

# CERTIFICATE DISCLOSURE OF OWNERSHIP/PRINCIPALS

**1. Definitions**

"City" means the City of Las Vegas.

"City Council" means the governing body of the City of Las Vegas.

"Contracting Entity," means the individual, partnership, or corporation seeking to enter into a contract or agreement with the City of Las Vegas.

"Principal" means, for each type of business organization, the following: (a) sole proprietorship – the owner of the business; (b) corporation – the directors and officers of the corporation; but not any branch managers of offices which are a part of the corporation; (c) partnership – the general partner and limited partners; (d) limited liability company – the managing member as well as all the other members; (e) trust – the trustee and beneficiaries.

**2. Policy**

In accordance with Resolution 79-99 and 105-99 adopted by the City Council, Contracting Entities seeking to enter into certain contracts or agreements with the City of Las Vegas must disclose information regarding ownership interests and principals. Such disclosure generally is required in conjunction with a Request for Proposals (RFP). In other cases, such disclosure must be made prior to the execution of a contract or agreement.

**3. Instructions**

The disclosure required by the Resolutions referenced above shall be made through the completion and execution of this Certificate. The Contracting Entity shall complete Block 1, Block 2, and Block 3. The Contracting entity shall complete either Block 4 or its alternate in Block 5. Specific information, which must be provided, is highlighted. An Officer or other official authorized to contractually bind the Contracting Entity shall sign and date the Certificate, and such signing shall be notarized.

**4. Incorporation**

This Certificate shall be incorporated into the resulting contract or agreement, if any, between the City and the Contracting entity. Upon execution of such contract or agreement, the Contracting Entity is under a continuing obligation to notify the City in writing of any material changes to the information in this Certificate. This notification shall be made within fifteen (15) days of the change. Failure to notify the City of any material change may result, at the option of the City, in a default termination (in whole or in part) of the contract or agreement, and/or a withholding of payments due the Contracting Entity.

<b>Block 1 Contracting Entity</b>
WMCV Phase 3, LLC
<b>Name</b>
350 South Beverly Dr., Suite 330
<b>Address</b>
Beverly Hills, CA 90212
<b>Telephone</b>
(310) 284-8600
<b>EIN or DUNS</b>
20-5607068

<b>Block 2 Description</b>
<b>Subject Matter of Contract/Agreement</b>
First Amended and Restated Owner Participation Agreement dated as of July 7, 2004.
RFP#

<b>Block 3</b>	<b><u>Type of Business</u></b>
<input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Other:	

## CERTIFICATE – DISCLOSURE OF OWNERSHIP/PRINCIPALS (CONTINUED)

**Block 4 Disclosure of Ownership and Principals**

In the space below, the Contracting Entity must disclose all principals (including partners) of the Contracting Entity, as well as persons or entities holding more than one-percent (1%) ownership interest in the Contracting Entity.

	FULL NAME/TITLE	BUSINESS ADDRESS	BUSINESS PHONE
1.	See Schedule A attached.		
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			

The Contracting Entity shall continue the above list on a sheet of paper entitled "disclosure of Principals – Continuation" until full and complete disclosure is made. If continuation sheets are attached, please indicate the number of sheets: \_\_\_\_.

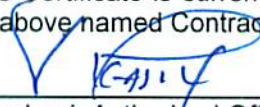
**Block 5 DISCLOSURE OF OWNERSHIP AND PRINCIPALS – ALTERNATE**

If the Contracting Entity, or its principals or partners, are required to provide disclosure (of persons or entities holding an ownership interest) under federal law (such as disclosure required by the Securities and Exchange Commission or the Employee Retirement Income Act), a copy of such disclosure may be attached to this Certificate in lieu of providing the information set forth in Block 4 above. A description of such disclosure documents must be included below.

Name of Attached Document: \_\_\_\_\_

Date of Attached Document: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

I certify under penalty of perjury, that all the information provided in this Certificate is current, complete and accurate. I further certify that I am an individual authorized to contractually bind the above named Contracting Entity

  
\_\_\_\_\_  
Jack Kashani, Authorized Officer

Date

1/23/07

STATE OF Nevada  
COUNTY OF Clark

Subscribed and sworn to before me this 23 day of

January, 2007

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



I certify under penalty of perjury, that all the information provided in this Certificate is current, complete and accurate. I further certify that I am an individual authorized to contractually bind the above named Contracting Entity

Shawn Samson  
Shawn Samson, Authorized Officer

1/23/07  
Date

STATE OF Nevada  
COUNTY OF Clark

Subscribed and sworn to before me this 23 day of  
January, 2007

[Signature]  
Notary Public



I certify under penalty of perjury, that all the information provided in this Certificate is current, complete and accurate. I further certify that I am an individual authorized to contractually bind the above named Contracting Entity

Ronald Wackrow  
Ronald Wackrow, Authorized Officer

\_\_\_\_\_  
Date

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

Subscribed and sworn to before me this \_\_\_\_\_ day of  
\_\_\_\_\_, 2006

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

I certify under penalty of perjury, that all the information provided in this Certificate is current, complete and accurate. I further certify that I am an individual authorized to contractually bind the above named Contracting Entity

\_\_\_\_\_  
Shawn Samson, Authorized Officer

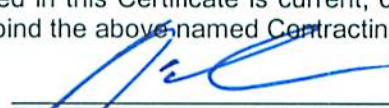
\_\_\_\_\_  
Date

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 2006

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


I certify under penalty of perjury, that all the information provided in this Certificate is current, complete and accurate. I further certify that I am an individual authorized to contractually bind the above named Contracting Entity

  
\_\_\_\_\_  
Ronald Wackrow, Authorized Officer

\_\_\_\_\_  
Date

STATE OF New York  
COUNTY OF New York

Subscribed and sworn to before me this 13<sup>th</sup> day of December, 2006

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

LINDA A. SHAY  
NOTARY PUBLIC, State of New York  
No 4863112  
Qualified in Suffolk County  
Commission Expires August 25, 2010

## Disclosure of Principals

### Schedule A:

The principals and partners of developer affiliates of WMCV Phase 3, LLC, and all persons and entities holding more than 1% interest or any principal of WMCV Phase 3, LLC are the following:

	<b><u>FULL NAME</u></b>	<b><u>BUSINESS ADDRESS</u></b>	<b><u>BUSINESS PHONE</u></b>
1.	Shawn Samson	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
2.	Jack Kashani	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
3.	AG Development Trust	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
4.	Alliance Network, LLC	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
5.	Prime Associates Group, LLC	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
6.	Millennium Ventures I, LLC	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
7.	J.C. Investment & Development Company, LLC	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600

	<b><u>FULL NAME</u></b>	<b><u>BUSINESS ADDRESS</u></b>	<b><u>BUSINESS PHONE</u></b>
8.	Eden Associates, LLC	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
9.	Gabriella Kashani	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
10.	Ariel Kashani	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
11.	Alliance Network Holdings, LLC	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
12.	SB Holdings I, LLC	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
13.	Network World Market Center, LLC	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
14.	World Market Center Venture, LLC	c/o World Market Center, LLC 495 South Grand Central Parkway Suite 2203 Las Vegas, NV 89106	702-599-9621
15.	Related World Market Center LLC	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
16.	The Related Companies, L.P.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333

	<b><u>FULL NAME</u></b>	<b><u>BUSINESS ADDRESS</u></b>	<b><u>BUSINESS PHONE</u></b>
17.	Stephen M. Ross	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
18.	SMR Funding, L.P.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
19.	Seventh Green Associates L.P.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
20.	Yukon Holdings, L.L.C.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
21.	Jeff T. Blau	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
22.	Michael Blau	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
23.	SMR Funding, Inc.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
24.	1996 SMR Trust	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
25.	JMP New York, Ltd.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
26.	The Related Realty Group, Inc.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
27.	SMR Trust No. 2	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333

	<b><u>FULL NAME</u></b>	<b><u>BUSINESS ADDRESS</u></b>	<b><u>BUSINESS PHONE</u></b>
28.	Unrelated Corporation	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
29.	Nazanine Moghavam	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
30.	Bahram Shamsian	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
31.	Resolve Associates, LLC	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
32.	Serenity Group, L.P.	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
33.	Soleyman Kahen, trustee of Kahen Family Trust	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
34.	Emanuel Kahen	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
35.	Hooshang Ebrani	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600

	<b><u>FULL NAME</u></b>	<b><u>BUSINESS ADDRESS</u></b>	<b><u>BUSINESS PHONE</u></b>
36.	Ramian Roofian	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
37.	Danny Cohen	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
38.	Ilan Cohen	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
39.	Fordgate World Market Center LLC	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
40.	Michael J. Brenner	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
41.	BeachBox Holdings II, L.L.C.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
42.	Bruce A. Beal, Jr.	c/o The Related Companies, L.P. 60 Columbus Circle New York, NY 10023	212-421-5333
43.	Mendi Gertner	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600
44.	Moises Gertner	c/o World Market Center, LLC 350 S. Beverly Drive Suite 330 Beverly Hills, CA 90212	310-284-8600

45. Gertner No. 2 Settlement Trust

c/o World Market Center, LLC  
350 S. Beverly Drive  
Suite 330  
Beverly Hills, CA 90212

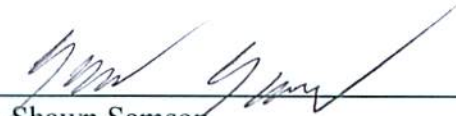
310-284-8600

*[Signature page follows]*

We hereby certify under penalty of perjury, that the foregoing list is full and complete.

WMCV Phase 3, LLC

By:   
\_\_\_\_\_  
Jack Kashani  
Authorized Officer

By:   
\_\_\_\_\_  
Shawn Samson  
Authorized Officer

By: \_\_\_\_\_  
Ronald Wackrow  
Authorized Officer

We hereby certify under penalty of perjury, that the foregoing list is full and complete.

WMCV Phase 3, LLC

By: \_\_\_\_\_  
Shawn Samson for and on behalf of Jack Kashani  
Authorized Officer

By: \_\_\_\_\_  
Shawn Samson  
Authorized Officer

By:  \_\_\_\_\_  
Ronald Wackrow  
Authorized Officer

State of Nevada  
County of Clark

This instrument was acknowledged before me on the 23 day of January, 2007, by Shawn Sampson, as Authorized Officer of WMCV Phase 3, LLC.



[Signature]  
Notary Public Expires 6/14/08

State of Nevada  
County of Clark

This instrument was acknowledged before me on the 23 day of January, 2007, by Shawn Sampson for and on behalf of Jack Kashani, as Authorized Officer of WMCV Phase 3, LLC.



[Signature]  
Notary Public Expires: 6/14/08

State of \_\_\_\_\_  
County of \_\_\_\_\_

This instrument was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, 2006, by Ronald Wackrow, as Authorized Officer of WMCV Phase 3, LLC.

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

State of \_\_\_\_\_  
County of \_\_\_\_\_

This instrument was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, 2006, by Shawn Sampson, as Authorized Officer of WMCV Phase 3, LLC.

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

State of \_\_\_\_\_  
County of \_\_\_\_\_

This instrument was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, 2006, by Shawn Sampson for and on behalf of Jack Kashani, as Authorized Officer of WMCV Phase 3, LLC.

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

State of NY  
County of NY

This instrument was acknowledged before me on the 20 day of December, 2006, by Ronald Wackrow, as Authorized Officer of WMCV Phase 3, LLC.

Pearl Buitron  
\_\_\_\_\_  
Notary Public

Pearl Buitron  
Notary Public, State of New York  
#01BU6114488  
Qualified in Queens County  
My Commission Expires August 16, 2008