

**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>                   | <b>Block 2 Description</b>                                                             |
| <b>Name</b> WMCV Phase 1, LLC                       | <b>Subject Matter of Contract/Agreement</b>                                            |
| <b>Address</b> 495 S. Grand Central Pkwy Suite 2203 | <b>FIRST AMENDMENT TO THE FIRST AMENDED AND RESTATED OWNER PARTICIPATION AGREEMENT</b> |
| <b>Telephone</b> 702- 599-9621                      |                                                                                        |
| <b>EIN or DUNS</b>                                  |                                                                                        |

|                                                                                                                                                                                                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Block 3 Type of Business</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 Attached    | See Attached     | See Attached   |
| 2.  |                 |                  |                |
| 3.  |                 |                  |                |
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| 10. |                 |                  |                |

The Contracting Entity shall continue the above list on a sheet of paper entitled "Disclosure of Ownership/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: \_\_\_\_\_

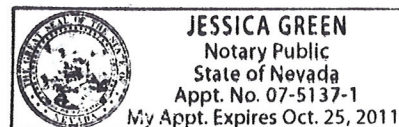
Date of Attached Document: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

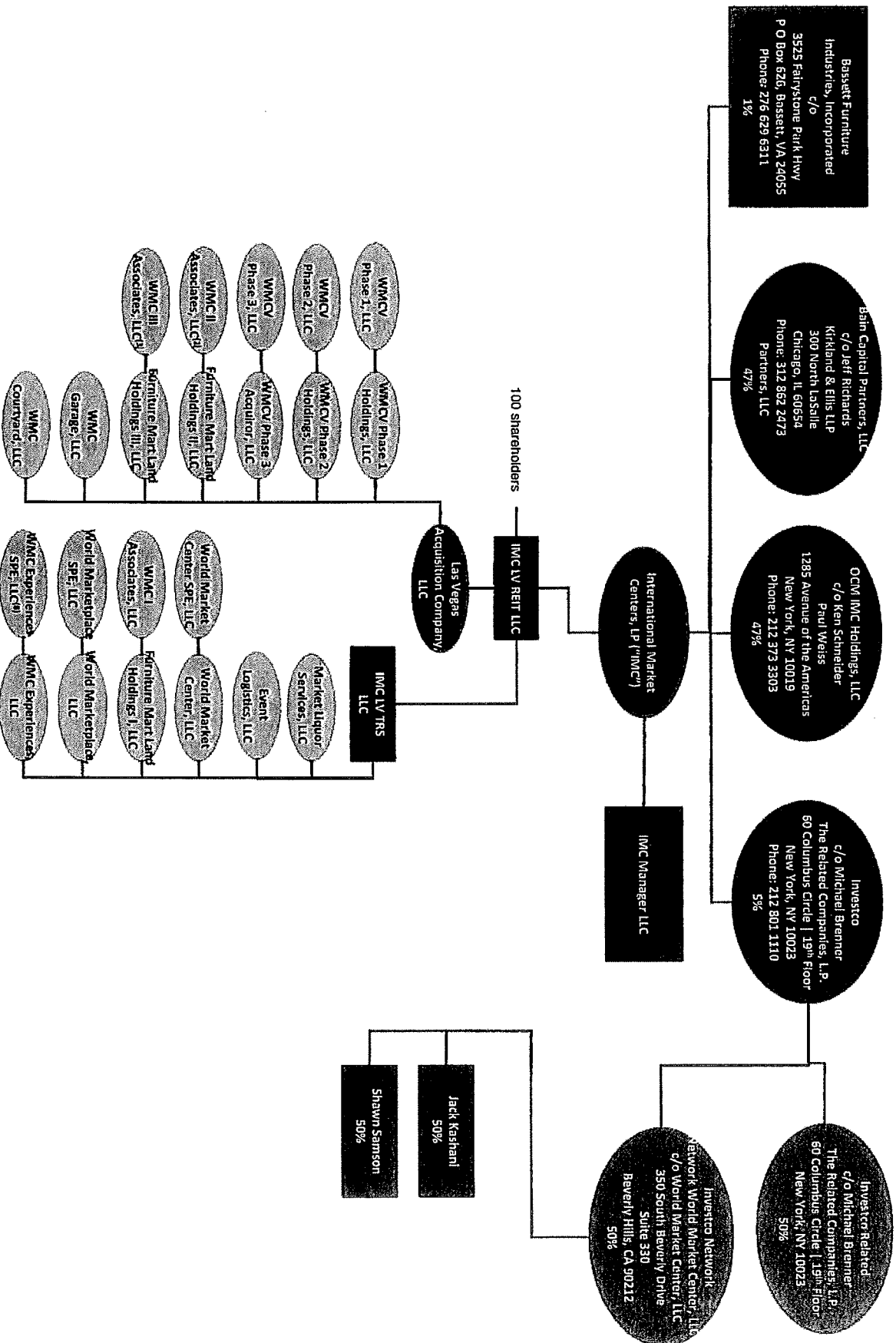
I certify under penalty of perjury, that all the information provided in this Certificate is current, complete and accurate. I further certify that I am an individual authorized to contractually bind the above named Contracting Entity.

Katherine E. Venezia  
Name  
4/28/11  
Date

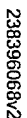
Subscribed and sworn to before me this 28 day of

April, 2011  
Jessica Green  
Notary Public





**(June 29, 2007)**



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|                                                     |                                                                                        |
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| <b>Address</b> 495 S. Grand Central Pkwy Suite 2203 | <b>FIRST AMENDMENT TO THE FIRST AMENDED AND RESTATED OWNER PARTICIPATION AGREEMENT</b> |
| <b>Telephone</b> 702- 599-9621                      |                                                                                        |
| <b>EIN or DUNS</b>                                  |                                                                                        |

|                                                                                                                                                                                                                                            |
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| <b>Block 3 Type of Business</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)**

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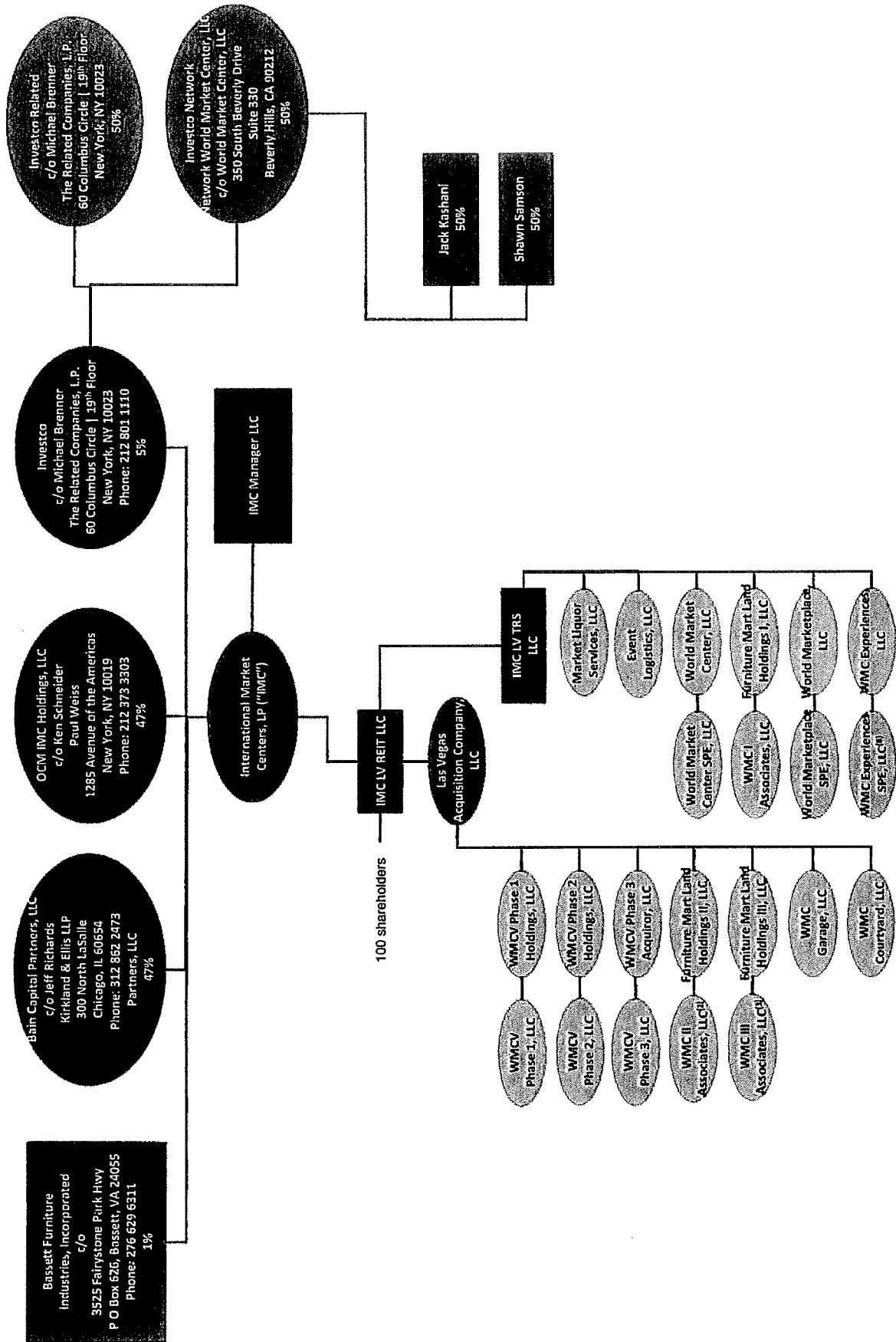
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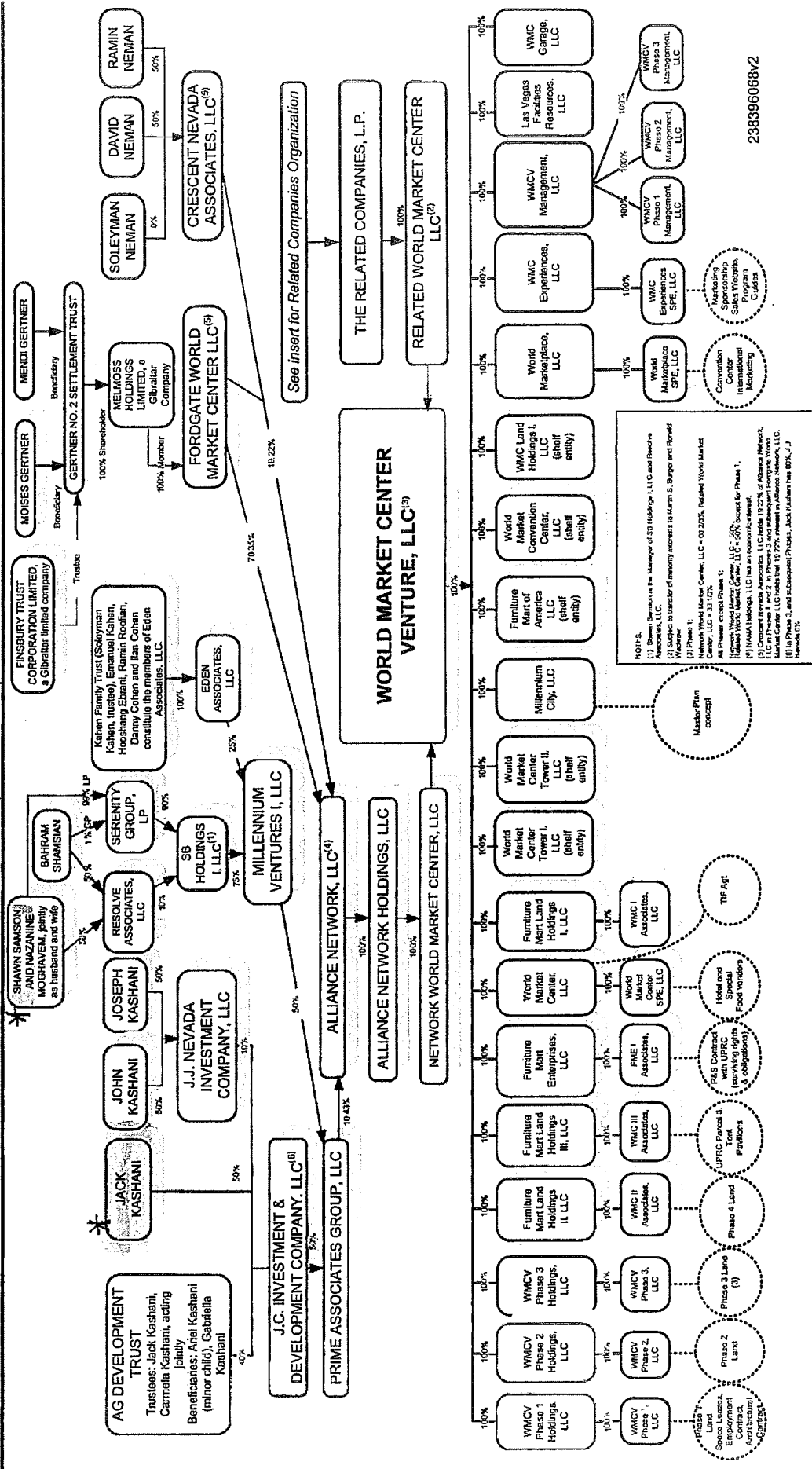
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April, 2011  
[Signature]  
Notary Public





# WORLD MARKET CENTER OWNERSHIP STRUCTURE (June 29, 2007)



238396068v2



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| <b>EIN or DUNS</b>                                  |                                                                                        |

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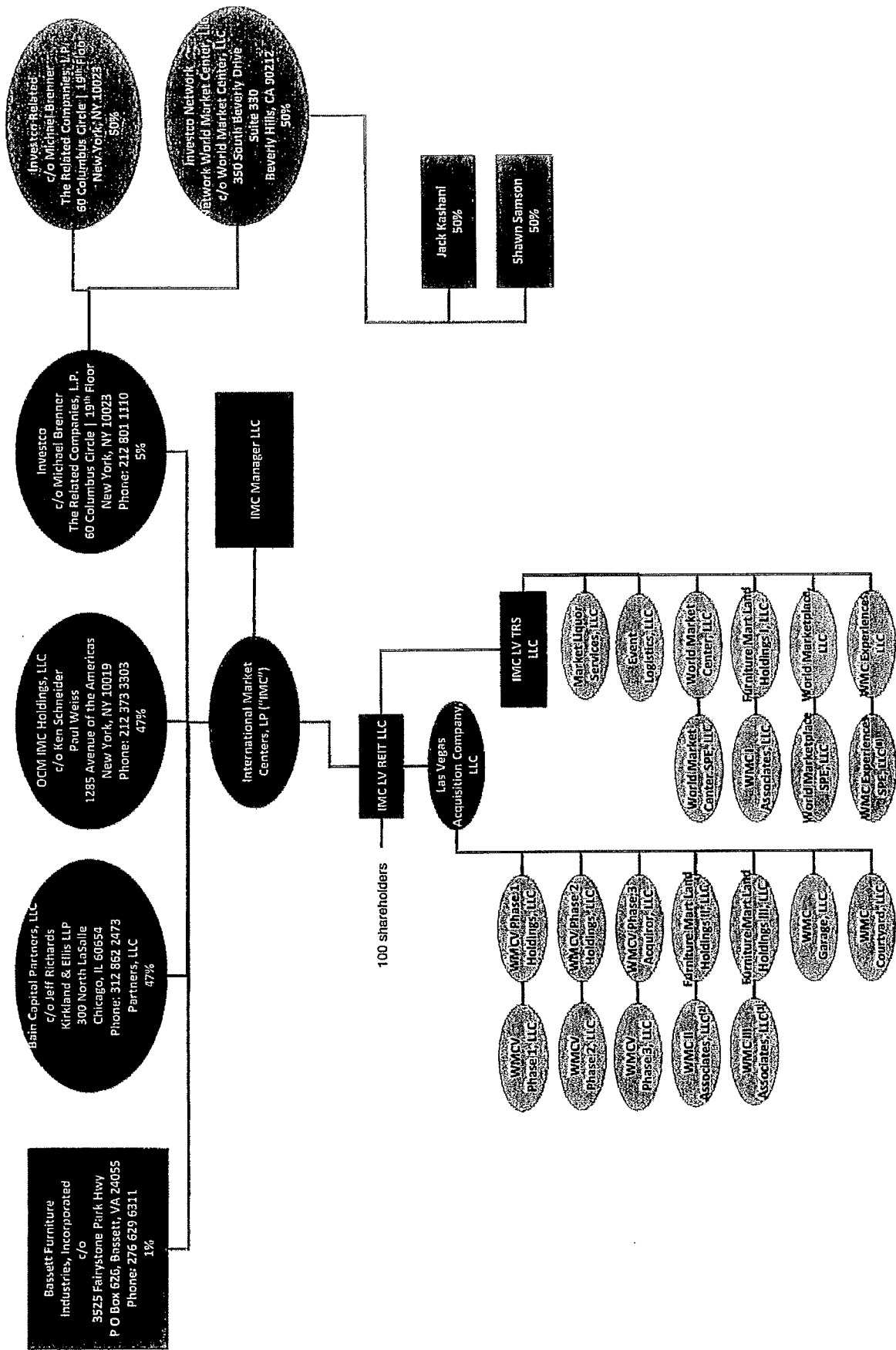
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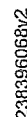
Katherine E. Veneza  
Name  
4/28/11  
Date

Subscribed and sworn to before me this 28 day of

April, 2011  
[Signature]  
Notary Public



(June 29, 2007)



**NOTES:**

- (1) Interview with the Manager of 320 Holdings, LLC and Powers Associates, LLC.
- (2) Subject to transfer of minority interests to Martin B. Burger and Randall Wachtler.
- (3) Phase 1:
- (4) Phase 2:
- (5) Phase 3:
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| <b>Address</b> 495 S. Grand Central Pkwy Suite 2203 | <b>FIRST AMENDMENT TO THE FIRST AMENDED AND RESTATED OWNER PARTICIPATION AGREEMENT</b> |
| <b>Telephone</b> 702- 599-9621                      |                                                                                        |
| <b>EIN or DUNS</b>                                  |                                                                                        |

|                                                                                                                                                                                                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Block 3 Type of Business</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 Attached    | See Attached     | See 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 Ownership/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: \_\_\_\_\_

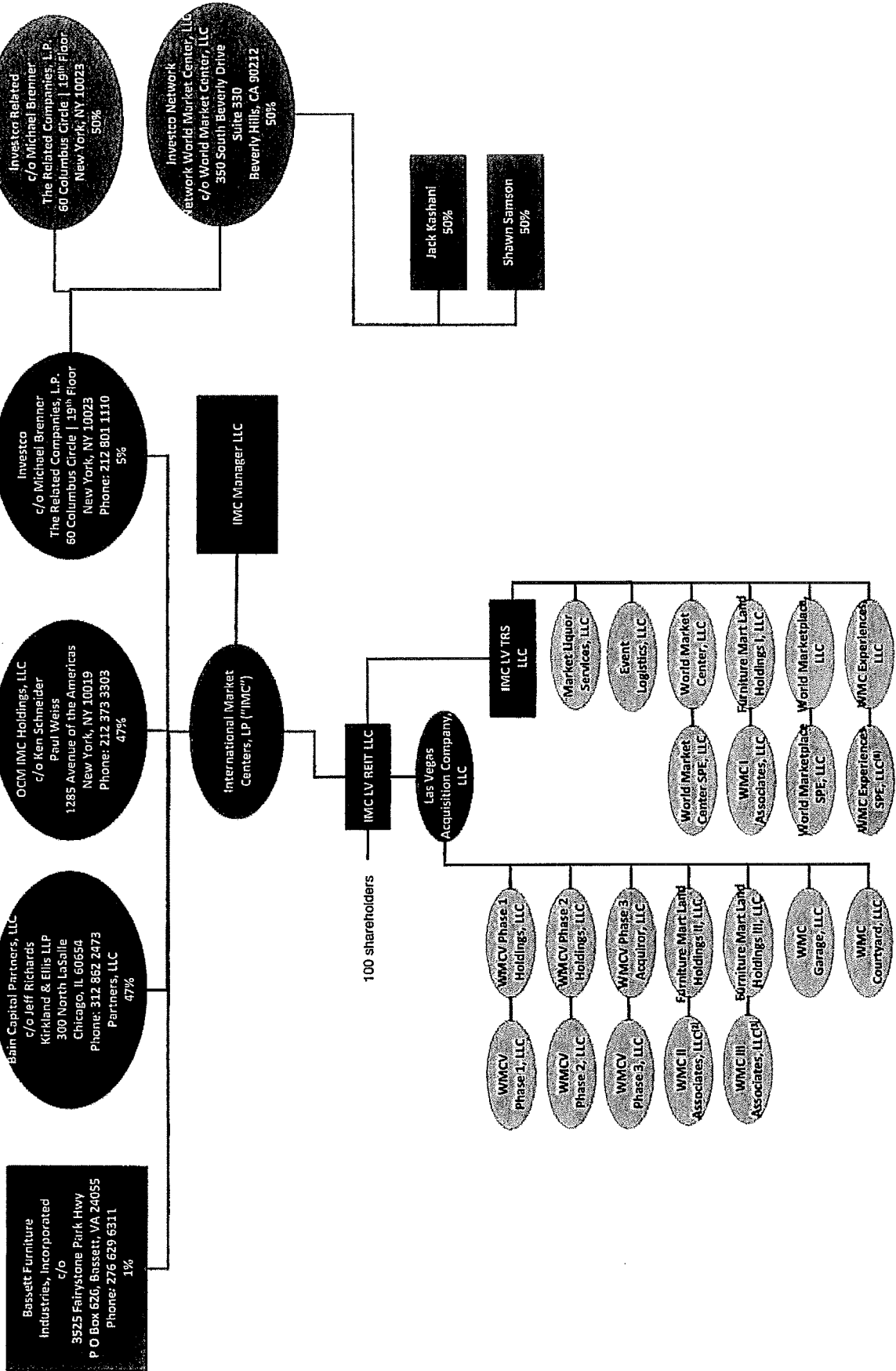
Date of Attached Document: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

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.

Katherine E. Veneza  
Name  
4/28/11  
Date

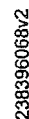
Subscribed and sworn to before me this 28 day of

April, 2011  
Green  
Notary Public





(June 29, 2007)



**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>                   | <b>Block 2 Description</b>                                                             |
| Name <b>WMC III Associates, LLC</b>                 | <b>Subject Matter of Contract/Agreement</b>                                            |
| Address <b>495 S. Grand Central Pkwy Suite 2203</b> | <b>FIRST AMENDMENT TO THE FIRST AMENDED AND RESTATED OWNER PARTICIPATION AGREEMENT</b> |
| Telephone <b>702- 599-9621</b>                      |                                                                                        |
| EIN or DUNS                                         |                                                                                        |

|                                                                                                                                                                                                                                 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Block 3 Type of Business</b>                                                                                                                                                                                                 |
| <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input 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

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|     | FULL NAME/TITLE | BUSINESS ADDRESS | BUSINESS PHONE |
|-----|-----------------|------------------|----------------|
| 1.  | See Attached    | See Attached     | See 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 Ownership/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

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

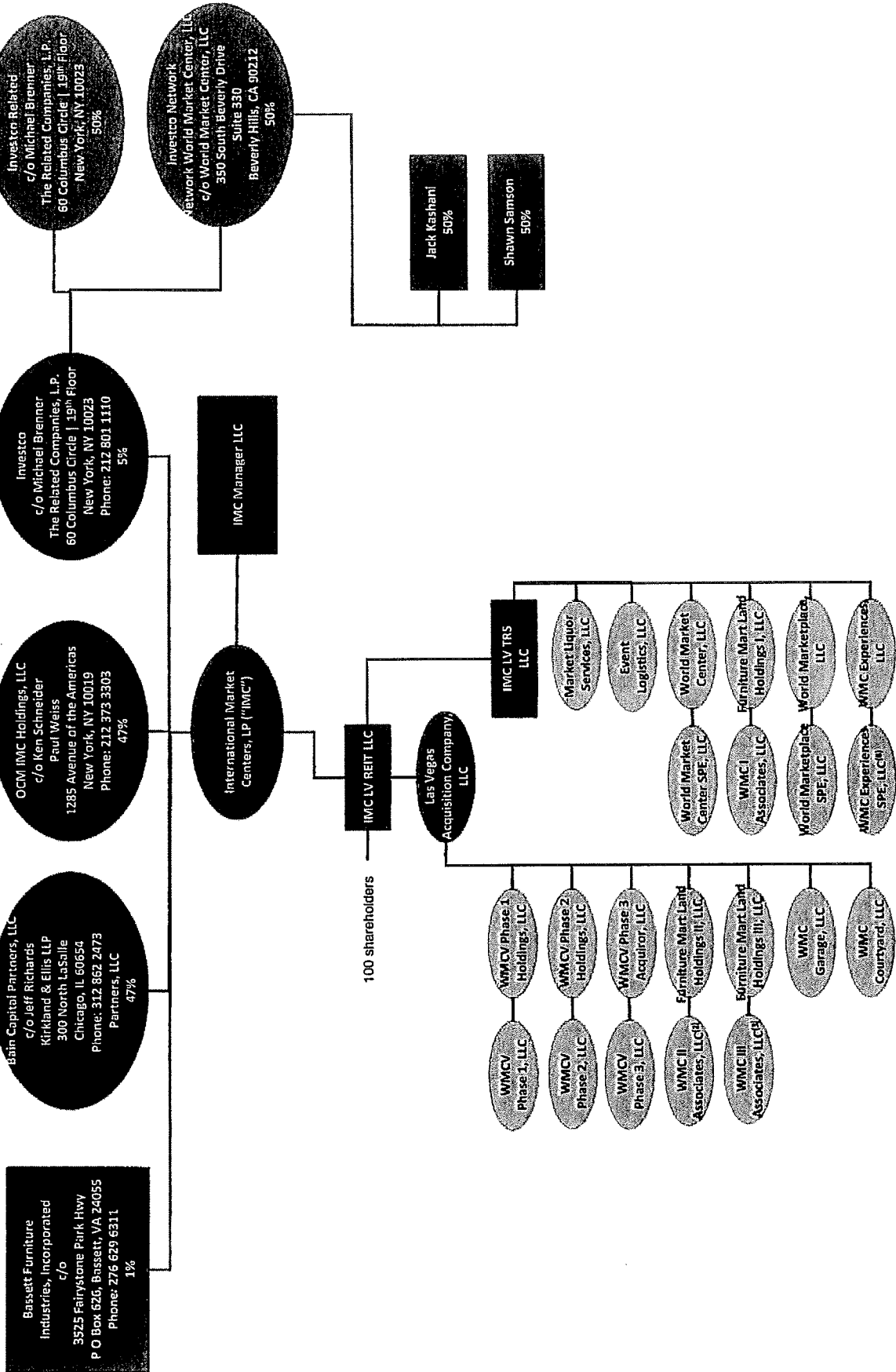
Date of Attached Document: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

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.

\_\_\_\_\_  
Katherine E. Verney  
Name  
4/20/11  
Date

Subscribed and sworn to before me this 20 day of

April 2011  
\_\_\_\_\_  
Notary Public



(June 29, 2007)

