): _____<br><br><b>NOTES:</b>                                                                                                                                              |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Building dimensions (Height & Width) labeled and to scale                                                                                  |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Photo of the complete building elevation with proposed signage and existing signage depicted                                               |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input type="checkbox"/>                                                                                                | <input checked="" type="checkbox"/> | 8" x 10" color and material board                                                                                                          |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <b>SIGN ANALYSIS TABLE</b>                                                                                              |                                     |                                                                                                                                            |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Type of sign                                                                                                                               |  | Table: _____<br>Reduced Copy (8-1/2x11 B/W): _____<br><br><b>NOTES:</b>                                                                                                                                                             |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input checked="" type="checkbox"/> | Required Setback                                                                                                                           |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input checked="" type="checkbox"/> | Provided Setback                                                                                                                           |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Allowed Height                                                                                                                             |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Provided Height                                                                                                                            |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Allowed Area 1500                                                                                                                          |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Provided Area 300                                                                                                                          |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Required Lighting                                                                                                                          |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <input checked="" type="checkbox"/>                                                                                     | <input type="checkbox"/>            | Provided Lighting                                                                                                                          |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| <b>THIS FORM MUST ACCOMPANY THE APPLICATION SUBMITTAL and is valid for no more than 60 days after the Pre-App date.</b> |                                     |                                                                                                                                            |  |                                                                                                                                                                                                                                     |  |                                                    |  |
| Owner / Applicant:                                                                                                      |                                     |                                                                                                                                            |  |                                                                                                                                                                                                                                     |  | Application Type: Downtown Design Review Committee |  |
| Representative:                                                                                                         |                                     |                                                                                                                                            |  | Application Purpose: Signage Review                                                                                                                                                                                                 |  |                                                    |  |
| APN: 162-03-301-016                                                                                                     |                                     |                                                                                                                                            |  | Site Location: 2000 S. Las Vegas Blvd                                                                                                                                                                                               |  |                                                    |  |
| Planner's Signature:                                                                                                    |                                     |                                                                                                                                            |  | Pre-App. Meeting Date: 11/22/10                                                                                                                                                                                                     |  |                                                    |  |
| Planner: 702-229-2087                                                                                                   |                                     |                                                                                                                                            |  | Submittal Deadline: no later than 2:00 pm 11/30/10<br>Earliest DDRC Meeting Dates: 12/14/10                                                                                                                                         |  |                                                    |  |

## LIMITED PARTNERSHIP AGREEMENT

OF

### W2007 STRATOSPHERE PROPCO, L.P.

This LIMITED PARTNERSHIP AGREEMENT of W2007 Stratosphere Propco, L.P. (the "Partnership"), dated and effective as of February 20, 2008 (as amended from time to time, this "Agreement"), by and between (i) W2007 ACEP First Mezzanine A Borrower, L.P., a Delaware limited partnership, in its capacity as the sole limited partner of the Partnership (the "Limited Partner"); and (ii) W2007 Stratosphere Gen-Par, L.L.C., a Delaware limited liability company, in its capacity as the sole general partner of the Partnership (the "General Partner") (the Limited Partner and the General Partner, and each substitute or additional partner of the Partnership are hereinafter each referred to as a "Partner" and collectively referred to as the "Partners").

### RECITALS

WHEREAS, W2007 Stratosphere Propco, L.L.C. (the "LLC") was formed by W2007/ACEP Holdings, LLC, a Delaware limited liability company ("ACEP Holdings"), as its sole equity member, pursuant to the statutes and laws of the State of Delaware relating to limited liability companies, including, without limitation, the Delaware Limited Liability Company Act (6 Del. C. Section 18-101, et seq.), as amended from time to time (the "LLC Act"), by (i) the filing of a Certificate of Formation of the LLC, dated as of February 7, 2008, in the Office of the Secretary of State of the State of Delaware on February 7, 2008 and (ii) the execution of that certain Limited Liability Company Agreement dated as of the date hereof and effective as of February 7, 2008;

WHEREAS, pursuant to that certain Omnibus Assignment of Interests (Propcos, Propco Gen-Pars, Ninth Mezz Co-Borrowers & Ninth Mezz Gen-Pars), dated as of the date hereof, by and among ACEP Holdings, Stratosphere LLC, a Nevada limited liability company ("Stratosphere LLC"), Stratosphere Land LLC, a Delaware limited liability company ("Stratosphere Land LLC"), Aquarius Gaming LLC, a Nevada limited liability company ("Aquarius LLC"), Arizona Charlie's, LLC, a Nevada limited liability company ("Arizona Charlie's LLC"), and Fresca, LLC, a Nevada limited liability company ("Fresca LLC"), among other things, ACEP Holdings assigned, transferred and conveyed a 100% limited liability company interest in the LLC to Stratosphere LLC and Stratosphere LLC was admitted to the LLC as a member and, immediately following such admission, ACEP Holdings ceased to be a member of the LLC;

WHEREAS, pursuant to that certain Grant, Bargain, Sale Deed, dated as of the date hereof, by and between Stratosphere LLC and the LLC, Stratosphere LLC granted, bargained, sold and conveyed the property described on Exhibit C attached hereto (the "Property") to the LLC;

NY12533:219690.9

ARC-40333  
12/14/10 DDRC

1

6. Management of the Partnership. The management of the Partnership shall be vested exclusively in the General Partner. The Limited Partner shall have no part in the management of the Partnership and shall have no authority or right to act on behalf of the Partnership in connection with any matter.

7. Authority of the General Partner. (a) Subject to Section 18, the General Partner shall have the power on behalf and in the name of the Partnership to carry out any and all of the objects and purposes of the Partnership set forth in Section 2 and to perform all acts which it may deem necessary or advisable except to the extent otherwise provided in this Agreement (including in Section 18).

(b) The Limited Partner agrees that all determinations, decisions and actions made or taken by the General Partner shall be conclusive and absolutely binding upon the Partnership, the Limited Partner and their respective successors, assigns and personal representatives.

(c) No Partner shall have the authority to take any action that will cause the Partnership to violate this Agreement.

8. Organizational Expenses. The General Partner shall be solely responsible for the expenses of organizing the Partnership.

9. Bank Account. All funds of the Partnership shall be deposited in a bank account or accounts opened in the name of the Partnership. The General Partner shall determine the institution or institutions at which such accounts will be opened and maintained, the types of accounts, and the Persons who will have authority with respect to the accounts and the funds maintained therein.

10. Dissolution. Subject to Section 18 of this Agreement, the Partnership shall dissolve, and its affairs shall be wound up upon the first to occur of the following: (a) unless the Loan is still outstanding, the sale or disposition of all of the Partnership's assets and receipt of the final payment of any installment obligation received as a result of any such sale or disposition, (b) unless the Loan is still outstanding, the written consent of the General Partner, which consent of the General Partner shall require, in turn, the prior unanimous written consent of its members (including both of its Non-Economic Members (as defined in the Limited Liability Company Agreement of the General Partner)) and managers, if any, (c) the occurrence of an event of withdrawal (as defined in the Act) with respect to a General Partner, other than an event of withdrawal set forth in Section 17-402(a)(4) or (5) of the Act; provided, the Partnership shall not be dissolved and required to be wound up in connection with any of the events specified in this clause (c) if (1) at the time of the occurrence of such event there is at least one remaining general partner of the Partnership who is hereby authorized to and shall carry on the business of the Partnership, or (2) if at such time there is no remaining General Partner, if within 120 days after such event of withdrawal, the Limited Partner agrees in writing or vote to continue the business of the Partnership and to appoint, effective as of the day of withdrawal, one or more additional general

**AMENDED AND RESTATED  
LIMITED LIABILITY COMPANY AGREEMENT  
OF**

**W2007 STRATOSPHERE GEN-PAR, L.L.C.**

This AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT of W2007 Stratosphere Gen-Par, L.L.C. (the "Company"), dated and effective as of February 20, 2008 (as amended from time to time, this "Agreement"), by and between (i) W2007 ACEP First Mezzanine A Borrower, L.P., a Delaware limited partnership, in its capacity as the sole economic member of the Company (the "Economic Member"); and (ii) Dennis E. Howarth and Carolyn Danielsson individually in their capacity as the non-economic members of the Company (the "Non-Economic Members") (the Economic Member and the Non-Economic Members, and any additional or substitute members of the Company are hereinafter each referred to as a "Member" and collectively referred to as the "Members" of the Company).

**RECITALS**

WHEREAS, the Company was formed by W2007/ACEP Holdings, LLC, a Delaware limited liability company ("ACEP Holdings"), as its sole economic member, pursuant to the statutes and laws of the State of Delaware relating to limited liability companies, including, without limitation, the Delaware Limited Liability Company Act (6 Del. C. Section 18-101, et seq.), as amended from time to time (the "DLLCA"), by (i) the filing of a Certificate of Formation of the Company, dated as of February 7, 2008, in the Office of the Secretary of State of the State of Delaware on February 7, 2008 (the "Certificate of Formation") and (ii) the execution of that certain Limited Liability Company Agreement dated as of the date hereof and effective as of February 7 (the "Original Agreement");

WHEREAS, pursuant to that certain Omnibus Assignment of Interests (Propcos, Propco Gen-Pars, Ninth Mezz Co-Borrowers & Ninth Mezz Gen-Pars), dated as of the date hereof, by and among ACEP Holdings, Stratosphere LLC, a Delaware limited liability company ("Stratosphere LLC"), Stratosphere Land LLC, a Delaware limited liability company ("Stratosphere Land LLC"), Aquarius Gaming LLC, a Nevada limited liability company ("Aquarius LLC"), Arizona Charlie's, LLC, a Nevada limited liability company ("Arizona Charlie's LLC"), and Fresca, LLC, a Nevada limited liability company ("Fresca LLC"), among other things, ACEP Holdings assigned, transferred and conveyed a 100% limited liability company interest in the Company to Stratosphere LLC and Stratosphere LLC was admitted to the Company as a member and, immediately following such admission, ACEP Holdings ceased to be a member of the Company,

WHEREAS, pursuant to that certain Omnibus Admission of Non-Economic Members (Propco), dated as of the date hereof, by and among Stratosphere

affirmative vote, approval or consent is required for the Company or the Economic Member to perform certain acts or take certain actions as expressly provided in this Agreement. The Non-Economic Members may not bind the Company.

6. Management and Control. The Company shall be managed by the Economic Member, which shall have the right, power, authority and discretion acting alone to conduct the business and affairs of the Company, subject to Section 21; to take any and all actions (including, without limitation, executing, delivering and performing on behalf of the Company (in its individual capacity or as the general partner of the Property Owner) any and all agreements, instruments, certificates or other documents) and do any and all things necessary, desirable, convenient or incidental to carry on the business and purposes of the Company, including, without limitation, in all cases subject to Section 21, (i) to incur debt on behalf of the Company, (ii) to acquire or sell any assets of the Company, (iii) to provide indemnities or guaranties in the name and on behalf of the Company, (iv) to enter into, perform and carry out agreements, instruments, guaranties, indemnities, and contracts of any kind, including, without limitation, contracts with any Person or entity affiliated with the Company, necessary to, in connection with, convenient to or incidental to the accomplishment of the purposes of the Company set forth in Section 2(a), (v) to take any and all actions (including, without limitation, executing, delivering and performing on behalf of the Company (in its individual capacity or as the general partner of the Property Owner) any and all agreements, instruments, certificates or other documents) necessary, desirable, convenient or incidental for the purpose of carrying out or exercising any of the powers of the Company described in Section 2(a) above, (vi) to carry out or exercise any of the rights, powers or authority of the Property Owner under the Partnership Agreement or any other agreement, instrument or document, and (vii) to take any and all other actions that the Economic Member deems necessary, desirable, convenient or incidental for the furtherance of the objects and purposes of the Company or the Property Owner. Notwithstanding any other provision of this Agreement or any provision of the Act or other applicable law, rule or regulation, if there is more than one economic member, then each such economic member shall have the right, power, authority, and discretion to act alone and to take and exercise any or all of the foregoing rights, powers, authority and discretion in carrying out activities and conducting business in the name, or on behalf, of the Company without any further act, vote or approval of any Person or entity. Any economic member shall have the authority to bind the Company. Any Person or entity dealing with the Company may conclusively presume that an economic member (or any Person to whom such economic member delegates authority) who executes a contract, certificate, agreement, instrument or other document on behalf of the Company has the full power and authority to do so and each such document shall, for all purposes, be duly authorized, executed and delivered by the Company upon execution and delivery by such economic member (or any Person to whom such economic member delegates authority). Except as otherwise expressly provided in this Agreement and the Loan Agreement, an economic member may, subject to Section 21, take any action on behalf of the Company including, without limitation, the sale of all or substantially all of the assets of the

Stratosphere Gaming Member of Gen Par A  
Gen Par A LLC Gen Partner of Mezz A

AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT  
OF

W2007 ACEP FIRST MEZZANINE A GEN-PAR, L.L.C.

(6) This LIMITED LIABILITY COMPANY AGREEMENT of W2007 ACEP First Mezzanine A Gen-Par, L.L.C. (the "Company"), dated and effective as of May [ ], 2009 (as amended from time to time, this "Agreement"), by and among (i) Stratosphere LLC, a Delaware limited liability company ("Stratosphere LLC"), Stratosphere Gaming LLC, a Nevada limited liability company ("Gaming LLC"), and Stratosphere Land LLC, a Delaware limited liability company ("Land LLC"), individually in their capacity as the economic members of the Company (collectively, the "Economic Members"); and (ii) Robert K. Rowell and Carolyn Danielsson individually in their capacity as the non-economic members of the Company (the "Non-Economic Members") (the Economic Members and the Non-Economic Members, and any additional or substitute members of the Company are hereinafter each referred to as a "Member" and collectively referred to as the "Members" of the Company).

R E C I T A L S

WHEREAS, the Company was formed by W2007 ACEP Second Mezzanine A Borrower, L.P., a Delaware limited partnership ("ACEP Second"), as its sole economic member, and Robert K. Powell and Carolyn Danielsson, as its non-economic members (the "Original Members") pursuant to the statutes and laws of the State of Delaware relating to limited liability companies, including, without limitation, the Delaware Limited Liability Company Act (6 Del. C. Section 18-101, et seq.), as amended from time to time (the "Act"), by (i) the filing of a Certificate of Formation of the Company, dated as of February 7, 2008, in the Office of the Secretary of State of the State of Delaware on February 7, 2008 (the "Certificate of Formation") and (ii) the execution of that certain Limited Liability Company Agreement dated as of the date hereof and effective as of February 7, 2008 (the "Original Agreement");

WHEREAS, the Company is the sole general partner of W2007 ACEP First Mezzanine A Borrower, L.P., a Delaware limited partnership (the "Partnership"), pursuant to the terms of the Amended and Restated Limited Partnership Agreement of the Partnership, dated as of the date hereof and effective as of February 7, 2008 (as amended from time to time, the "Partnership Agreement");

WHEREAS, pursuant to that certain Agreement and Plan of Merger dated as of the date hereof, between W2007 ACEP Ninth Mezzanine A Gen-Par, L.L.C., a Delaware limited liability company, W2007 ACEP Eighth Mezzanine A Gen-Par, L.L.C., a Delaware limited liability company, W2007 ACEP Seventh Mezzanine A Gen-Par, L.L.C., a Delaware limited liability company, W2007 ACEP Sixth Mezzanine A Gen-Par, L.L.C., a Delaware limited liability company, W2007 ACEP Fifth Mezzanine A

bureau, department or agency thereof and any fiduciary acting in such capacity on behalf of any of the foregoing.

(f) Subject to the express terms of this Agreement, which shall take precedence, the Members shall have all of the rights and powers granted to the Members pursuant to the Act.

(g) To the fullest extent permitted by law, each Member waives any and all rights that it may have to maintain an action for partition of the Company's property.

(h) No Member shall have the right, privilege, or power to perform any act on behalf of the Company, including, without limitation, executing or delivering any contracts, agreements, assignments, leases, mortgages and other security instruments and deeds and all other documents and instruments, except to the extent expressly provided in this Agreement.

(i) Each of the Non-Economic Members agrees to remain independent from the Economic Members and perform its obligations under this Agreement, agrees to be a member of the Company for the limited purposes provided herein and to perform its obligations as a Non-Economic Member hereunder, and the Company and the Economic Members agree that the Non-Economic Members will be members of the Company for such limited purposes. The Company, the Economic Members and the Non-Economic Members agree that the Non-Economic Members: (i) will not make, and will not be obligated to make, a contribution to the Company; (ii) will not own, and will not be obligated to acquire an interest in the Company; and (iii) will have no management, approval, voting, consent or veto rights in the Company, other than to the extent that their affirmative vote, approval or consent is required for the Company or the Economic Members to perform certain acts or take certain actions as expressly provided in this Agreement. ~~The Non-Economic Members may not bind the Company.~~

6. Management and Control. The Company shall be managed by one or more managers appointed by the Economic Members (each, a "Manager") (with the initial such appointment being effective pursuant to Section 7 hereto), each of which shall have the right, power, authority and discretion acting alone to conduct the business and affairs of the Company, subject to Section 21, to take any and all actions (including, without limitation, executing, delivering and performing on behalf of the Company (in its individual capacity or as the general partner of the Partnership) any and all agreements, instruments, certificates or other documents) and do any and all things necessary, desirable, convenient or incidental to carry on the business and purposes of the Company, including, without limitation, in all cases subject to Section 21 (i) to incur debt on behalf of the Company, (ii) to acquire or sell any assets of the Company, (iii) to provide indemnities or guaranties in the name and on behalf of the Company, (iv) to enter into, perform and carry out agreements, instruments, guaranties, indemnities, and contracts of any kind, including, without limitation, contracts with any Person or entity Affiliated

**STRATOSPHERE GAMING, LLC  
ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE SOLE MEMBER**

The undersigned, being the Sole Member of Stratosphere Gaming, LLC a Nevada Limited Liability Company does hereby consent that when such Member signed the Consent, the following resolution shall then be deemed to be adopted all in accordance with Nevada Corporation law, as amended and as applicable:

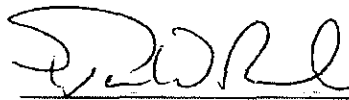
RESOLVED: That the following individuals are hereby appointed as Officers of Stratosphere Gaming, LLC:

(6)

Frank V. Riolo  
Arthur Keith, Jr.  
Edward N. Martin III  
Phyllis A. Gilland

Chief Executive Officer  
President  
Chief Financial Officer and Treasurer  
General Counsel and Secretary

IN WITNESS WHEREOF, the undersigned has executed this Consent to be effective as of October 21, 2008



\_\_\_\_\_  
Frank V. Riolo  
Chief Executive Officer  
Stratosphere, LLC  
Sole Member of Stratosphere Gaming, LLC

## EXHIBIT D

### Authorized Signatories

Edward W. Martin, III  
Heather Allsop  
Steven Angel  
Zachary Bornstein  
Adam Brooks  
Elizabeth M. Burban  
Anthony Cacioppo  
Brahm S. Cramer  
Guillaume Cassou  
Eniela Cruickshank  
Jean De Pourtales  
Jeffery Fine  
James R. Garman  
James Geiger  
Phyllis Gilland  
Rachel Gonzalez  
Benoit Herault  
Deborah Hudspeth  
Jerome S. Karr  
Alan S. Kava  
Jonathan A. Langer  
Roy Lapidus  
Jonathan Lurie  
Kathleen McCarthy  
Penny McSpadden  
Veronique Menard  
Richard Powers  
Chhaya P. Prasad  
Stefano Questa  
Mark G. Riemann  
Frank Riolo  
Josephine Scesney  
James C. Seppala  
Edward M. Siskind  
Robert Springer  
Patrick Sweeney  
Patrick Tribolet  
Lauren L. Wainwright  
Michael Watts  
Peter Weidman  
Mitchell S. Weiss  
Aaron Wetherill  
Todd A. Williams  
Oleg Yablonovskiy

## I N T E R - O F F I C E    M E M O R A N D U M

JAN 4 2011

## TO:

COURTNEY MOONEY  
PLANNING & DEVELOPMENT

## FROM:

CITY CLERK

## SUBJECT:

APPEAL ON DOWNTOWN DESIGN  
REVIEW COMMITTEE

## COPIES TO:

This is to certify that the following action relative to Downtown Design Review Committee decision on the application of:

FILE NO.:            ARC-40333

APPLICANT:        W2007 Stratosphere Propco, LP

WARD:              3 (Reese)

Appeal by applicant or any other aggrieved person:

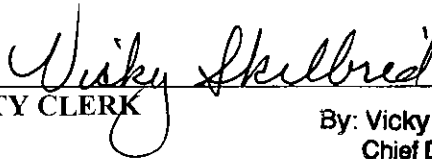
Yes

☒ No

JAN 4 2011

DATE

CITY CLERK

By: Vicky Skilbred  
Chief Deputy City Clerk

## PLANNING AND DEVELOPMENT DEPARTMENT INFORMATION:

Date of Downtown Design Review Committee Action.

December 14, 2010

Last day for filing an appeal by applicant or any other  
aggrieved person. (Appeal period is ten (10) days after the  
date of the DDRC decision.)

January 3, 2011



DEVELOPMENT SERVICES CENTER

731 S. Fourth Street  
Las Vegas, NV 89101

Voice: 702-229-6301  
Fax: 702-474-0352  
TTY: 702-386-9108

[www.lasvegasnevada.gov](http://www.lasvegasnevada.gov)

December 15, 2010

Phyllis Gilland  
W2007 Stratosphere Propco, L.P.  
2000 S. Las Vegas Blvd  
Las Vegas, Nevada 89104

**RE: ARC-40333**

Dear Applicant:

Your request for a signage review on a hotel and casino at 2000 South Las Vegas Boulevard (APN 162-04-813-085), C-2 (General Commercial) Zone, Ward 3 (Reese), was considered by the Downtown Design Review Committee (DDRC) on December 14, 2010.

The Downtown Design Review Committee (DDRC) voted to APPROVE your request, subject to the following conditions:

1. A Waiver of Title 19.06.140(C)(2) is hereby approved to allow six signs without neon or animation where 75% neon or animation is required.
2. A Waiver of Title 19.06.100(C)(5) is hereby approved to allow six on-premise signs to be located less than 50' apart where 50' separation distance is required.
3. All signage must advertize products or services obtainable on the premises of the Stratosphere Hotel and Casino.
4. All signage including temporary signage shall be properly permitted.
5. Conformance to the sign elevations and documentation as submitted and date stamped 12/01/10 in conjunction with this request, except as modified herein.
6. All City Code requirements and design standards of all City departments must be satisfied.

Mayor  
Oscar B. Goodman  
City Council  
Gary Reese  
(Mayor Pro Tem)  
Steve Wolfson  
Lois Tarkanian  
Steven D. Ross  
Ricki Y. Barlow  
Stavros S. Anthony  
City Manager  
Elizabeth N. Fretwell

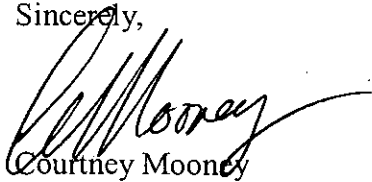


07101-001-06-09

Mr. Phyllies Gilland  
ARC-40333 – Page Two  
December 15, 2010

This action by the Downtown Design Review Committee on December 14, 2010 is final unless a written appeal is filed with the City Clerk within ten (10) days of the date of the Downtown Design Review Committee's decision.

Sincerely,

A handwritten signature in black ink, appearing to read 'Courtney Mooney', written over the printed name.

Courtney Mooney  
Urban Design Coordinator  
Planning & Development Department

CM:nl

Cc:

Mike LeBlue  
YESCO  
5119 Cameron Street  
Las Vegas, Nevada 89119



DEVELOPMENT SERVICES CENTER

731 S. Fourth, Street  
Las Vegas, NV 89101

Voice: 702-229-6301  
Fax: 702-474-0352  
TTY: 702-386-9108

[www.lasvegasnevada.gov](http://www.lasvegasnevada.gov)

December 15, 2010

Phyllis Gilland  
W2007 Stratosphere Propco, L.P.  
2000 S. Las Vegas Blvd  
Las Vegas, Nevada 89104

**RE: ARC-40333**

Dear Applicant:

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4. All signage including temporary signage shall be properly permitted.
5. Conformance to the sign elevations and documentation as submitted and date stamped 12/01/10 in conjunction with this request, except as modified herein.
6. All City Code requirements and design standards of all City departments must be satisfied.

Mayor  
Oscar B. Goodman

City Council  
Gary Reese  
(Mayor Pro Tem)  
Steve Wolfson  
Lois Tarkanian  
Steven D. Ross  
Ricki Y. Barlow  
Stavros S. Anthony

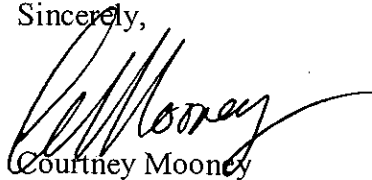
City Manager  
Elizabeth N. Fretwell



Mr. Phyllies Gilland  
ARC-40333 – Page Two  
December 15, 2010

This action by the Downtown Design Review Committee on December 14, 2010 is final unless a written appeal is filed with the City Clerk within ten (10) days of the date of the Downtown Design Review Committee's decision.

Sincerely,

A handwritten signature in black ink, appearing to read 'Courtney Mooney', written over the printed name.

Courtney Mooney  
Urban Design Coordinator  
Planning & Development Department

CM:nl

Cc:

Mike LeBlue  
YESCO  
5119 Cameron Street  
Las Vegas, Nevada 89119



731 S. Fourth Street  
Las Vegas, NV 89101

Voice: 702-229-6301  
Fax: 702-474-0352  
TTY: 702-386-9108

[www.lasvegasnevada.gov](http://www.lasvegasnevada.gov)

December 7, 2010

Phyllis Gilland  
W2007 Stratosphere Propco, L.P.  
2000 S. Las Vegas Blvd  
Las Vegas, Nevada 89104

**RE: ARC-40333**

Dear applicant:

Please be advised your request, as referred to above, will be considered by the **Downtown Design Review Committee** on **December 14, 2010**. This meeting will be held at 12:15 P.M. at the Development Services Center, 731 South Fourth Street, in Conference Room 2B, Las Vegas, Nevada.

Enclosed please find a copy of staff's recommendations and any conditions related to your application along with an agenda for the December 14, 2010 meeting.

The Downtown Design Review Committee requires that you or your representative be present at this meeting.

Sincerely,

Courtney Mooney  
Urban Design Coordinator  
Planning & Development Department

Mayor  
Oscar B. Goodman

City Council  
Gary Reese  
(Mayor Pro Tem)  
Steve Wolfson  
Lois Tarkanian  
Steven D. Ross  
Ricki Y. Barlow  
Stavros S. Anthony  
City Manager  
Elizabeth N. Fretwell

CM:nl

Enclosures

Cc:

Mike LeBlue  
YESCO  
5119 Cameron Street  
Las Vegas, Nevada 89119



**ARC-40333**

**12/14/10 DDRC**

**AGENDA MEMO**

**DOWNTOWN DESIGN REVIEW COMMITTEE MEETING DATE: December 14, 2010**

**DEPARTMENT: PLANNING AND DEVELOPMENT**

**ITEM DESCRIPTION: ARC- 40333 - APPLICANT: Yesco Sign Company - OWNER:  
W2007 STRATOSPHERE PROPCO L L C**

---

**\*\* STAFF RECOMMENDATION(S) \*\***

| <b>CASE<br/>NUMBER</b> | <b>RECOMMENDATION</b>                                       | <b>REQUIRED FOR<br/>APPROVAL</b> |
|------------------------|-------------------------------------------------------------|----------------------------------|
| <b>ARC-40333</b>       | Staff recommends DENIAL, if approved subject to conditions: |                                  |

**\*\* CONDITIONS \*\***

---

**ARC-40333 CONDITIONS**

---

**Planning and Development**

1. A Waiver of Title 19.06.140(C)(2) is hereby approved to allow six signs without neon or animation where 75% neon or animation is required.
2. A Waiver of Title 19.06.100(C)(5) is hereby approved to allow six on-premise signs to be located less than 50' apart where 50' separation distance is required.
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4. All signage including temporary signage shall be properly permitted.
5. Conformance to the sign elevations and documentation as submitted and date stamped 12/01/10 in conjunction with this request, except as modified herein.
6. All City Code requirements and design standards of all City departments must be satisfied.

**\*\* STAFF REPORT \*\***

**PROJECT DESCRIPTION**

This is a request for a signage review on a building located at 2000 S. Las Vegas Boulevard. The property is within the Las Vegas Boulevard Scenic Byway Overlay District. The applicant is proposing to place six on-premise signs within the porte cochere area at the main entrance to the Stratosphere Hotel and Casino. All six signs are five feet tall and ten feet long for a total of 50 square feet each.

Staff is recommending denial of this request. The proposed signage does not meet the requirements of the Las Vegas Scenic Byway Overlay District. If this request is denied, the proposed signage will not be permitted and the applicant may present redesigned signs at a future date.

**ISSUES**

- The applicant is requesting a Waiver of Title 19.06.140(C)(2) to allow a non illumination or animated sign on a property located along the Las Vegas Boulevard Scenic Byway Overlay District.
- The applicant is requesting a Waiver of Title 19.06.100(C)(5) to allow on-premise signs not exceed 65 square feet to have a separation distance of less than 50'.
- The overall signage concept does not meet the design intent of the Las Vegas Boulevard Scenic Byway Overlay District, which seeks to preserve the tradition of neon art and encourage signage that will enhance the district as a nationally recognized place.

## BACKGROUND INFORMATION

| <i>Most Recent Change of Ownership</i> |                                                |
|----------------------------------------|------------------------------------------------|
| 03/05/08                               | A deed was recorded for a change in ownership. |

| <i>Related Relevant City Actions by P&amp;D, Fire, Bldg., etc</i> |                                                                                         |
|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| 04/07/04                                                          | The City Council adopted R-59-2004 creating the Scenic Byways Corridor Management Plan. |
| 11/05/08                                                          | The City Council adopted R-62-2008 revising the Scenic Byways Corridor Management Plan. |

| <i>Pre-Application Meeting</i> |                                                                                                                                     |
|--------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| 11/22/10                       | A pre-application meeting was held and the submittal requirements of a Downtown Design Review Committee application were discussed. |

| <i>Field Check</i> |                                                                                                                                                      |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| 12/02/10           | A site inspection of the proposed sign locations was performed by staff. The subject property was noted as a well maintained commercial development. |

| <i>Details of Application Request</i> |      |
|---------------------------------------|------|
| <i>Site Area</i>                      |      |
| Net Acres                             | 6.29 |

| <i>Surrounding Property</i> | <i>Existing Land Use Per Title 19.04</i> | <i>Planned or Special Land Use Designation</i> | <i>Existing Zoning District</i> |
|-----------------------------|------------------------------------------|------------------------------------------------|---------------------------------|
| Subject Property            | Gaming Establishment, Non-Restricted     | C (Commercial)                                 | C-2 (General Commercial)        |
| North                       | Multi-Family Residential                 | MXU (Mixed Use)                                | R-4 (High Density Residential)  |
| South                       | Gaming Establishment                     | C (Commercial)                                 | C-2 (General Commercial)        |
| East                        | Motel                                    | C (Commercial)                                 | C-2 (General Commercial)        |
| West                        | Multi-Family Residential                 | MXU (Mixed Use)                                | R-4 (High Density Residential)  |

| <b>Master Plan Areas</b>                          | <b>Yes</b> | <b>No</b> | <b>Compliance</b> |
|---------------------------------------------------|------------|-----------|-------------------|
| <b>Master Plan Area</b>                           |            |           |                   |
| Downtown Centennial Plan – Northern Strip Gateway | X          |           | Y                 |
| <b>Special Purpose and Overlay Districts</b>      | <b>Yes</b> | <b>No</b> | <b>Compliance</b> |
| <b>Special Purpose and Overlay Districts</b>      |            |           |                   |
| A-O (Airport Overlay) District – 175 Feet         | X          |           | Y                 |
| Las Vegas Boulevard Scenic Byway Overlay District | X          |           | N                 |
| <b>Las Vegas Redevelopment Plan Area</b>          | X          |           | Y                 |
| <b>Development Impact Notification Assessment</b> |            | X         | N/A               |
| <b>Project of Regional Significance</b>           |            | X         | N/A               |

## SIGN STANDARDS

### Wall Signs:

| <b>Sign 1 through 6</b> | <b>Allowed</b>                                 | <b>Provided</b>                                | <b>Compliance</b> |
|-------------------------|------------------------------------------------|------------------------------------------------|-------------------|
| Maximum Number          | Total of all signs < 50% of the elevation area | Total of all signs < 50% of the elevation area | Y                 |
| Maximum Area            | 1,500 Square Feet                              | 50 Square Feet                                 | Y                 |
| Maximum Height          | 20' above parapet                              | Below parapet                                  | Y                 |
| Minimum Setback         | May not encroach more than 8' into ROW         | Zero                                           | Y                 |
| Illumination            | 75% neon/animated                              | Not neon/animated                              | N                 |
| Separation Distance     | 50'                                            | 14' and 23'                                    | N                 |

## ANALYSIS

This is a request for a signage review on a building located at 2000 S. Las Vegas Boulevard. The property is within the Las Vegas Boulevard Scenic Byway Overlay District. The applicant is proposing to place six on-premise signs within the porte cochere area at the main entrance to the Stratosphere Hotel and Casino.

The proposed on-premise signs are identical, depicting the Stratosphere Hotel and a Roulette Table. All six signs are five feet tall and ten feet long for a total of 50 square feet each. The sign faces will be backlit with four fluorescent lamps. The three signs to the south of the main entrance are spaced 14'-1" apart. The three signs to the north of the main entrance are spaced 23'-2" apart. The proposed signs do not have neon or animation and do not meet the Las Vegas Boulevard Scenic Byway Overlay District standards of 75% neon or animation.

The applicant is requesting a Waiver of Title 19.06.140(C)(2) to allow a non illumination or animated signs on a property located along the Las Vegas Boulevard Scenic Byway Overlay District. In addition, the applicant is requesting a Waiver of Title 19.06.100(C)(5) to allow on-premise signs not exceed 65 square feet to have a separation distance of less than 50'.

The Scenic Byway standards apply to the entire property and no allowance is made for signs that are not viewable from the public right-of-way. A site inspection was conducted on December 2, 2010 and it was determined signs 3 and 6 closest to the white double doors on the north and south sides would be visible from the right-of-way. Signs 2 and 5 will be partially visible and signs 1 and 4 would be obscured with limited viewing opportunities.

The overall signage concept does not meet the design intent of the Las Vegas Boulevard Scenic Byway Overlay District, which seeks to preserve the tradition of neon art and encourage signage that will enhance the district as a nationally recognized place. The proposed signs do not:

- Enhance the historic character of the district.
- Celebrate the best of the sign makers' art.
- Improve the quality and appearance of new development within the district.

## **FINDINGS**

Staff is recommending denial of this request, as the proposed signage does not meet the requirements for neon or animation of the Scenic Byway Overlay District. Further, the six signs are within the first ten feet vertically from the sidewalk and do not maintain a separation distance of 50'. In addition, the lack of neon or animation does not capture the tradition of neon art and encourage signage that will enhance the district as a nationally recognized place.



# PLANNING & DEVELOPMENT DEPARTMENT

## APPLICATION / PETITION FORM

Application/Petition For: W2007 STRATOSPHERE PROPCO, L.P. / New Signage  
 Project Address (Location) 2000 S. Las Vegas Blvd.  
 Project Name Stratosphere Hotel and Casino Proposed Use \_\_\_\_\_  
 Assessor's Parcel #(s) 16203301016 Ward # 3  
 General Plan: existing \_\_\_\_\_ proposed \_\_\_\_\_ Zoning: existing C-2 proposed C-2  
 Commercial Square Footage \_\_\_\_\_ Floor Area Ratio \_\_\_\_\_  
 Gross Acres \_\_\_\_\_ Lots/Units \_\_\_\_\_ Density \_\_\_\_\_  
 Additional Information \_\_\_\_\_

PROPERTY OWNER W2007 Stratosphere Propco, L.P. Contact Phyllis Gilland  
 Address 2000 Las Vegas Blvd, S Phone: 702 380 7672 Fax: 702 383 5346  
 City Las Vegas State NV Zip 89104

APPLICANT W2007 Stratosphere Propco, L.P. Contact Phyllis Gilland  
 Address 2000 Las Vegas Blvd, S. Phone: 702-380-7672 Fax: 702 383-5346  
 City Las Vegas State NV Zip 89104

REPRESENTATIVE YESLO Contact Mike LeBlue  
 Address 5119 Cameron St. Phone: 702 876 8080 Fax: 702 944-4500  
 City Las Vegas State NV Zip 89119

Property Owner Signature\* Phyllis A. Gilland

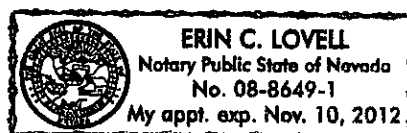
\* An authorized agent may sign in lieu of the property owner for Final Maps, Tentative Maps, and Parcel Maps.

Print Name Phyllis A. Gilland

Subscribed and sworn before me

This 23 day of November, 20 10  
Erin C. Lovell

Notary Public in and for said County and State



### FOR DEPARTMENT USE ONLY

|                |                    |
|----------------|--------------------|
| Case #         | <u>ARC-40333</u>   |
| Meeting Date:  | <u>12-14-2010</u>  |
| Total Fee:     | <u>0</u>           |
| Date Accepted: | <u>12-1-2010</u>   |
| Accepted By:   | <u>[Signature]</u> |

\*The application will not be deemed complete until the submitted materials have been reviewed by the Planning and Development for consistency with applicable sections for the Zoning Ordinance.



## PLANNING & DEVELOPMENT DEPARTMENT

### STATEMENT OF FINANCIAL INTEREST

Case Number: **ARC-40333** APN: \_\_\_\_\_

Name of Property Owner: W2007 Stratosphere Propco, LP

Name of Applicant: W2007 Stratosphere Propco, L.P

Name of Representative: MIKE LeBlue : YESCO

To the best of your knowledge, does the Mayor or any member of the City Council or Planning Commission have any financial interest in this or any other property with the property owner, applicant, the property owner or applicant's general or limited partners, or an officer of their corporation or limited liability company?

\_\_\_\_\_ Yes

✓ \_\_\_\_\_ No

If yes, please indicate the member of the City Council or Planning Commission who is involved and list the name(s) of the person or persons with whom the City Official holds an interest. Also list the Assessor's Parcel Number if the property in which the interest is held is different from the case parcel.

City Official: \_\_\_\_\_

Partner(s): \_\_\_\_\_

APN: \_\_\_\_\_

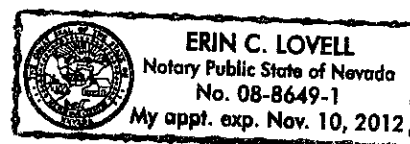
Signature of Property Owner: Phyllis A. Billand

Print Name: Phyllis A. Billand

Subscribed and sworn before me

This 23 day of November, 2010

Erin C. Lovell  
Notary Public in and for said County and State





Las Vegas Division

5119 South Cameron Street  
Las Vegas, Nevada 89118

702-876-8080 Telephone  
702-944-4500 Fax

November 19, 2010

Mr. Daniel Donley  
Las Vegas Planning and Development  
731 South 4<sup>th</sup> Street  
Las Vegas, Nevada 89101

RECEIVED

DEC 01 2010

Dear Mr. Donley:

On behalf of American Casino Entertainment Properties, LLC, owners of the Stratosphere Hotel and Casino, this letter shall serve as justification for the installation of dura trans signage underneath the Porte Cochere at the main entrance to the hotel and casino. The following are the conditions specified in code, and our explanation of our specific compliance.

The applicant establishes that a waiver is warranted based upon conditions specific to the parcel:

1. The signage we wish to install, while facing the street, is well underneath the porte cochere, and behind several visual barriers in place with the existing structure. They are not meant to be external signage, but rather meant to be seen by patrons already entering the property.
2. The dura trans will not compromise the objectives of the sign standards due to their small size and their placement adjacent to the front entrance doors underneath the porte cochere. They are meant to be noticed only by customers who have already made a decision to be our guests.
3. The signage will further the City's redevelopment efforts because the Stratosphere is located within the Redevelopment District and is part of a broader program of redevelopment inside and outside of the hotel casino. We have been recruiting additional tenants into the Stratosphere and making internal improvements such as new flooring, new amenities, and refurbished exterior landscaping. These efforts are designed to bring in additional customers, which will enhance the revenue to the Redevelopment District. The signage is meant to enhance sales for our new tenants and our own internal offerings by informing prospective customers about their offerings as they arrive on property, and is part of an overall advertising effort to increase revenue on property. Such advertising is critical to increasing revenue.

We are requesting that the City of Las Vegas grant us a waiver such that the signs be separated by less than 50' apart (our signs are about 20' apart); that the signs be less than 10' above a finished sidewalk and pedestrian pathways (our signs are 7' above) and finally a waiver that the signs have less than a 50% of neon or animated signage (our signs have no neon or animation).

Respectfully Submitted,

Michael LeBlue  
Expeditor  
(702) 348-7414

**ARC-40333**  
**12/14/10 DDRC**

20080305-0003387

Fee: \$30.00 RPTT: EX#009  
N/C Fee: \$25.00

03/05/2008 15:13:46

T20080037970

Requestor:

FIDELITY NATIONAL TITLE

Debbie Conway

BRT

Clark County Recorder Pgs: 20

162-03-301-004  
APN: See attached

WHEN RECORDED MAIL THIS  
INSTRUMENT TO:

Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004  
Attention: Anthony J. Colletta, Esq.

20-3

MAIL TAX STATEMENTS TO:

W2007/ACEP Holdings, LLC  
c/o Goldman, Sachs & Co.  
85 Broad Street  
New York, New York 10004  
Attention: Whitehall Chief Financial Officer

### GRANT, BARGAIN, SALE DEED

THIS INDENTURE WITNESSETH: That STRATOSPHERE LLC, a Delaware limited liability company (F/K/A STRATOSPHERE CORPORATION, a Delaware corporation), FOR VALUABLE CONSIDERATION, the receipt of which is hereby acknowledged, does hereby Grant, Bargain, Sell and Convey to W2007 STRATOSPHERE PROPCO, L.L.C., a Delaware limited liability company, all that real property situated in the County of Clark, State of Nevada, bounded and described as follows:

See Exhibit "A" attached hereto and incorporated herein by this reference;

Together with all and singular the tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining;

Subject to: (i) taxes for the current fiscal year, not due or delinquent, and any and all taxes and assessments levied or assessed after the recording date hereof, which includes the lien of supplemental taxes, if any; (ii) restrictions, conditions, reservations, rights of way and easements affecting the use and occupancy of this property as the same may now appear of record; and (iii) encumbrances of record.

[Signature appears on following page.]

WITNESS MY HAND this \_\_\_\_\_ day of February, 2008.

STRATOSPHERE LLC, a Delaware limited liability  
company

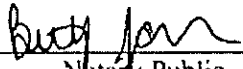
By: American Casino & Entertainment Properties LLC,  
a Delaware limited liability company, its sole economic  
member

By:  
Name:  
Title:

  
Alexandra Orved  
Vice President

STATE OF NEW YORK     )  
                                  ) ss.:  
COUNTY OF NEW YORK    )

On the \_\_\_\_\_ day of February, 2008 before me, the undersigned, a notary public in and for said state, personally appeared Alexandra Orved, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

  
\_\_\_\_\_  
Notary Public

BRITTANY JACKSON  
Notary Public, State of New York  
No. 01JA6174239  
Qualified in New York County  
Commission Expires Sept. 17, 2011

Assessor Parcel #s  
Stratosphere

162-03-301-004 through 009  
162-03-301-010 through 013  
162-03-301-015 and 016  
162-03-401-001 and 002  
162-04-710-041 and 042  
162-04-710-052 through 055  
162-04-710-043 through 050  
162-04-710-051  
162-04-813-098  
162-04-813-090 through 096  
162-04-813-097  
162-04-813-084 and 085  
162-04-813-086 through 089  
162-04-813-059 through 061

EXHIBIT "A"

LEGAL DESCRIPTION

Parcel One (1):

That portion of the Southwest Quarter (SW 1/4) of Section 3, Township 21 South, Range 61 East, M.D.M., City of Las Vegas, Clark County, Nevada, more particularly described as follows:

COMMENCING at the Southeast corner of Lot Nineteen (19), Block Five (5) of the Meadows Addition to Las Vegas, as shown in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada, said point being on the North right-of-way line of Boston Avenue (50.00 feet wide), the West right-of-way line of Commerce Street (40.00 feet wide), and on the line common to Sections 3 and 4;

Thence North  $04^{\circ}39'21''$  East, along the West line of Section 3 and the West right-of-way line of said Commerce Street, a distance of 900.79 feet;

Thence South  $86^{\circ}31'59''$  East, a distance of 40.00 feet to a point on the East right-of-way line of Commerce Street, said point being the TRUE POINT OF BEGINNING;

Thence North  $04^{\circ}39'21''$  East, along said Easterly right-of-way line, a distance of 250.05 feet;

Thence South  $86^{\circ}31'59''$  East, a distance of 353.78 feet to a point on the Westerly right-of-way line of Main Street (90.00 feet wide);

Thence South  $03^{\circ}30'13''$  West, along said Westerly right-of-way line, a distance of 250.00 feet;

Thence North  $86^{\circ}31'59''$  West, a distance of 358.80 feet to the TRUE POINT OF BEGINNING.

Assessor's Parcel No.: 162-03-301-004 through 009

Parcel Two (2):

That portion of the Southwest Quarter (SW 1/4) of Section 3, Township 21 South, Range 61 East, M.D.M., City of Las Vegas, Clark County, Nevada, more particularly described as follows:

COMMENCING at the Southeast corner of Lot Nineteen (19), Block Five (5) of the Meadows Addition to Las Vegas, as shown in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada, said point being on the North right-of-way line of Boston Avenue (50.00 feet wide), the West right-of-way line of Commerce Street (40.00 feet wide), and on the line common to Sections 3 and 4;

Thence North  $04^{\circ}39'21''$  East, along the West line of Section 3 and the West right-of-way line of said Commerce Street, a distance of 900.79 feet;

Thence South  $86^{\circ}31'59''$  East, a distance of 40.00 feet to a point on the East right-of-way line of Commerce Street, said point being the TRUE POINT OF BEGINNING;

Thence continuing South 86°31'59" East, a distance of 153.80 feet to a point on the centerline of the alley vacated April 8, 1964 in Book 528 as Instrument No. 424899;  
Thence South 03°30'13" West, along said former centerline, a distance of 100.02 feet;  
Thence North 86°31'59" West, a distance of 155.82 feet to a point on the East right-of-way line of the aforementioned Commerce Street;  
Thence North 04°39'21" East, along said East right-of-way, a distance of 100.04 feet to the TRUE POINT OF BEGINNING.

Assessor's Parcel No.: 162-03-301-010

Parcel Three (3):

That portion of the Northwest Quarter (NW 1/4) of the Southwest Quarter (SW 1/4) of Section 3, Township 21 South, Range 61 East, M.D.M., City of Las Vegas, Clark County, Nevada, more particularly described as follows:

COMMENCING at the intersection of the Westerly line of U.S. Highway No. 91 with the West line of Main Street;

Thence North 3°17'30" East, along the West line at said Main Street, a distance of 389.71 feet to the Northeast corner of the parcel of land conveyed by Helen E. Tucker and R.E. Tucker to Clifton Paxson by Deed dated November 1, 1945, and recorded in Book 40 of Deeds, Page 345, being the TRUE POINT OF BEGINNING;

Thence North 86°42'30" West, along the North line of said Paxson parcel, a distance of 200.00 feet to the Northwest corner of said Paxson parcel;

Thence North 3°17'30" East, and parallel with the West line of said Main Street, a distance of 100.00 feet to a point;

Thence South 86°42'30" East, a distance of 200.00 feet to a point in the West line of said Main Street;

Thence South 3°17'30" West, along the West line of Main Street, a distance of 100.00 feet to the TRUE POINT OF BEGINNING.

Assessor's Parcel No.: 162-03-301-011

Parcel Four (4):

That portion of the Northwest Quarter (NW 1/4) of the Southwest Quarter (SW 1/4) of Section 3, Township 21 South, Range 61 East, M.D.M., City of Las Vegas, Clark County, Nevada, more particularly described as follows:

COMMENCING at the Northwest corner of the Southwest Quarter (SW 1/4) of said Section 3;

Thence along the West line thereof, South 04°37'33" West, 648.91 feet;  
Thence departing said West line, South 85°22'27" East, 40.00 feet to the East right-of-way of Commerce Street and the POINT OF BEGINNING;

Thence departing said East right-of-way, South 86°29'48" East, 155.38 feet;  
Thence South 03°30'12" West, 151.90 feet;  
Thence North 86°27'48" West, 158.35 feet to the East right-of-way of said Commerce Street;  
Thence along said East right-of-way, North 04°37'33" East, 151.84 feet to the POINT OF BEGINNING.

Assessor's Parcel No.: 162-03-301-012

Parcel Five (5):

That portion of the Southwest Quarter (SW 1/4) of Section 3, Township 21 South, Range 61 East, M.D.M., City of Las Vegas, Clark County, Nevada, more particularly described as follows:

COMMENCING at the Southeast corner of Lot Nineteen (19), Block Five (5) of the Meadows Addition to Las Vegas, as shown in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada, said point being on the North right-of-way line of Boston Avenue (50.00 feet wide), the West right-of-way line of Commerce Street (40.00 feet wide), and on the line common to Sections 3 and 4;  
Thence North 04°39'21" East, along the West line of Section 3 and the West right-of-way line of said Commerce Street, a distance of 648.95 feet;  
Thence South 86°29'59" East, a distance of 198.87 feet to a point on the centerline of the alley vacated April 8, 1964 in Book 528 as Instrument No. 424899, said point being the TRUE POINT OF BEGINNING;

Thence North 03°30'13" East, along said former centerline, a distance of 151.88 feet;  
Thence South 86°31'59" East, a distance of 205.00 feet to a point on the West right-of-way line of Main Street (90.00 feet wide);  
Thence South 03°30'13" West, along said West right-of-way, a distance of 152.00 feet;  
Thence North 86°29'59" West, a distance of 205.00 feet to the TRUE POINT OF BEGINNING.

Assessor's Parcel No.: 162-03-301-013

Parcel Six (6):

That portion of the Southwest Quarter (SW 1/4) of Section 3, Township 21 South, Range 61 East, M.D.M., City of Las Vegas, Clark County, Nevada, more particularly described as follows:

COMMENCING at the Southeast corner of Lot Nineteen (19) in Block Five (5) of the Meadows Addition to Las Vegas, as shown in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada, said point being on the North right-of-way line of Boston Avenue (50.00 feet wide), the West right-of-way line of Commerce Street (40.00 feet wide), and on the line common to Sections 3 and 4;  
Thence North  $04^{\circ}29'21''$  East, along the West line of Section 3 and the West right-of-way line of said Commerce Street, a distance of 648.95 feet to corner No. 5 of the land conveyed to Signal Oil Company, a California Corporation by Deed recorded April 24, 1944 in Book 35, Page 125 of Deeds, Clark County, Nevada;  
Thence South  $86^{\circ}29'59''$  East, along the North line of said Signal Oil Company land, a distance of 40.00 feet to a point on the East right-of-way line of said Commerce Street, said point being the TRUE POINT OF BEGINNING;

Thence continuing South  $86^{\circ}29'59''$  East, along said North line, a distance of 363.87 feet to a point on the West right-of-way line of Main Street (90.00 feet wide);  
Thence South  $03^{\circ}30'13''$  West, along said West right-of-way line, a distance of 150.00 feet;  
Thence North  $86^{\circ}29'59''$  West, a distance of 366.88 feet to a point on the East right-of-way line of the aforementioned Commerce Street;  
Thence North  $04^{\circ}39'21''$  East, along said East right-of-way line, a distance of 150.03 feet to the TRUE POINT OF BEGINNING.

TOGETHER WITH that portion of vacated Commerce Street, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded February 5, 1996 in Book 960205 as Instrument No. 01894, of Official Records, Clark County, Nevada.

Assessor's Parcel No.: 162-03-301-015

Parcel Seven (7):

Parcel 7-A:

That portion of the Southwest Quarter (SW 1/4) of Section 3, Township 21 South, Range 61 East, M.D.M., City of Las Vegas, Clark County, Nevada, more particularly described as follows:

COMMENCING at the Southeast corner of Lot Nineteen (19), Block Five (5) of the Meadows Addition to Las Vegas, as shown in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada, said point being on the North right-of-

way line of Boston Avenue (50.00 feet wide), the West right-of-way line of Commerce Street (40.00 feet wide), and on the line common to Sections 3 and 4;  
Thence North 04°39'21" East, along the West line of Section 3 and the West right-of-way line of said Commerce Street, a distance of 498.92 feet;  
Thence South 86°29'59" East, a distance of 40.00 feet to a point on the East right-of-way line of Commerce Street, said point being the TRUE POINT OF BEGINNING;

Thence continuing South 86°29'59" East, a distance of 366.88 feet to a point on the West right-of-way line of Main Street (90.00 feet wide);  
Thence South 03°30'13" West, along the West right-of-way line of Main Street, a distance of 75.19 feet to a point on the Northwesterly right-of-way line of Las Vegas Boulevard South (formerly North Fifth Street) (100 feet wide);  
Thence South 27°57'21" West, along said Northwesterly right-of-way line, a distance of 303.68 feet;  
Thence North 85°10'52" West, a distance of 248.20 feet to a point on the East right-of-way line of the aforementioned Commerce Street;  
Thence North 04°39'21" East, along said East right-of-way line, a distance of 345.98 feet to the TRUE POINT OF BEGINNING.

TOGETHER WITH that portion of vacated Commerce Street, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded February 5, 1996 in Book 960205 as Instrument No. 01894, of Official Records, Clark County, Nevada.

EXCEPTING THEREFROM that portion of said land conveyed to the City of Las Vegas by Deed recorded January 26, 1996 in Book 960126 as Instrument No. 01487, of Official Records, Clark County, Nevada.

Parcel 7-B:

That portion of the Southwest Quarter (SW 1/4) of Section 3, Township 21 South, Range 61 East, M.D.M., City of Las Vegas, Clark County, Nevada, more particularly described as follows:

COMMENCING at the Southeast corner of Lot Nineteen (19) in Block Five (5) of the Meadows Addition to Las Vegas, as shown in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada, said point being on the North right-of-way line of Boston Avenue (50.00 feet wide);  
Thence South 86°12'48" East, along the Easterly prolongation of the South line thereof, a distance of 40.00 feet to a point on the Easterly right-of-way line of Commerce Street (40.00 feet wide), said point being the TRUE POINT OF BEGINNING;

Thence North 04°39'21" East, along said Easterly right-of-way and line parallel and 40.00 feet East of the East line of Section 4, and the East line of the Meadows Addition to Las Vegas, a distance of 153.14 feet;

Thence South 85°10'52" East, a distance of 248.20 feet to a point on the Northwestern right-of-way line of Las Vegas Boulevard South (100.00 feet wide);  
Thence South 27°57'21" West, along said Northwestern right-of-way line, a distance of 187.83 feet to a point on the Northernly right-of-way line of Boston Avenue (50.00 feet wide);  
Thence North 77°23'31" West, along said Northernly right-of-way line, a distance of 147.13 feet to an angle point in said Northernly right-of-way line;  
Thence North 85°54'23" West, along said Northernly right-of-way line, a distance of 28.19 feet to the TRUE POINT OF BEGINNING.

TOGETHER WITH that portion of vacated Commerce Street, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded February 5, 1996 in Book 960205 as Instrument No. 01894, of Official Records, Clark County, Nevada.

ALSO TOGETHER WITH that portion of vacated Boston Avenue, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded March 1, 1996 in Book 960301 as Instrument No. 00935, of Official Records, Clark County, Nevada.

EXCEPTING THEREFROM that portion of said land conveyed to the City of Las Vegas by Deed recorded January 26, 1996 in Book 960126 as Instrument No. 01487, of Official Records, Clark County, Nevada.

Assessor's Parcel No.: 162-03-301-016

Parcel Eight (8):

Parcel 8-A:

That portion of the Southwest Quarter (SW 1/4) of the Southwest Quarter (SW 1/4) of Section 3, Township 21 South, Range 61 East, M.D.M., City of Las Vegas, Clark County, Nevada, more particularly described as follows:

BEGINNING at the Northeast corner of Lot Eighteen (18) in Block Four (4) of the Meadows Addition to Las Vegas, as shown in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada;  
Thence South 77°36'22" East, a distance of 36.88 feet to the Northwest corner of that certain parcel of land conveyed by Louis Dubois, Et Ux, to Robert T. Baskin by Deed recorded June 24, 1952 as Instrument No. 386459, Clark County, Nevada Records;  
Thence South 11°19'29" West, along the West line of the said conveyed parcel, a distance of 143.79 feet to the Southwest corner thereof;  
Thence North 77°11' West, a distance of 19.54 feet to a point on the West line of said Section 3;

Thence North 4°26'30" East, along the last mentioned West line, a distance of 145.00 feet to the POINT OF BEGINNING.

TOGETHER WITH that portion of vacated Boston Avenue, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded March 1, 1996 in Book 960301 as Instrument No. 00935, of Official Records, Clark County, Nevada.

Parcel 8-B:

That portion of the Southwest Quarter (SW 1/4) of the Southwest Quarter (SW 1/4) of Section 3, Township 21 South, Range 61 East, M.D.M., City of Las Vegas, Clark County, Nevada, more particularly described as follows:

COMMENCING at the Northeast corner of Lot Eighteen (18) in Block Four (4) of the Meadows Addition to Las Vegas, as shown in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada;  
Thence South 77°36'22" East, along the South line of Boston Avenue, a distance of 36.88 feet to the TRUE POINT OF BEGINNING;

Thence continuing South 77°36'22" East, along the said South line, a distance of 153.77 feet to a point on the West line of Fifth Street (100.00 feet wide);  
Thence South 27°43'12" West, along said West line, a distance of 149.92 feet to a point;  
Thence North 77°11' West, a distance of 111.43 feet to a point;  
Thence North 11°19'20" East, a distance of 143.79 feet to the TRUE POINT OF BEGINNING.

TOGETHER WITH that portion of vacated Boston Avenue, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded March 1, 1996 in Book 960301 as Instrument No. 00935, of Official Records, Clark County, Nevada.

EXCEPTING THEREFROM that portion of said land conveyed to the City of Las Vegas by Deed recorded April 3, 1996 in Book 960403 as Instrument No. 01196, of Official Records, Clark County, Nevada.

Assessor's Parcel No.: 162-03-401-001

Parcel Nine (9):

That portion of the Southwest Quarter (SW 1/4) of Section 3, Township 21 South, Range 61 East, M.D.M., City of Las Vegas, Clark County, Nevada, more particularly described as follows:

BEGINNING at the Northeast corner of Lot Nineteen (19) in Block Four (4) of the Meadows Addition to Las Vegas, as shown in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada;

Thence South 76°56'10" East, a distance of 131.42 feet to a point on the Northwestern right-of-way line of Las Vegas Boulevard South (100.00 feet wide);

Thence South 27°57'21" West, along said Northwestern right-of-way line, a distance of 147.34 feet to a point on the Northeasterly right-of-way line of Baltimore Avenue (50.00 feet wide);

Thence North 62°02'39" West, along said Northeasterly right-of-way line, a distance of 6.90 feet to a point on a tangent curve concave to the Southwest, having a radius of 250.00 feet;

Thence Northwesternly along the arc of said curve through a central angle of 15°36'04" an arc length of 68.07 feet to a point on the Easterly line of the aforementioned Meadows Addition to Las Vegas;

Thence North 04°39'21" East, along said Easterly line a distance of 133.67 feet to the TRUE POINT OF BEGINNING;

EXCEPTING THEREFROM that portion of said land conveyed to the City of Las Vegas by Deed recorded January 26, 1996 in Book 960126 as Instrument No. 01485, of Official Records, Clark County, Nevada.

Assessor's Parcel No.: 162-03-401-002

Parcel Ten (10):

Lots One (1) through Thirty-Six (36), inclusive, in Block Six (6) of the Meadows Addition to Las Vegas, as shown by map thereof on file in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada.

TOGETHER WITH that certain vacated alley (15.00 feet wide) as vacated by that certain Order of Vacation recorded April 17, 1987 in Book 870417 as Instrument No. 00648, of Official Records, Clark County, Nevada.

ALSO TOGETHER WITH those portions of the vacated alley, vacated St. Louis Avenue and vacated Commerce Street, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded February 5, 1996 in Book 960205 as Instrument No. 01894, of Official Records, Clark County, Nevada.

Assessor's Parcel No.: 162-04-710-041 & 042

Parcel Eleven (11):

Lots Thirty-Seven (37) through Forty-Six (46), inclusive, in Block Six (6) of the Meadows Addition to Las Vegas, as shown by map thereof on file in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada.

TOGETHER WITH those portions of the vacated alley, vacated Fairfield Avenue and vacated St. Louis Avenue, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded February 5, 1996 in Book 960205 as Instrument No. 01894, of Official Records, Clark County, Nevada.

Assessor's Parcel No.: 162-04-710-052 through 055

Parcel Twelve (12):

Lots One (1) through Thirty-Six (36), inclusive, in Block Five (5) of the Meadows Addition to Las Vegas, as shown by map thereof on file in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada.

TOGETHER WITH those portions of the vacated alley, vacated St. Louis Avenue, vacated Commerce Street and vacated Boston Avenue, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded February 5, 1996 in Book 960205 as Instrument No. 01894, of Official Records, Clark County, Nevada.

Assessor's Parcel No.: 162-04-710-043 through 050

Parcel Thirteen (13):

That portion of the Southeast Quarter (SE 1/4) of Section 4, Township 21 South, Range 61 East, M.D.M., City of Las Vegas, Clark County, Nevada, more particularly described as follows:

BEGINNING at the Northwest corner of Lot Forty-One (41) in Block Five (5) of the Meadows Addition to Las Vegas, as shown in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada, said point being on the South right-of-way line of St. Louis Avenue (50.00 feet wide) and the East right-of-way line of Fairfield Avenue (80.00 feet wide);  
Thence South  $04^{\circ}42'46''$  West, along the West lines of Lots 41 through 37, a distance of 120.00 feet to a point on a non-tangent curve concave to the Southwest, having a radius of 185.00 feet and being on the Northeasterly right-of-way line of the circular road surrounding the "Plaza" as shown on said Meadows Addition;

Thence from a radial line that bears North 17°11'53" East, Southeasterly along the arc of said curve through a central angle of 54°15'56" an arc length of 175.22 feet;  
Thence North 04°42'46" East, along the East line of said Lots 37 through 41 and their Southerly prolongation, a distance of 229.72 feet to a point on the South right-of-way line of the aforementioned St. Louis Avenue;  
Thence North 86°13'25" West, along said South right-of-way line, a distance of 130.00 feet to the TRUE POINT OF BEGINNING.

TOGETHER WITH those portions of vacated alley, vacated St. Louis Avenue and vacated Fairfield Avenue, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded February 5, 1996 in Book 960205 as Instrument No. 01894, of Official Records, Clark County, Nevada.

Assessor's Parcel No.: 162-04-710-051

Parcel Fourteen (14):

The "Plaza" of the Meadows Addition to Las Vegas, as shown by map thereof on file in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada.

TOGETHER WITH those portions of vacated Fairfield Avenue, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded February 5, 1996 in Book 960205 as Instrument No. 01894, of Official Records, Clark County, Nevada.

Assessor's Parcel No.: 162-04-813-098

Parcel Fifteen (15):

Lots One (1) through Sixteen (16), inclusive, in Block Four (4) of the Meadows Addition to Las Vegas, as shown by map thereof on file in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada.

TOGETHER WITH those portions of the vacated alley, vacated Fairfield Avenue and vacated Boston Avenue, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded February 5, 1996 in Book 960205 as Instrument No. 01894, of Official Records, Clark County, Nevada.

Assessor's Parcel No.: 162-04-813-090 through 096

Parcel Sixteen (16):

Lots Seventeen (17) and Eighteen (18) in Block Four (4) of the Meadows Addition to Las Vegas, as shown by map thereof on file in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada.

TOGETHER WITH those portions of the vacated alley and vacated Boston Avenue, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded February 5, 1996 in Book 960205 as Instrument No. 01894, of Official Records, Clark County, Nevada.

ALSO TOGETHER WITH that portion of the vacated alley and vacated Boston Avenue, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded March 1, 1996 in Book 960301 as Instrument No. 00935, of Official Records, Clark County, Nevada.

Assessor's Parcel No.: 162-04-813-097

Parcel Seventeen (17):

Lots Nineteen (19) through Twenty-Four (24), inclusive, in Block Four (4) of the Meadows Addition to Las Vegas, as shown by map thereof on file in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada.

TOGETHER WITH those portions of the vacated alley, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded February 5, 1996 in Book 960205 as Instrument No. 01894, of Official Records, Clark County, Nevada.

ALSO TOGETHER WITH that portion of the vacated alley, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded March 1, 1996 in Book 960301 as Instrument No. 00935, of Official Records, Clark County, Nevada.

EXCEPTING THEREFROM that portion of said land conveyed to the City of Las Vegas by Deed recorded January 26, 1996 in Book 960126 as Instrument No. 01486, of Official Records, Clark County, Nevada.

Assessor's Parcel No.: 162-04-813-084 & 085

Parcel Eighteen (18):

Lots Twenty-Five (25) through Thirty-Six (36), inclusive, in Block Four (4) of the Meadows Addition to Las Vegas, as shown by map thereof on file in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada.

TOGETHER WITH those portions of the vacated alley, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded February 5, 1996 in Book 960205 as Instrument No. 01894, of Official Records, Clark County, Nevada.

EXCEPTING THEREFROM that portion of said land conveyed to the City of Las Vegas by Deed recorded January 26, 1996 in Book 960126 as Instrument No. 01486, of Official Records, Clark County, Nevada.

Assessor's Parcel No.: 162-04-813-086 through 089

Parcel Nineteen (19):

That portion of the Southeast Quarter (SE 1/4) of Section 4, Township 21 South, Range 61 East, M.D.M., City of Las Vegas, Clark County, Nevada, more particularly described as follows:

BEGINNING at the Southwest corner of Lot Thirty-Seven (37) in Block Four (4) of the Meadows Addition to Las Vegas, as shown in Book 1 of Plats, Page 43, in the Office of the County Recorder of Clark County, Nevada, said point being on the North right-of-way line of Baltimore Avenue (50.00 feet wide) and the East right-of-way line of Fairfield Avenue (80.00 feet wide);

Thence North 04°42'46" East, along the West lines of Lots 37 through 40 and their Northerly prolongation thereof, a distance of 118.70 feet to a point on a non-tangent curve concave to the Northwest, having a radius of 185.00 feet and being on the Southeasterly right-of-way line of the circular road surrounding the "Plaza" as shown on said Meadows Addition;

Thence from a radial line that bears South 07°46'21" East, Northeasterly along the arc of said curve through a central angle of 54°15'58" an arc length of 175.22 feet;

Thence South 04°42'46" West, along the East line of Lots 37 through 40 and their Northerly prolongation, a distance of 224.23 feet to a point on the North right-of-way line of the aforementioned Baltimore Avenue;

Thence North 86°12'11" West, along said North right-of-way line, a distance of 130.00 feet to the TRUE POINT OF BEGINNING.

TOGETHER WITH those portions of the vacated alley and vacated Fairfield Avenue, lying adjacent to the above described parcel, as described in that certain Order of Vacation recorded February 5, 1996 in Book 960205 as Instrument No. 01894, of Official Records, Clark County, Nevada.

EXCEPTING THEREFROM that portion of said land conveyed to the City of Las Vegas by Deed recorded January 26, 1996 in Book 960126 as Instrument No. 01486, of Official Records, Clark County, Nevada.

Assessor's Parcel No.: 162-04-813-059 through 061

STATE OF NEVADA  
DECLARATION OF VALUE

1. Assessor Parcel Number (s)

- a) See attached.  
b) \_\_\_\_\_  
c) \_\_\_\_\_  
d) \_\_\_\_\_

FOR RECORDERS OPTIONAL USE ONLY

|                                        |       |
|----------------------------------------|-------|
| Document/Instrument#:                  |       |
| Book:                                  | Page: |
| Date of Recording: <u>OK</u> <u>OK</u> |       |
| Notes:                                 |       |

2. Type of Property:

- |                                          |                                                     |
|------------------------------------------|-----------------------------------------------------|
| a) <input type="checkbox"/> Vacant Land  | b) <input type="checkbox"/> Single Fam Res.         |
| c) <input type="checkbox"/> Condo/Twnhse | d) <input type="checkbox"/> 2-4 Plex                |
| e) <input type="checkbox"/> Apt. Bldg.   | f) <input checked="" type="checkbox"/> Comm'l/Ind'l |
| g) <input type="checkbox"/> Agricultural | h) <input type="checkbox"/> Mobile Home             |
| i) <input type="checkbox"/> Other        |                                                     |

3. Total Value/Sales Price of Property:

|                                                      |    |      |
|------------------------------------------------------|----|------|
|                                                      | \$ | 0.00 |
| Deed in Lieu of Foreclosure Only (value of property) | \$ | 0.00 |
| Transfer Tax Value:                                  | \$ | 0.00 |
| Real Property Transfer Tax Due:                      | \$ | 0.00 |

4. If Exemption Claimed:

- a. Transfer Tax Exemption, per NRS 375.090, Section 9  
b. Explain Reason for Exemption: A transfer to a limited liability company owned 100% by Grantor.

5. Partial Interest: Percentage being transferred: \_\_\_\_\_ %

The undersigned declares and acknowledges, under penalty of perjury, pursuant to NRS 375.060 and NRS 375.110, that the information provided is correct to the best of their information and belief, and can be supported by documentation if called upon to substantiate the information provided herein. Furthermore, the disallowance of any claimed exemption, or other determination of additional tax due, may result in a penalty of 10% of the tax due plus interest at 1% per month.

Pursuant to NRS 375.030, the Buyer and Seller shall be jointly and severally liable for any additional amount owed.

Signature See attached Capacity Grantor  
Signature \_\_\_\_\_ Capacity Grantee

SELLER (GRANTOR) INFORMATION

(REQUIRED)

Print Name: Stratosphere LLC  
Address: c/o 85 Broad Street  
City: New York  
State: NY Zip: 10004

BUYER (GRANTEE) INFORMATION

(REQUIRED)

Print Name: W2007 Stratosphere Propeco, L.L.C.  
Address: c/o 85 Broad Street  
City: New York  
State: NY Zip: 10004

COMPANY/PERSON REQUESTING RECORDING

(REQUIRED IF NOT THE SELLER OR BUYER)

Print Name: Fidelity National Title Escrow # FT070005046  
Address: 2310 Paseo Del Prado, Bldg. A Ste. 220-A  
City: Las Vegas, NV 89102 Zip: \_\_\_\_\_

(AS A PUBLIC RECORD THIS FORM MAY BE RECORDED)

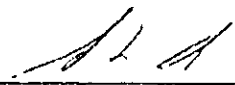
3387 cut

Assessor Parcel #s  
Stratosphere

162-03-301-004 through 009  
162-03-301-010 through 013  
162-03-301-015 and 016  
162-03-401-001 and 002  
162-04-710-041 and 042  
162-04-710-052 through 055  
162-04-710-043 through 050  
162-04-710-051  
162-04-813-098  
162-04-813-090 through 096  
162-04-813-097  
162-04-813-084 and 085  
162-04-813-086 through 089  
162-04-813-059 through 061

STRATOSPHERE LLC, a Delaware limited liability company

By: American Casino & Entertainment Properties LLC, a Delaware limited liability company, its sole economic member

By: 

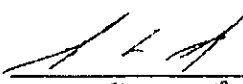
Name: Steven Angel

Title: Authorized Signatory

W2007 STRATOSPHERE PROPCO, L.L.C., a Delaware limited liability company

By: Stratosphere LLC, a Delaware limited liability company, its sole economic member

By: American Casino & Entertainment Properties LLC, a Delaware limited liability company, its sole economic member

By: 

Name: Steven Angel

Title: Authorized Signatory