

MGM MIRAGE  
Form S-3MEF  
February 19, 2004

As filed with the Securities and Exchange Commission on February 19, 2004

File No. 333-33200

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-3

### REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

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## MGM MIRAGE

(Exact name of registrant as specified in its charter)

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

**88-0215232**  
(I.R.S. Employer  
Identification No.)

ADDITIONAL SUBSIDIARY GUARANTOR REGISTRANTS LISTED ON FOLLOWING PAGE

3600 Las Vegas Boulevard South

Las Vegas, Nevada 89109

(702) 693-7120

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

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Gary N. Jacobs, Esq.

Executive Vice President, General Counsel and Secretary

MGM MIRAGE

3600 Las Vegas Boulevard South

Las Vegas, Nevada 89109

(702) 693-7120

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

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*Copies to:*

Janet S. McCloud, Esq.  
Christensen, Miller, Fink, Jacobs, Glaser, Weil & Shapiro, LLP  
10250 Constellation Boulevard, 19<sup>th</sup> Floor  
Los Angeles, California 90067

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

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

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

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-33200

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If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**CALCULATION OF REGISTRATION FEE**

| Title of Each Class of<br>Securities to be Registered | Amount<br>to be<br>Registered(1) | Proposed<br>Maximum<br>Offering Price<br>Per Share(2) | Proposed<br>Maximum<br>Aggregate<br>Offering Price(1) | Amount of<br>Registration<br>Fee |
|---|----------------------------------|---|---|----------------------------------|
| Debt Securities                                       | \$(2)                            | \$(2)   | \$38,000,000  | \$4,815(3)                       |
| Guarantees of Subsidiaries                            | N/A                              | N/A   | N/A   | N/A(4)                           |

(1) In no event will the aggregate maximum offering price of all securities to be registered pursuant to this Post-Effective Amendment to Registration Statement No. 333-33200, and not previously registered, exceed \$38 million.

(2) Omitted pursuant to General Instruction II.D of Form S-3 under the Securities Act.

(3) Calculated pursuant to Rule 457(o) of the Securities Act.

(4) No separate fee is payable pursuant to Rule 457(n).

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Additional Registrants

| <u>Exact name of registrant as specified in its charter</u> | <u>State or other jurisdiction of incorporation or organization</u> | <u>I.R.S. Employer ID. No.</u> |
|---|---|--------------------------------|
| AC HOLDING CORP.  | Nevada  | 88-0220212                     |
| AC HOLDING CORP. II   | Nevada  | 88-0220229                     |
| THE APRIL COOK COMPANIES                                    | Nevada  | 88-0401505                     |
| BEAU RIVAGE DISTRIBUTION CORP.                              | Mississippi   | 64-0898763                     |
| BEAU RIVAGE RESORTS, INC.                                   | Mississippi   | 88-0340296                     |
| BELLAGIO, LLC   | Nevada  | 94-3373852                     |
| BELLAGIO II, LLC  | Nevada  | 47-0880256                     |
| BOARDWALK CASINO, INC.                                      | Nevada  | 88-0304201                     |
| BUNGALOW, INC.  | Mississippi   | 64-0410882                     |
| COUNTRY STAR LAS VEGAS, LLC                                 | Nevada  | 88-0352410                     |
| DESTRON, INC.   | Nevada  | 88-0234293                     |
| EGARIM, INC.  | Alabama   | 88-0310857                     |
| GRAND LAUNDRY, INC.   | Nevada  | 88-0298834                     |
| LV CONCRETE CORP.   | Nevada  | 88-0337406                     |
| MAC, CORP.  | New Jersey  | 22-3424950                     |
| METROPOLITAN MARKETING, LLC                                 | Nevada  | 22-3756320                     |
| MGM GRAND ATLANTIC CITY, INC.                               | New Jersey  | 88-0354792                     |
| MGM GRAND CONDOMINIUMS, LLC                                 | Nevada  | 55-0806676                     |
| MGM GRAND DETROIT, INC.                                     | Delaware  | 91-1829051                     |
| MGM GRAND HOTEL, LLC  | Nevada  | 94-3373856                     |
| MGM GRAND NEW YORK, LLC                                     | Nevada  | 03-0524149                     |
| MGM GRAND RESORTS, LLC                                      | Nevada  | 88-0491101                     |
| MGM MIRAGE ADVERTISING, INC.                                | Nevada  | 88-0162200                     |
| MGM MIRAGE AVIATION CORP.                                   | Nevada  | 88-0173596                     |
| MGM MIRAGE CORPORATE SERVICES                               | Nevada  | 88-0225681                     |
| MGM MIRAGE DESIGN GROUP                                     | Nevada  | 88-0406202                     |
| MGM MIRAGE DEVELOPMENT, INC.                                | Nevada  | 88-0368826                     |
| MGM MIRAGE ENTERTAINMENT AND SPORTS                         | Nevada  | 88-0245169                     |
| MGM MIRAGE INTERNATIONAL                                    | Nevada  | 86-0868640                     |
| MGM MIRAGE MANUFACTURING CORP.                              | Nevada  | 88-195439                      |
| MGM MIRAGE OPERATIONS, INC.                                 | Nevada  | 88-0471660                     |
| MGM MIRAGE RETAIL   | Nevada  | 88-0385232                     |
| MH, INC.  | Nevada  | 88-0245162                     |
| M.I.R. TRAVEL   | Nevada  | 88-0276369                     |
| THE MIRAGE CASINO-HOTEL                                     | Nevada  | 88-0224157                     |
| MIRAGE LAUNDRY SERVICES CORP.                               | Nevada  | 88-0287118                     |
| MIRAGE LEASING CORP.  | Nevada  | 88-0424843                     |
| MIRAGE RESORTS, INCORPORATED                                | Nevada  | 88-0058016                     |
| MMNY LAND COMPANY, INC.                                     | New York  | 33-1043606                     |
| MRGS CORP.  | Nevada  | 88-0430015                     |
| NEW PRMA LAS VEGAS, INC.                                    | Nevada  | 88-0329896                     |
| NEW YORK - NEW YORK HOTEL & CASINO, LLC                     | Nevada  | 88-0430016                     |
| THE PRIMADONNA COMPANY, LLC                                 | Nevada  | 88-0325842                     |
| PRMA, LLC   | Nevada  | 88-0430017                     |
| PRMA LAND DEVELOPMENT COMPANY                               | Nevada  | 88-0325842                     |
| RESTAURANT VENTURES OF NEVADA, INC.                         | Nevada  | 88-0376749                     |
| TREASURE ISLAND CORP.                                       | Nevada  | 88-0279092                     |
| VIDIAD  | Nevada  | 88-0428375                     |

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV to Form S-3, both as promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (File No. 333-33200) filed by MGM MIRAGE, formerly MGM Grand, Inc. (the Company) with the Securities and Exchange Commission (the Commission) on March 24, 2000, as amended, which was declared effective by the Commission on May 5, 2000, and including the documents filed by the Company with the Commission and incorporated or deemed incorporated therein, are incorporated herein by reference. This Registration Statement is being filed solely for the purpose of registering an additional \$38,000,000 of Securities.

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Pursuant to the requirements of the Securities Act of 1933, as amended, MGM MIRAGE, formerly MGM Grand, Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM MIRAGE

By: \_\_\_\_\_ \*

J. Terrence Lanni  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                    | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| *<br>_____<br>J. Terrence Lanni                     | Chief Executive Officer and<br>Chairman of the Board<br>(Principal Executive Officer)                 | February 3, 2004 |
| *<br>_____<br>James J. Murren                       | Chief Financial Officer,<br>Treasurer and Director<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| *<br>_____<br>James D. Aljian                       | Director  | February 3, 2004 |
| /s/ ROBERT H. BALDWIN<br>_____<br>Robert H. Baldwin | Director  | February 3, 2004 |
| *<br>_____<br>Fred Benninger                        | Director  | February 3, 2004 |
| *<br>_____<br>Terry Christensen                     | Director  | February 3, 2004 |
| /s/ WILLIE D. DAVIS<br>_____<br>Willie D. Davis     | Director  | February 3, 2004 |
| _____<br>Willie D. Davis                            | Director  | _____, 2004      |

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Alexander M. Haig, Jr.

/s/ ALEXIS HERMAN

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Alexis Herman

Director

January 20, 2004

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|                      |          |                  |
|----------------------|----------|------------------|
| /s/ ROLAND HERNANDEZ | Director | February 3, 2004 |
| <hr/>                |          |                  |
| Roland Hernandez     |          |                  |
| /s/ GARY N. JACOBS   | Director | February 3, 2004 |
| <hr/>                |          |                  |
| Gary N. Jacobs       |          |                  |
| <hr/>                |          |                  |
| Kirk Kerkorian       | Director | _____, 2004      |
| /s/ GEORGE J. MASON  | Director | February 3, 2004 |
| <hr/>                |          |                  |
| George J. Mason      |          |                  |
| <hr/>                |          |                  |
| Ronald M. Popeil     | Director | _____, 2004      |
| <hr/>                |          |                  |
| *                    | Director | February 3, 2004 |
| <hr/>                |          |                  |
| John Redmond         |          |                  |
| <hr/>                |          |                  |
| *                    | Director | February 3, 2004 |
| <hr/>                |          |                  |
| Daniel M. Wade       |          |                  |
| <hr/>                |          |                  |
| Melvin B. Wolzinger  | Director | _____, 2004      |
| <hr/>                |          |                  |
| *                    | Director | February 3, 2004 |
| <hr/>                |          |                  |
| Alex Yemenidjian     |          |                  |

\* By: /s/ JAMES J. MURREN

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James J. Murren  
Attorney-in-fact



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Pursuant to the requirements of the Securities Act of 1933, as amended, AC HOLDING CORP., formerly MGM ACQUISITION CO. #1, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

AC HOLDING CORP.

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President and Director<br>(Principal Executive Officer)      | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director   | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, AC HOLDING CORP. II, formerly MGM ACQUISITION CO. #2, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

AC HOLDING CORP. II

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President and Director<br>(Principal Executive Officer)      | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director   | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, The April Cook Companies, formerly MGM ACQUISITION CO. #3, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

THE APRIL COOK COMPANIES

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                    | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| /s/ ROBERT H. BALDWIN<br>_____<br>Robert H. Baldwin | President and Director<br>(Principal Executive Officer)      | February 3, 2004 |
| /s/ JAMES J. MURREN<br>_____<br>James J. Murren     | Treasurer<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| /s/ J. TERRENCE LANNI<br>_____<br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| /s/ GARY N. JACOBS<br>_____<br>Gary N. Jacobs       | Director   | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, Beau Rivage Distribution Corp., formerly MGM ACQUISITION CO. #5, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

BEAU RIVAGE DISTRIBUTION CORP.

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                    | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| /s/ ROBERT H. BALDWIN<br>_____<br>Robert H. Baldwin | President and Director<br><br>(Principal Executive Officer)      | February 3, 2004 |
| /s/ JAMES J. MURREN<br>_____<br>James J. Murren     | Treasurer<br><br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| /s/ J. TERRENCE LANNI<br>_____<br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| /s/ GARY N. JACOBS<br>_____<br>Gary N. Jacobs       | Director   | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, Beau Rivage Resorts, Inc., formerly MGM ACQUISITION CO. #6, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

BEAU RIVAGE RESORTS, INC.

By: /s/ JEFF DAHL

Jeff Dahl

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>      | <u>Title</u>                                    | <u>Date</u>      |
|-----------------------|---|------------------|
| /s/ JEFF DAHL         | President                                       | February 3, 2004 |
| Jeff Dahl             | (Principal Executive Officer)                   |                  |
| /s/ JAMES J. MURREN   | Treasurer                                       | February 3, 2004 |
| James J. Murren       | (Principal Financial and<br>Accounting Officer) |                  |
| /s/ J. TERRENCE LANNI | Chairman of the Board                           | February 3, 2004 |
| J. Terrence Lanni     |   |                  |
| /s/ GARY N. JACOBS    | Director  | February 3, 2004 |
| Gary N. Jacobs        |   |                  |
| /s/ ROBERT H. BALDWIN | Director  | February 3, 2004 |
| Robert H. Baldwin     |   |                  |

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Pursuant to the requirements of the Securities Act of 1933, as amended, Bellagio, LLC, formerly MGM ACQUISITION CO. #7, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

BELLAGIO, LLC

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President and Director<br>(Principal Executive Officer)  | February 3, 2004 |
| <u>/s/ CHRIS NORDLING</u><br>Chris Nordling       | Executive Vice President and<br>Chief Financial Officer<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director   | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, Bellagio II, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

BELLAGIO II, LLC

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                    | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| /s/ ROBERT H. BALDWIN<br>_____<br>Robert H. Baldwin | President and Director<br>(Principal Executive Officer)  | February 3, 2004 |
| /s/ CHRIS NORDLING<br>_____<br>Chris Nordling       | Executive Vice President and<br>Chief Financial Officer<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| /s/ J. TERRENCE LANNI<br>_____<br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| /s/ GARY N. JACOBS<br>_____<br>Gary N. Jacobs       | Director   | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, Boardwalk Casino, Inc., formerly MGM ACQUISITION CO. #8, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

BOARDWALK CASINO, INC.

By: /s/ FORREST J. WOODWARD

Forrest J. Woodward

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>  | <u>Title</u>  | <u>Date</u>             |
|---|---|-------------------------|
| <p>/s/ FORREST J. WOODWARD</p> <hr/> <p>Forrest J. Woodward</p> | <p>President<br/><br/>(Principal Executive Officer)</p>               | <p>January 16, 2004</p> |
| <p>/s/ JAMES J. MURREN</p> <hr/> <p>James J. Murren</p>         | <p>Treasurer<br/>(Principal Financial and<br/>Accounting Officer)</p> | <p>February 3, 2004</p> |
| <p>/s/ J. TERRENCE LANNI</p> <hr/> <p>J. Terrence Lanni</p>     | <p>Chairman of the Board</p>  | <p>February 3, 2004</p> |
| <p>/s/ GARY N. JACOBS</p> <hr/> <p>Gary N. Jacobs</p>           | <p>Director</p>   | <p>February 3, 2004</p> |
| <p>/s/ ROBERT H. BALDWIN</p> <hr/> <p>Robert H. Baldwin</p>     | <p>Director</p>   | <p>February 3, 2004</p> |



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Pursuant to the requirements of the Securities Act of 1933, as amended, Bungalow, Inc., formerly MGM ACQUISITION CO. #22, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

BUNGALOW, INC.

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President<br>(Principal Executive Officer)                   | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director   | February 3, 2004 |
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | Director   | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, Country Star Las Vegas, LLC, formerly MGM ACQUISITION CO. #23, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

COUNTRY STAR LAS VEGAS, LLC

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President and Director<br>(Principal Executive Officer)      | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director   | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, Destron, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

DESTRON, INC.

By: /s/ ROBERT V. MOON

Robert V. Moon

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                            | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| <u>/s/ ROBERT V. MOON</u><br>Robert V. Moon | President and Director<br>(Principal Executive Officer)                   | February 3, 2004 |
| <u>*</u><br>James J. Murren                 | Treasurer and Director<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ JOHN REDMOND</u><br>John Redmond     | Director  | February 3, 2004 |

\* By: /s/ JAMES J. MURREN

James J. Murren  
Attorney-in-fact

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Pursuant to the requirements of the Securities Act of 1933, as amended, EGARIM, Inc., formerly MGM ACQUISITION CO. #25, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

EGARIM, INC.

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President and Director<br>(Principal Executive Officer)      | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director   | February 3, 2004 |
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | Director   | February 3, 2004 |

Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, Grand Laundry, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

GRAND LAUNDRY, INC.

By: /s/ GAMAL ABDELAZIZ

\_\_\_\_\_  
Gamal Abdelaziz

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| /s/ GAMAL ABDELAZIZ<br>_____<br>Gamal Abdelaziz | President and Director<br><br>(Principal Executive Officer)  | January 20, 2004 |
| *<br>_____<br>James J. Murren                   | Treasurer<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| /s/ JOHN REDMOND<br>_____<br>John Redmond       | Director   | February 3, 2004 |

\*By: /s/ JAMES J. MURREN

\_\_\_\_\_  
James J. Murren

Attorney-in-fact

Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, LV CONCRETE CORP., formerly MGM ACQUISITION CO. #13, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

LV CONCRETE CORP.

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President and Director<br>(Principal Executive Officer)      | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director   | February 3, 2004 |

## Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MAC, CORP., formerly MGM ACQUISITION CO. #14, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MAC, CORP.

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President, Chief Operating<br>Officer and Director<br>(Principal Executive Officer) | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and<br>Accounting Officer)                        | February 3, 2004 |
| <u>/s/ JOHN REDMOND</u><br>John Redmond           | Chairman of the Board   | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Director  | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director  | February 3, 2004 |

Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, Metropolitan Marketing, LLC, formerly MGM ACQUISITION CO. #59, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on January 20, 2004.

METROPOLITAN MARKETING, LLC

By: /s/ FELIX RAPPAPORT

Felix Rappaport

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                              | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| <u>/s/ FELIX RAPPAPORT</u><br>Felix Rappaport | President<br>(Principal Executive Officer)                                | January 20, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren | Treasurer and Director<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ JOHN REDMOND</u><br>John Redmond       | Director  | February 3, 2004 |



# Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Grand Atlantic City, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM GRAND ATLANTIC CITY, INC.

By: \_\_\_\_\_ \*

James J. Murren

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>      | <u>Title</u>  | <u>Date</u>      |
|-----------------------|---|------------------|
| _____<br>*            | President and Treasurer                                   | February 3, 2004 |
| James J. Murren       | (Principal Executive Financial<br>and Accounting Officer) |                  |
| /s/ JOHN REDMOND      | Director  | February 3, 2004 |
| _____<br>John Redmond |   |                  |
| _____<br>*            | Director  | February 3, 2004 |
| James J. Murren       |   |                  |

By: /s/ JAMES J. MURREN  
\_\_\_\_\_

James J. Murren

Attorney-in-fact

## Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Grand Condominiums, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM GRAND CONDOMINIUMS, LLC

By: /s/ GAMAL ABDELAZIZ

Gamal Abdelaziz

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| /s/ GAMAL ABDELAZIZ<br>_____<br>Gamal Abdelaziz | President<br><br>(Principal Executive Officer)                                | January 19, 2004 |
| /s/ JAMES J. MURREN<br>_____<br>James J. Murren | Treasurer and Director<br><br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| /s/ JOHN REDMOND<br>_____<br>John Redmond       | Chairman of the Board   | February 3, 2004 |

## Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Grand Detroit, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM GRAND DETROIT, INC.

By: /s/ JOHN REDMOND

John Redmond

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                              | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| <u>/s/ JOHN REDMOND</u><br>John Redmond       | President and Chairman of the Board<br>(Principal Executive Officer)   | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren | Treasurer and Director<br>(Principal Financial and Accounting Officer) | February 3, 2004 |

**Edgar Filing: MGM MIRAGE - Form S-3MEF**

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Grand Hotel, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM GRAND HOTEL, LLC

By: /s/ GAMAL ABDELAZIZ

\_\_\_\_\_  
Gamal Abdelaziz

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>   | <u>Title</u>  | <u>Date</u>             |
|--|---|-------------------------|
| <p>/s/ GAMAL ABDELAZIZ</p> <p>_____<br/>Gamal Abdelaziz</p> <p align="center">*</p>            | <p align="center">President</p> <p align="center">(Principal Executive Officer)</p>   | <p>January 19, 2004</p> |
| <p align="center">Corey Sanders</p> <p>_____<br/>Corey Sanders</p> <p align="center">*</p>     | <p align="center">Executive Vice President and Chief Financial Officer</p> <p align="center">(Principal Financial and Accounting Officer)</p> | <p>February 3, 2004</p> |
| <p>/s/ JOHN REDMOND</p> <p>_____<br/>John Redmond</p> <p align="center">*</p>                  | <p align="center">Chairman of the Board</p>   | <p>February 3, 2004</p> |
| <p align="center">James J. Murren</p> <p>_____<br/>James J. Murren</p> <p align="center">*</p> | <p align="center">Director</p>  | <p>February 3, 2004</p> |

\* By: /s/ JAMES J. MURREN

\_\_\_\_\_  
James J. Murren

Attorney-in-fact

Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Grand New York, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM GRAND NEW YORK, LLC

By: /s/ JOHN REDMOND

John Redmond

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>      | <u>Title</u>                                 | <u>Date</u>      |
|-----------------------|--|------------------|
| /s/ JOHN REDMOND      | Chief Executive Officer                      | February 3, 2004 |
| John Redmond          | (Principal Executive Officer)                |                  |
| /s/ JAMES J. MURREN   | Treasurer                                    | February 3, 2004 |
| James J. Murren       | (Principal Financial and Accounting Officer) |                  |
| /s/ JOHN REDMOND      | Chairman of the Board                        | February 3, 2004 |
| John Redmond          |  |                  |
| /s/ J. TERRENCE LANNI | Director                                     | February 3, 2004 |
| J. Terrence Lanni     |  |                  |
| /s/ GARY N. JACOBS    | Director                                     | February 3, 2004 |
| Gary N. Jacobs        |  |                  |

Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM Grand Resorts, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM GRAND RESORTS, LLC

By: /s/ JOHN REDMOND

John Redmond

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| <u>/s/ JOHN REDMOND</u><br>John Redmond           | President, Chief Executive Officer<br>and Chairman of the Board<br>(Principal Executive Officer) | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and Accounting Officer)  | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Director   | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director   | February 3, 2004 |

## Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM MIRAGE Advertising, Inc., formerly MGM ACQUISITION CO. #52, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM MIRAGE ADVERTISING, INC.

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President and Director<br>(Principal Executive Officer)   | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and Accounting Officer) | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board                                     | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director  | February 3, 2004 |

Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM MIRAGE AVIATION CORP., formerly GOLDEN NUGGET AVIATION CORP., formerly MGM ACQUISITION CO. #11, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM MIRAGE AVIATION CORP.

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President and Director<br>(Principal Executive Officer)   | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and Accounting Officer) | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board                                     | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director  | February 3, 2004 |



## Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM MIRAGE CORPORATE SERVICES, formerly GOLDEN NUGGET FINANCE CORP., formerly MGM ACQUISITION CO. #31, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM MIRAGE CORPORATE SERVICES

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President and Director<br>(Principal Executive Officer)   | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and Accounting Officer) | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board                                     | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director  | February 3, 2004 |

## Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM MIRAGE Design Group, formerly MGM ACQUISITION CO. #4, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM MIRAGE DESIGN GROUP

By: /s/ WILLIAM SMITH

William Smith

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                    | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| /s/ WILLIAM SMITH<br>_____<br>William Smith         | President<br><br>(Principal Executive Officer)                | February 3, 2004 |
| /s/ JAMES J. MURREN<br>_____<br>James J. Murren     | Treasurer<br><br>(Principal Financial and Accounting Officer) | February 3, 2004 |
| /s/ J. TERRENCE LANNI<br>_____<br>J. Terrence Lanni | Chairman of the Board   | February 3, 2004 |
| /s/ GARY N. JACOBS<br>_____<br>Gary N. Jacobs       | Director  | February 3, 2004 |
| /s/ ROBERT H. BALDWIN<br>_____<br>Robert H. Baldwin | Director  | February 3, 2004 |

Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM MIRAGE Development, Inc., formerly MGM Grand Development, Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM MIRAGE DEVELOPMENT, INC.

By: \_\_\_\_\_  
 \*  
 Kenneth A. Rosevear  
 President and Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| *<br>_____<br>Kenneth A. Rosevear               | President, Chief Operating Officer and<br>Chairman of the Board<br>(Principal Executive Officer) | February 3, 2004 |
| /s/ JAMES J. MURREN<br>_____<br>James J. Murren | Treasurer and Director<br>(Principal Financial and<br>Accounting Officer)                        | February 3, 2004 |
| *<br>_____<br>Kenneth A. Rosevear               | Chairman of the Board  | February 3, 2004 |
| /s/ GARY N. JACOBS<br>_____<br>Gary N. Jacobs   | Director   | February 3, 2004 |

\* By: \_\_\_\_\_  
 /s/ JAMES J. MURREN  
 James J. Murren  
 Attorney-in-fact

Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM MIRAGE Entertainment and Sports, formerly MGM ACQUISITION CO. #38, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM MIRAGE ENTERTAINMENT AND SPORTS

By: /s/ RICHARD STURM

Richard Sturm

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| <u>/s/ RICHARD STURM</u><br>Richard Sturm         | President<br>(Principal Executive Officer)                   | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director   | February 3, 2004 |
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | Director   | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, MGM MIRAGE International, formerly MGM ACQUISITION CO. #42, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM MIRAGE INTERNATIONAL

By: /s/ AL FACCINTO, JR.

Al Faccinto, Jr.

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                               | <u>Title</u>   | <u>Date</u>      |
|--|--|------------------|
| /s/ AL FACCINTO, JR.<br><br>Al Faccinto, Jr.   | President<br><br>(Principal Executive Officer)                   | January 19, 2004 |
| /s/ JAMES J. MURREN<br><br>James J. Murren     | Treasurer<br><br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| /s/ J. TERRENCE LANNI<br><br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| /s/ GARY N. JACOBS<br><br>Gary N. Jacobs       | Director   | February 3, 2004 |
| /s/ ROBERT H. BALDWIN<br><br>Robert H. Baldwin | Director   | February 3, 2004 |
| /s/ ROBERT V. MOON<br><br>Robert V. Moon       | Director   | February 3, 2004 |

Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM MIRAGE MANUFACTURING CORP., formerly GOLDEN NUGGET MANUFACTURING CORP., formerly MGM ACQUISITION CO. #12, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM MIRAGE MANUFACTURING CORP.

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President and Director<br>(Principal Executive Officer)      | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director   | February 3, 2004 |

Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM MIRAGE Operations, Inc., formerly MGM ACQUISITION CO. #32, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM MIRAGE OPERATIONS, INC.

By: /s/ GARY N. JACOBS

Gary N. Jacobs

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>  | <u>Title</u>   | <u>Date</u>             |
|---|--|-------------------------|
| <p>/s/ GARY N. JACOBS</p> <hr/> <p>Gary N. Jacobs</p>       | <p>President<br/><br/>(Principal Executive Officer)</p>                | <p>February 3, 2004</p> |
| <p>/s/ JAMES J. MURREN</p> <hr/> <p>James J. Murren</p>     | <p>Treasurer<br/><br/>(Principal Financial and Accounting Officer)</p> | <p>February 3, 2004</p> |
| <p>/s/ J. TERRENCE LANNI</p> <hr/> <p>J. Terrence Lanni</p> | <p>Chairman of the Board</p>   | <p>February 3, 2004</p> |
| <p>/s/ ROBERT H. BALDWIN</p> <hr/> <p>Robert H. Baldwin</p> | <p>Director</p>  | <p>February 3, 2004</p> |
| <p>/s/ JOHN REDMOND</p> <hr/> <p>John Redmond</p>           | <p>Director</p>  | <p>February 3, 2004</p> |

Edgar Filing: MGM MIRAGE - Form S-3MEF

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM MIRAGE Retail, formerly MGM ACQUISITION CO. #45, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MGM MIRAGE RETAIL

By: /s/ FRANK VISCONTI

Frank Visconti

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>  | <u>Title</u>   | <u>Date</u>             |
|---|--|-------------------------|
| <p>/s/ FRANK VISCONTI</p> <hr/> <p>Frank Visconti</p>       | <p>President</p> <p>(Principal Executive Officer)</p>                | <p>January 19, 2004</p> |
| <p>/s/ JAMES J. MURREN</p> <hr/> <p>James J. Murren</p>     | <p>Treasurer</p> <p>(Principal Financial and Accounting Officer)</p> | <p>February 3, 2004</p> |
| <p>/s/ J. TERRENCE LANNI</p> <hr/> <p>J. Terrence Lanni</p> | <p>Chairman of the Board</p>   | <p>February 3, 2004</p> |
| <p>/s/ GARY N. JACOBS</p> <hr/> <p>Gary N. Jacobs</p>       | <p>Director</p>  | <p>February 3, 2004</p> |
| <p>/s/ ROBERT H. BALDWIN</p> <hr/> <p>Robert H. Baldwin</p> | <p>Director</p>  | <p>February 3, 2004</p> |







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Pursuant to the requirements of the Securities Act of 1933, as amended, THE MIRAGE CASINO-HOTEL, formerly MGM ACQUISITION CO. #16, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on January 16, 2004.

THE MIRAGE CASINO-HOTEL

By:                   /s/ WILLIAM P. McBEATH

William P. McBeath

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>   | <u>Title</u>  | <u>Date</u>             |
|--|---|-------------------------|
| <p><u>                  /s/ WILLIAM P. McBEATH</u></p> <p>William P. McBeath</p> | <p>President</p> <p>(Principal Executive Officer)</p>   | <p>January 16, 2004</p> |
| <p><u>                  /s/ JONATHAN CORCHIS</u></p> <p>Jonathan Corchis</p>     | <p>Vice President and</p> <p>Chief Financial Officer</p> <p>(Principal Financial and</p> <p>Accounting Officer)</p> | <p>January 16, 2004</p> |
| <p><u>                  /s/ J. TERRENCE LANNI</u></p> <p>J. Terrence Lanni</p>   | <p>Chairman of the Board</p>  | <p>February 3, 2004</p> |
| <p><u>                  /s/ GARY N. JACOBS</u></p> <p>Gary N. Jacobs</p>         | <p>Director</p>   | <p>February 3, 2004</p> |
| <p><u>                  /s/ ROBERT H. BALDWIN</u></p> <p>Robert H. Baldwin</p>   | <p>Director</p>   | <p>February 3, 2004</p> |

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Pursuant to the requirements of the Securities Act of 1933, as amended, Mirage Laundry Services Corp., formerly MGM ACQUISITION CO. #43, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MIRAGE LAUNDRY SERVICES CORP.

By:                     /s/ ROBERT H. BALDWIN                    

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>   | <u>Title</u>  | <u>Date</u>             |
|--|---|-------------------------|
| <p><u>                    /s/ ROBERT H. BALDWIN                    </u></p> <p>Robert H. Baldwin</p> | <p>President and Director<br/>(Principal Executive Officer)</p>       | <p>February 3, 2004</p> |
| <p><u>                    /s/ JAMES J. MURREN                    </u></p> <p>James J. Murren</p>     | <p>Treasurer<br/>(Principal Financial and<br/>Accounting Officer)</p> | <p>February 3, 2004</p> |
| <p><u>                    /s/ J. TERRENCE LANNI                    </u></p> <p>J. Terrence Lanni</p> | <p>Chairman of the Board</p>  | <p>February 3, 2004</p> |
| <p><u>                    /s/ GARY N. JACOBS                    </u></p> <p>Gary N. Jacobs</p>       | <p>Director</p>   | <p>February 3, 2004</p> |

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Pursuant to the requirements of the Securities Act of 1933, as amended, Mirage Leasing Corp., formerly MGM ACQUISITION CO. #17, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MIRAGE LEASING CORP.

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President and Director<br>(Principal Executive Officer)      | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director   | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, Mirage Resorts, Incorporated, formerly MGMGMR ACQUISITION, INC., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MIRAGE RESORTS, INCORPORATED

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President, Chief Executive<br>Officer and Director<br>(Principal Executive Officer) | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and<br>Accounting Officer)                        | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board   | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director  | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, MMNY Land Company, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MMNY LAND COMPANY, INC.

By: /s/ J. TERRENCE LANNI

J. Terrence Lanni  
President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | President and Director<br>(Principal Executive Officer)                   | February 3, 2004 |
| <u>/s/ James J. Murren</u><br>James J. Murren     | Treasurer and Director<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director  | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, MRGS Corp., formerly MGM ACQUISITION CO. #18, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

MRGS CORP.

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin  
President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                  | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| <u>/s/ ROBERT H. BALDWIN</u><br>Robert H. Baldwin | President and Director<br>(Principal Executive Officer)      | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren     | Treasurer<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ J. TERRENCE LANNI</u><br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| <u>/s/ GARY N. JACOBS</u><br>Gary N. Jacobs       | Director   | February 3, 2004 |



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Pursuant to the requirements of the Securities Act of 1933, as amended, New PRMA Las Vegas, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

NEW PRMA LAS VEGAS, INC.

By: /s/ JOHN REDMOND

\_\_\_\_\_  
John Redmond  
President and Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                              | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| <u>/s/ JOHN REDMOND</u><br>John Redmond       | President and<br>Chairman of the Board<br>(Principal Executive Officer)   | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren | Treasurer and Director<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, New York New York Hotel & Casino, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

NEW YORK NEW YORK HOTEL & CASINO, LLC

By: /s/ FELIX RAPPAPORT

Felix Rappaport  
President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>  | <u>Title</u>  | <u>Date</u>             |
|---|---|-------------------------|
| <p>/s/ FELIX RAPPAPORT</p> <hr/> <p>Felix Rappaport</p> | <p>President</p> <p>(Principal Executive Officer)</p>   | <p>January 16, 2004</p> |
| <p>/s/ YVETTE HARRIS</p> <hr/> <p>Yvette Harris</p>     | <p>Vice President of Finance and</p> <p>Chief Financial Officer</p> <p>(Principal Financial and Accounting Officer)</p> | <p>January 16, 2004</p> |
| <p>/s/ JOHN REDMOND</p> <hr/> <p>John Redmond</p>       | <p>Chairman of the Board</p>  | <p>February 3, 2004</p> |
| <p>/s/ JAMES J. MURREN</p> <hr/> <p>James J. Murren</p> | <p>Director</p>   | <p>February 3, 2004</p> |

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Pursuant to the requirements of the Securities Act of 1933, as amended, The Primadonna Company, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

THE PRIMADONNA COMPANY, LLC

By: /s/ RENEE WEST

Renee West

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                              | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| <u>/s/ RENEE WEST</u><br>Renee West           | President<br>(Principal Executive Officer)                                | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren | Treasurer and Director<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ JOHN REDMOND</u><br>John Redmond       | Chairman of the Board   | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, PRMA, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

PRMA, LLC

By: /s/ JOHN REDMOND

John Redmond

President and Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                              | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| <u>/s/ JOHN REDMOND</u><br>John Redmond       | President and<br>Chairman of the Board<br>(Principal Executive Officer)   | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren | Treasurer and Director<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, PRMA Land Development Company, formerly MGM ACQUISITION CO. #57, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

PRMA LAND DEVELOPMENT COMPANY

By: /s/ RENEE WEST

Renee West  
President and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                              | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| <u>/s/ RENEE WEST</u><br>Renee West           | President and<br>Assistant Secretary<br>(Principal Executive Officer)     | February 3, 2004 |
| <u>/s/ JAMES J. MURREN</u><br>James J. Murren | Treasurer and Director<br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| <u>/s/ JOHN REDMOND</u><br>John Redmond       | Director  | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, Restaurant Ventures of Nevada, Inc., formerly MGM ACQUISITION CO. #19, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

RESTAURANT VENTURES OF NEVADA, INC.

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                    | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| /s/ ROBERT H. BALDWIN<br>_____<br>Robert H. Baldwin | President and Director<br><br>(Principal Executive Officer)      | February 3, 2004 |
| /s/ JAMES J. MURREN<br>_____<br>James J. Murren     | Treasurer<br><br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| /s/ J. TERRENCE LANNI<br>_____<br>J. Terrence Lanni | Chairman of the Board  | February 3, 2004 |
| /s/ GARY N. JACOBS<br>_____<br>Gary N. Jacobs       | Director   | February 3, 2004 |

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Pursuant to the requirements of the Securities Act of 1933, as amended, Treasure Island Corp., formerly MGM ACQUISITION CO. #20, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

TREASURE ISLAND CORP.

By: /s/ SCOTT SIBELLA

Scott Sibella

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>  | <u>Title</u>  | <u>Date</u>             |
|---|---|-------------------------|
| <p>/s/ SCOTT SIBELLA</p> <hr/> <p>Scott Sibella</p>         | <p>President</p> <p>(Principal Executive Officer)</p>   | <p>January 16, 2004</p> |
| <p>/s/ MICHAEL LONGI</p> <hr/> <p>Michael Longi</p>         | <p>Vice President and Chief<br/>Financial Officer</p> <p>(Principal Financial and<br/>Accounting Officer)</p> | <p>January 16, 2004</p> |
| <p>/s/ J. TERRENCE LANNI</p> <hr/> <p>J. Terrence Lanni</p> | <p>Chairman of the Board</p>  | <p>February 3, 2004</p> |
| <p>/s/ GARY N. JACOBS</p> <hr/> <p>Gary N. Jacobs</p>       | <p>Director</p>   | <p>February 3, 2004</p> |
| <p>/s/ ROBERT H. BALDWIN</p> <hr/> <p>Robert H. Baldwin</p> | <p>Director</p>   | <p>February 3, 2004</p> |

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Pursuant to the requirements of the Securities Act of 1933, as amended, VidiAd, formerly MGM ACQUISITION CO. #53, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on February 3, 2004.

VIDIAD

By: /s/ ROBERT H. BALDWIN

Robert H. Baldwin

President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                    | <u>Title</u>   | <u>Date</u>      |
|---|--|------------------|
| /s/ ROBERT H. BALDWIN<br>_____<br>Robert H. Baldwin | President and Director<br><br>(Principal Executive Officer)      | February 3, 2004 |
| /s/ JAMES J. MURREN<br>_____<br>James J. Murren     | Treasurer<br><br>(Principal Financial and<br>Accounting Officer) | February 3, 2004 |
| /s/ J. TERRENCE LANNI<br>_____<br>J. Terrence Lanni | Director   | February 3, 2004 |
| /s/ GARY N. JACOBS<br>_____<br>Gary N. Jacobs       | Director   | February 3, 2004 |



EXHIBIT INDEX

**Exhibit**

**Number**

**Description**

|       |   |
|-------|---|
| 5(a)  | Legal opinion of Christensen, Miller, Fink, Jacobs, Glaser, Weil & Shapiro, LLP.                      |
| 5(b)  | Legal opinion of Lionel Sawyer & Collins.   |
| 23(a) | Consent of Christensen, Miller, Fink, Jacobs, Glaser, Weil & Shapiro, LLP (included in Exhibit 5(a)). |
| 23(b) | Consent of Lionel Sawyer & Collins (included in Exhibit 5(b)).  |
| 23(c) | Consent of Deloitte & Touche LLP.   |
| 24    | Powers of Attorney (previously filed).  |