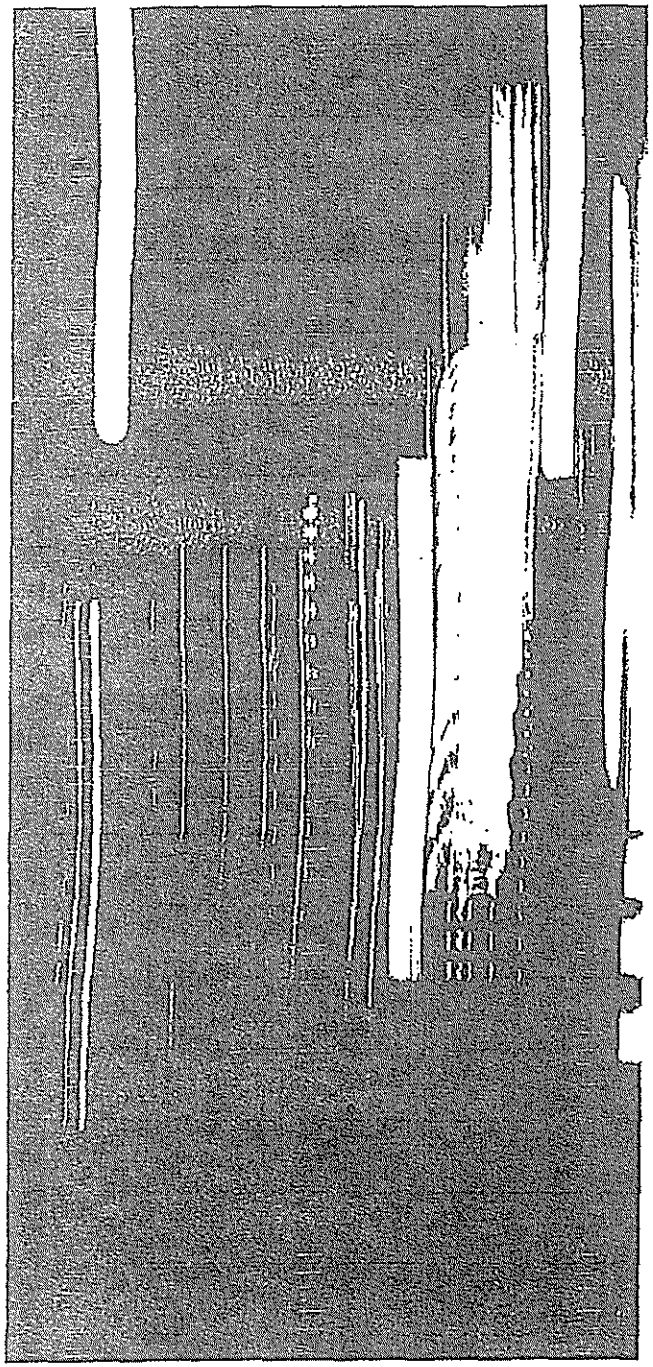
Dep. Ex. 346



FONTAINEBLEAU

Lender Update

As of March 20, 2009

EXHIBIT NO. 346
D. CLEARY

Las Vegas Team

17 key management positions filled to date with veteran Gaming & Hospitality executives

Current workforce

- 125 employees
  - 47 IT
  - 26 Sales & Marketing
  - 52 Other

Forecasted opening workforce

- 5,500 full-time employees
- 675 part-time employees

FONTAINEBLEAU

Recruitment Efforts

On-line recruitment efforts launched January 2009

- 2,900 online applications
- 1,960 employment expressions of interest

College recruitment efforts began February 2009

- UNLV, College of Southern Nevada, Le Cordon Bleu, San Diego State, University of Houston, Cornell University & Culinary Institute of America

FB Career Center scheduled to open April 20, 2009
(located at current FB Preview Center on LV Strip)

FBLV Senior Management Team

Audrey Oswell, President & COO

29 years in Gaming & Hospitality
COO of The Cosmopolitan Resort & Casino
President & CEO of Resorts Atlantic City
President & COO of Caesars Atlantic City
President of the Casino Association of New Jersey, 2005 & 2006
Chief Administrative Officer of Caesars World Marketing

Mark Lefever, CFO

13 years in Gaming & Hospitality (7 years in Las Vegas)
Corporate EVP Finance &Treasurer of Riviera Holding Corp/
President Riviera Black Hawk
GM of Trump 29 Casino
COO & CFO of The Desert Inn
10 years with Arthur Andersen LLC

John Cottrill, Senior Vice President Hotel Operations

30 years in Hospitality
21 years with The Ritz Carlton Hotel Company
General Manager of four hotel properties

FBLV Senior Management Team, cont'd

Michael Sacco, CMO & Senior Vice President of Marketing

27 Years in Gaming & Hospitality
SVP of Casino Customer Development, Caesars Palace
SVP Table Games & Marketing, Tropicana Atlantic City
SVP of International & National Marketing, Caesars World

Tim Rod, CIO & Senior Vice President of Information Technology

15 years experience in Gaming & Hospitality
VP of IT for Hyatt Gaming
Corporate Director of IT, Harvey's Casino Resorts

Bryan O'Shields, Senior Vice President Food & Beverage

26 years experience in Gaming & Hospitality (20 years in Las Vegas)
Corporate Senior Vice President Food & Beverage, Mandarin Oriental
Vice President Food & Beverage, The Bellagio
Vice President Food & Beverage, The Rio

FBLV Senior Management Team, cont'd

Sean O'Connell, Executive Chef

- 21 years culinary experience
- Worked around the world with Mandarin Oriental, Raffles Hotel and Ritz Carlton
- Executive Sous Chef, The Bellagio

Fran Kneisc, Vice President of Human Resources

- 20 years experience in Gaming & Hospitality
- Vice President Human Resources, The Cosmopolitan Resort & Casino Las Vegas
- Vice President Human Resources, Harrah's Entertainment

FBLV Hotel Sales Team

Andy Finn -Vice President Sales & Marketing
Bob Welling –Director of Conference & Convention Sales
Paul Whitney-Director of Conference Services/Catering
James Hipp- Director of Sales
Gregg Weiler – Director of Leisure Sales & Marketing

Directors of National Accounts
Paula Sweeney
Darik Malone
Robert Samuels
Ann Gorman
Gary Brown
Mitchell Ostrow
Leigh Libero
Debby Kase

Sales Managers, Executive Meetings
Veronica Medina
Tristan Wood

Group Reservations/Leisure Market

Group Room Nights

2010 -	203,800
2011 -	152,900
2012 -	101,500
Total-	**458,200**

The 2010 Wholesale contracting process is underway

- 9 contracts signed
- 15 pending contracts in process

The 2010 Consortia contracting process begins May 2009

- Expected accounts
  - Amex
  - Thor
  - CCRA
  - Carlson Wagonlit

Marketing Efforts

FB Brand launched with the opening of FBMB Nov 2008.

Database Acquisition programs began January 2009

Web Reservations scheduled to launch June 2009

Player Development team strategy & acquisition program initiated in January 2009

- Identified key personnel from all major competitors
- Identified key Independent Agents and/or Branch Office personnel in the main Las Vegas feeder markets
  - -Southern California
  - -Metro New York/New Jersey
  - -South Florida
  - -Chicago
  - -Texas

Marketing Partnership with Crown Limited

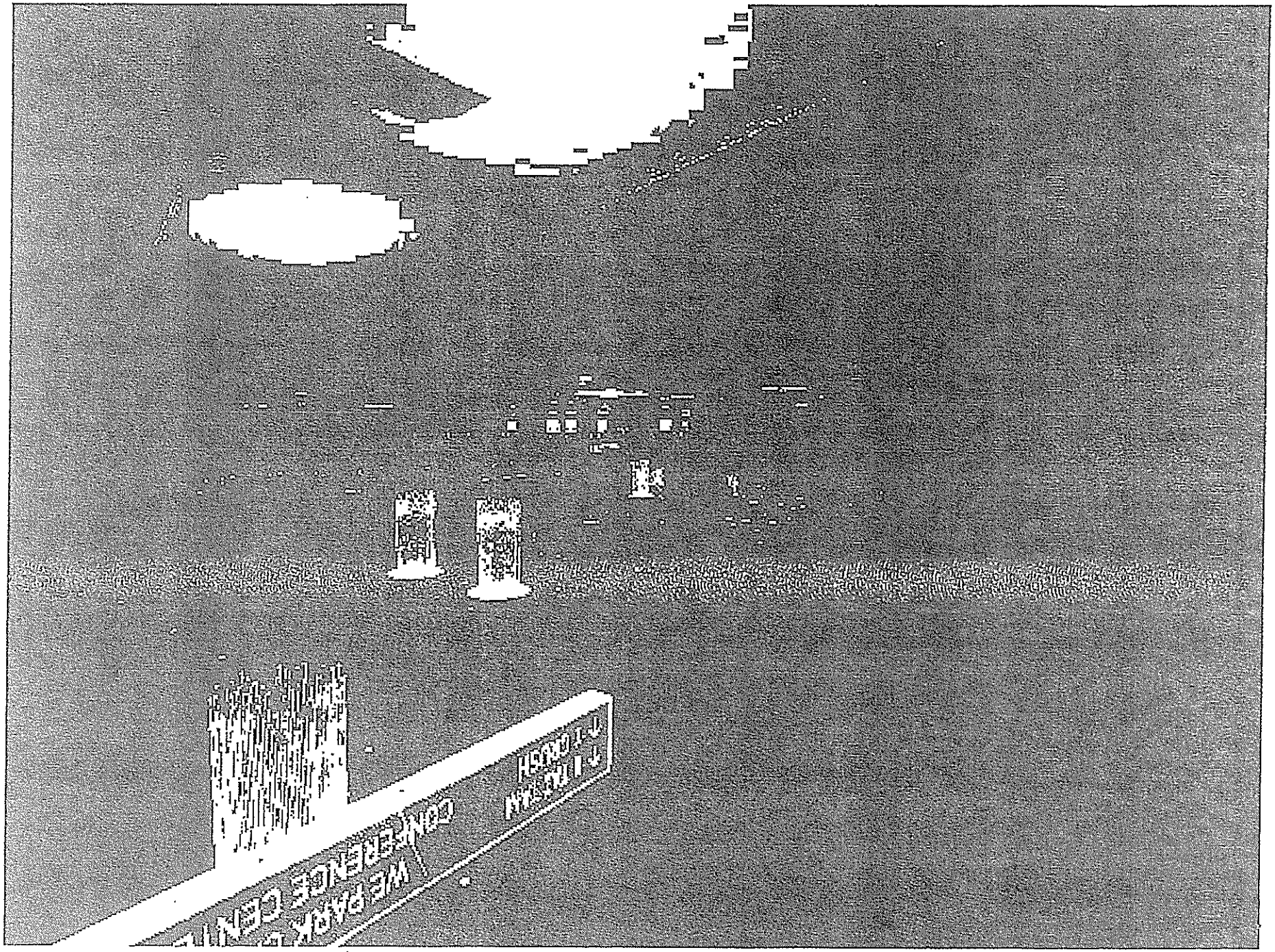
Through an exclusive relationship with Crown Limited, Fontainebleau Las Vegas will...

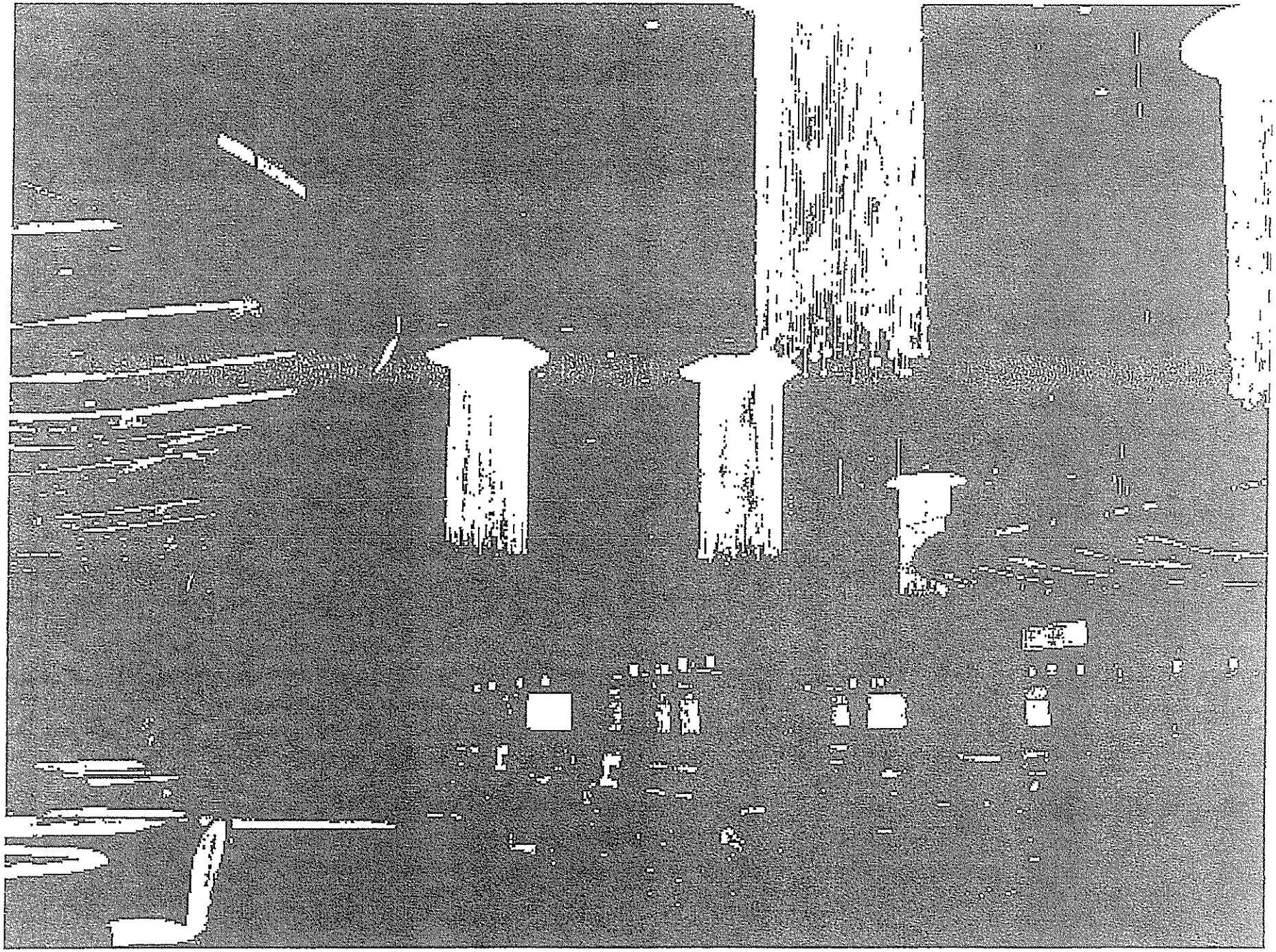
- Have exclusive rights to market to Crown's world-wide customer database
- Partner with Crown's branch office network
- Use Crown's brand recognition to penetrate international VIP markets

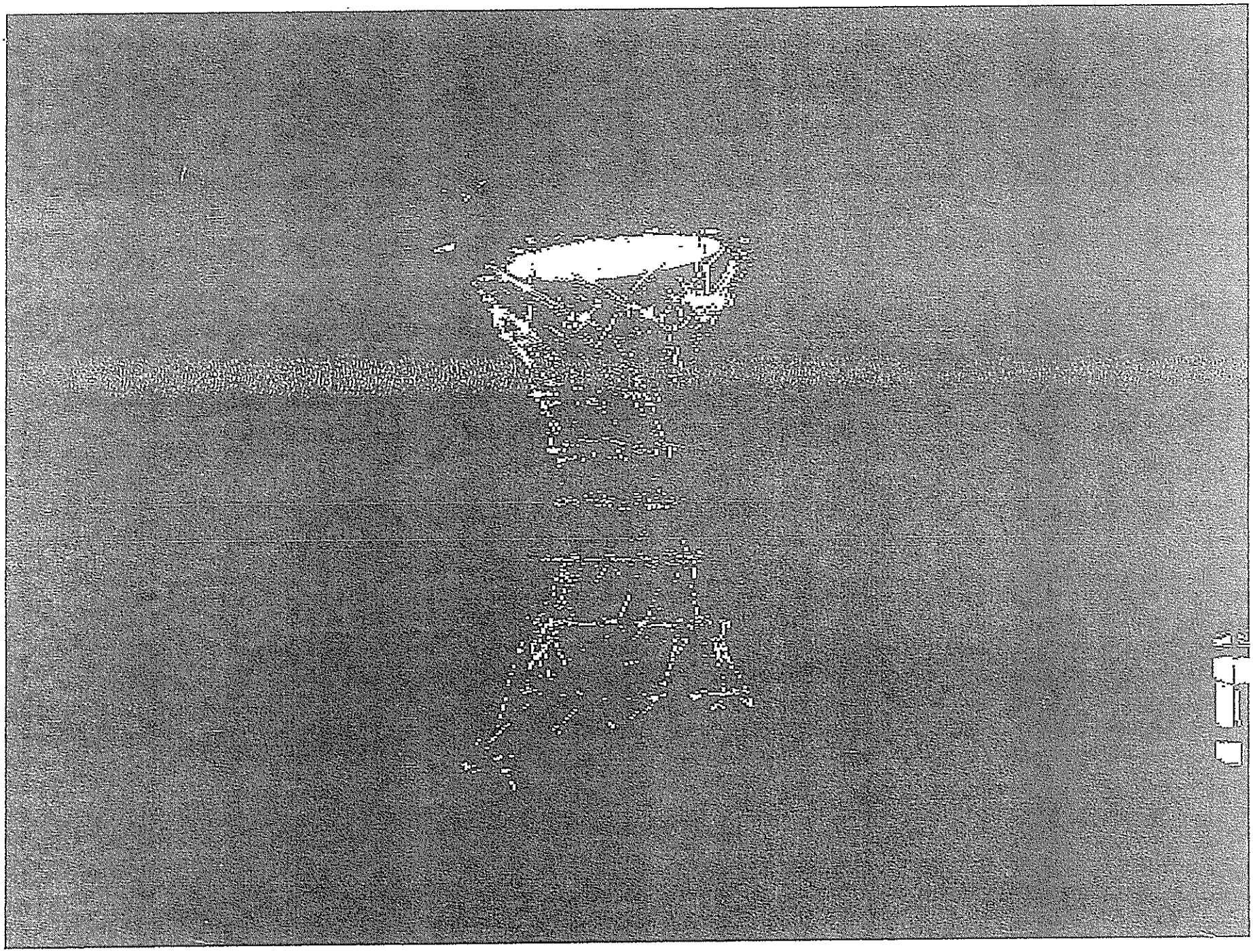
Pre-opening Activities

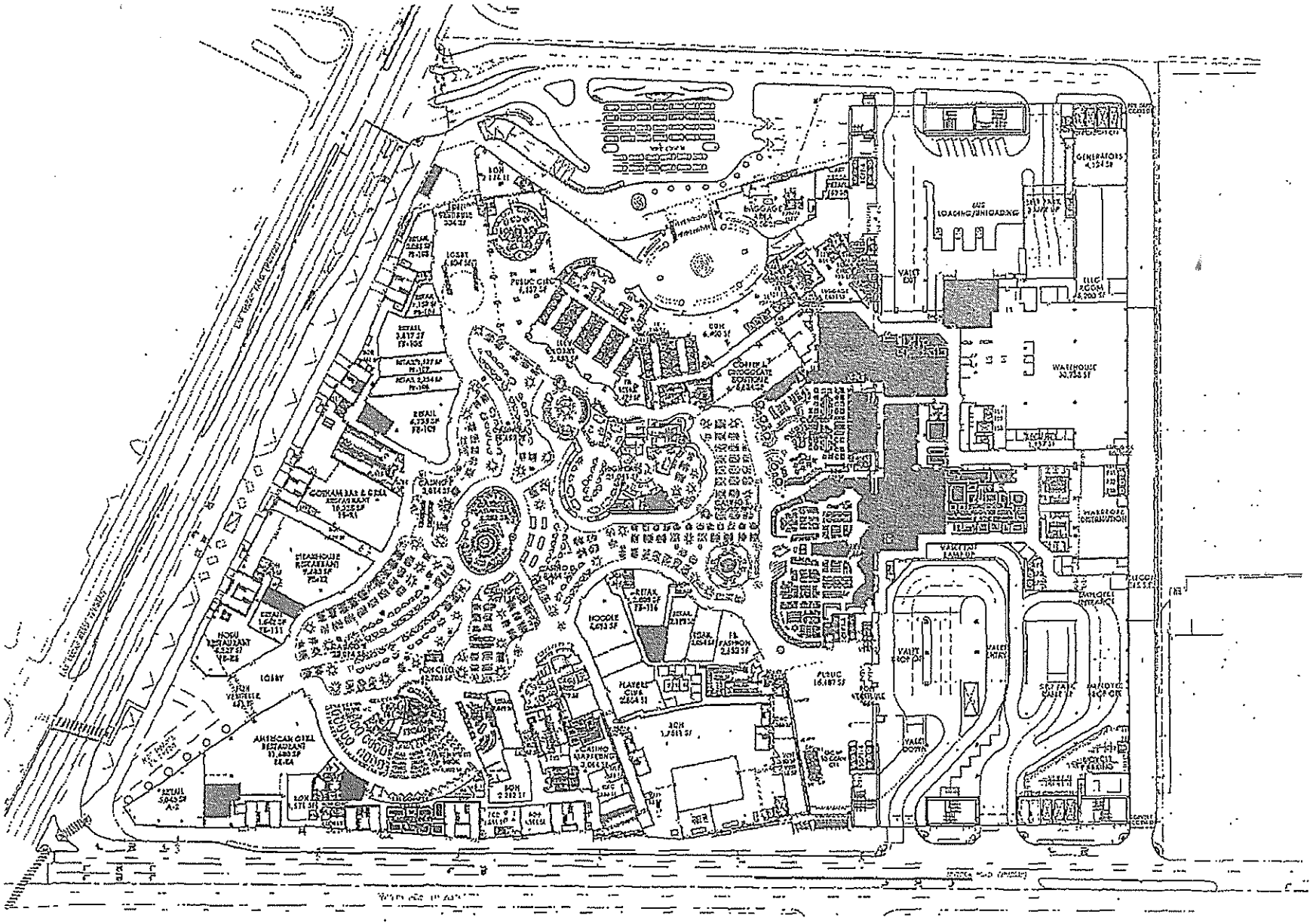
Casino Mock up complete
Hotel Tower Load In began March 1, 2009
Detailed Critical Path developed
Detailed Training Matrix developed
Call center scheduled to open July 2009
All key IT systems have been selected
- PMS - Opera
- CRM – Epiphany & Infor
- CMS – Bally's ACSC
- Financial & HR – Infinium
- Phone Switch – Avaya
- Purchasing – Red Rock

Slot floor mix has been finalized and will include
- IGT
- Bally's
- WMS
- Aristocrat
- Kanomi







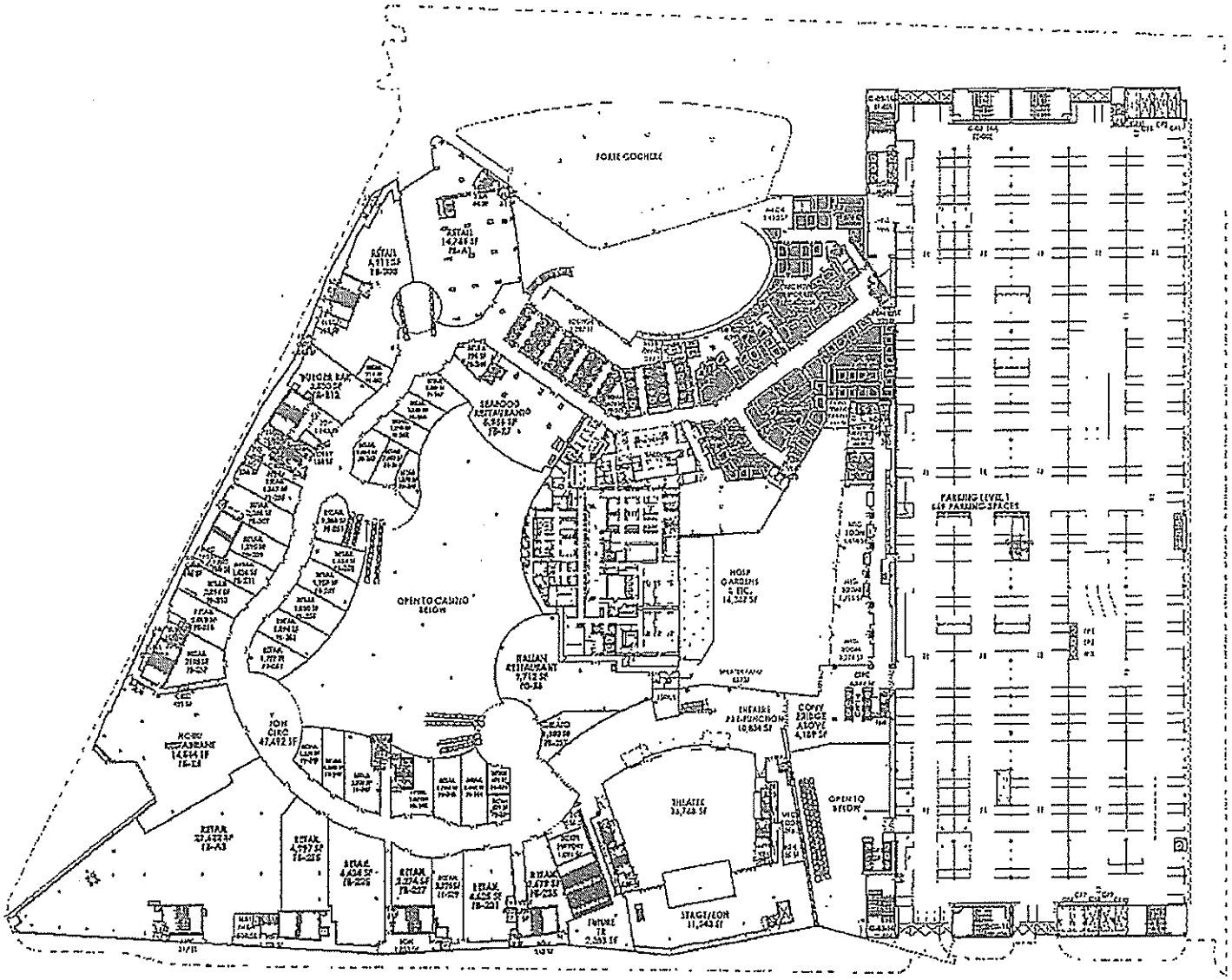


Fontainebleau Third Level Floor Plan April 30, 2008

Steven Partners

ING 014059

CONFIDENTIAL

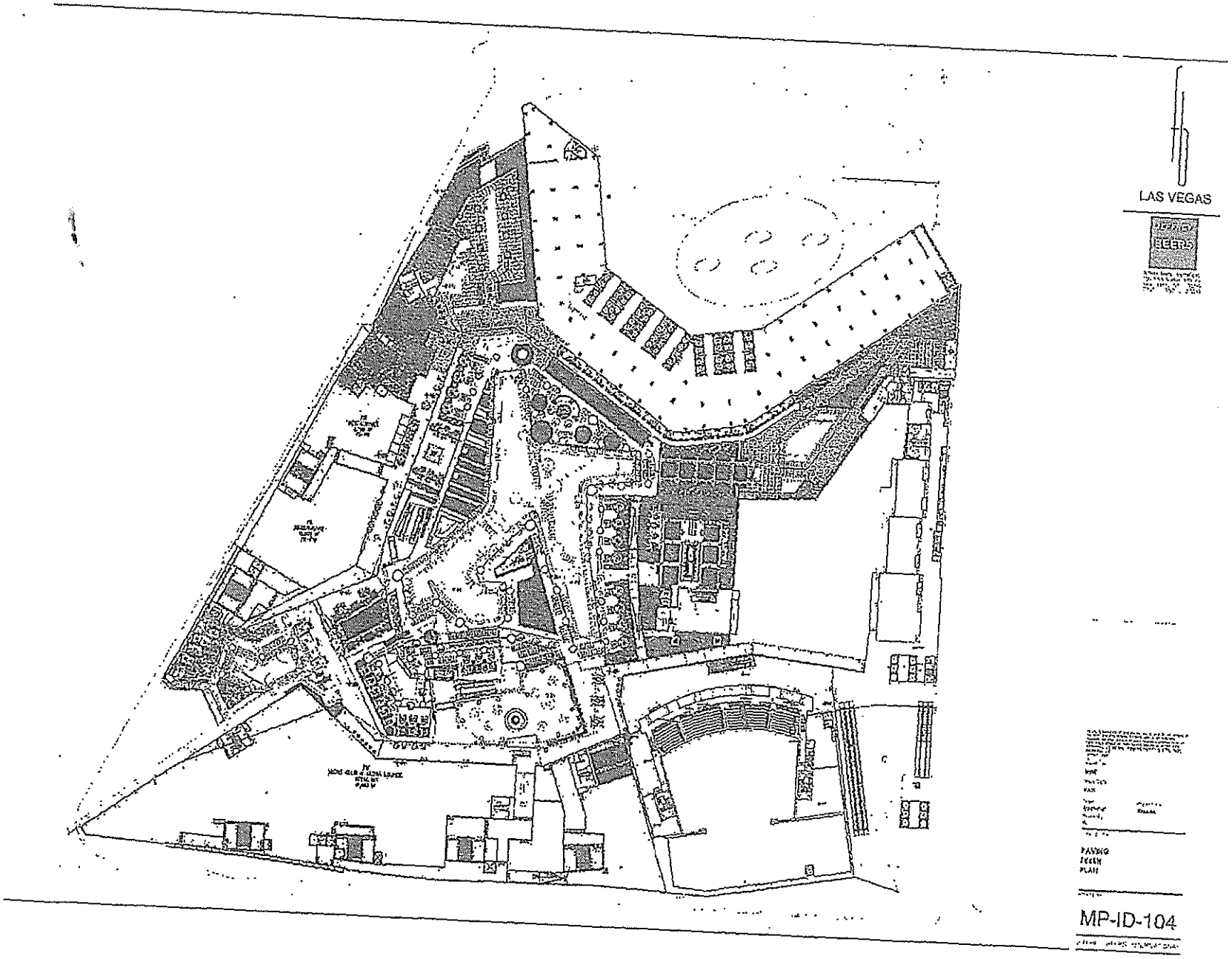


Fontainebleau Fifth Level Floor Plan Apr 30, 2008

Steelman Partners

CONFIDENTIAL

ING 014060



CONFIDENTIAL

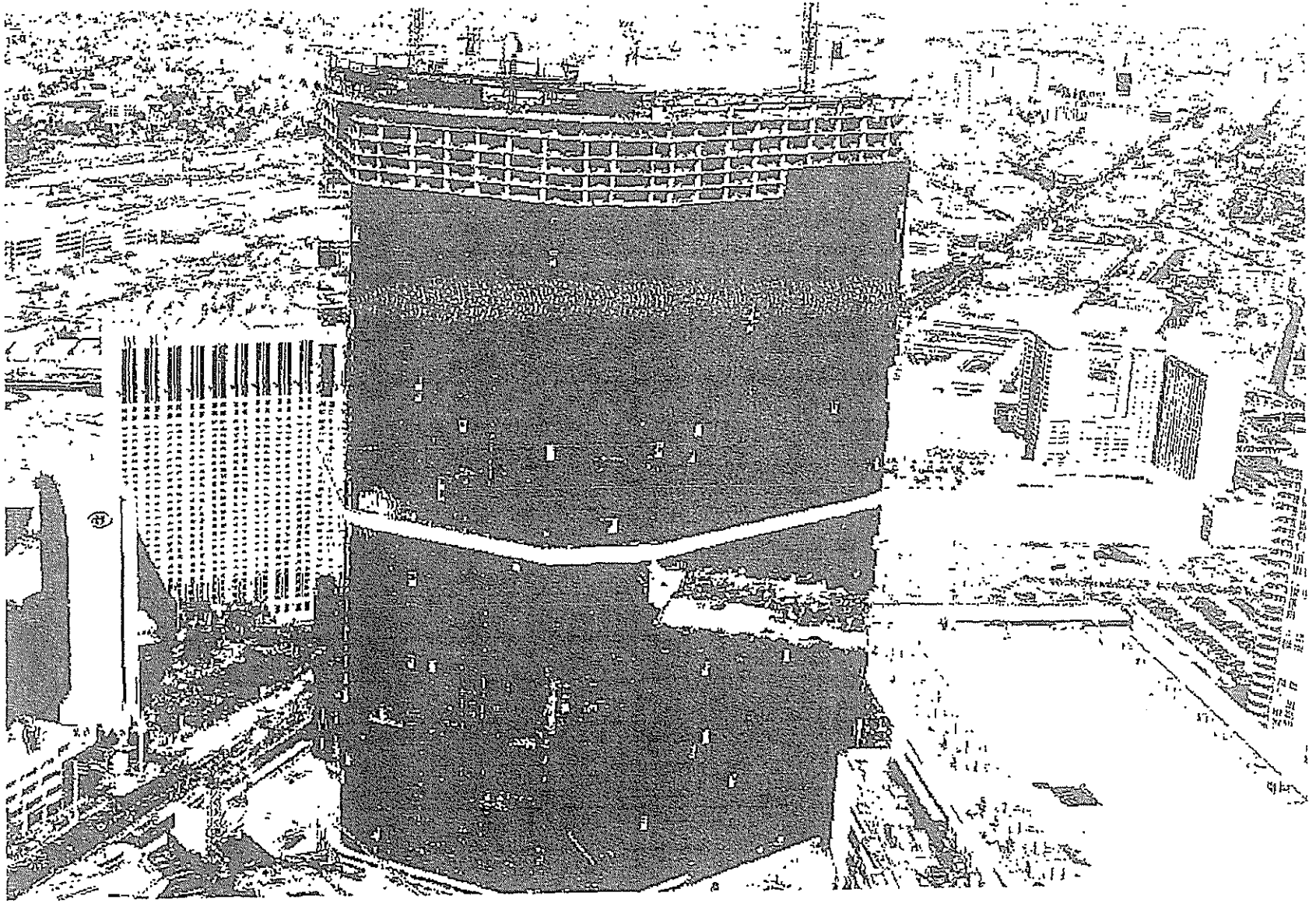
Nevada Gaming Licensing Update

All ownership and senior management applications have been submitted

On-site and in-depth investigations with the principals and senior management are in process

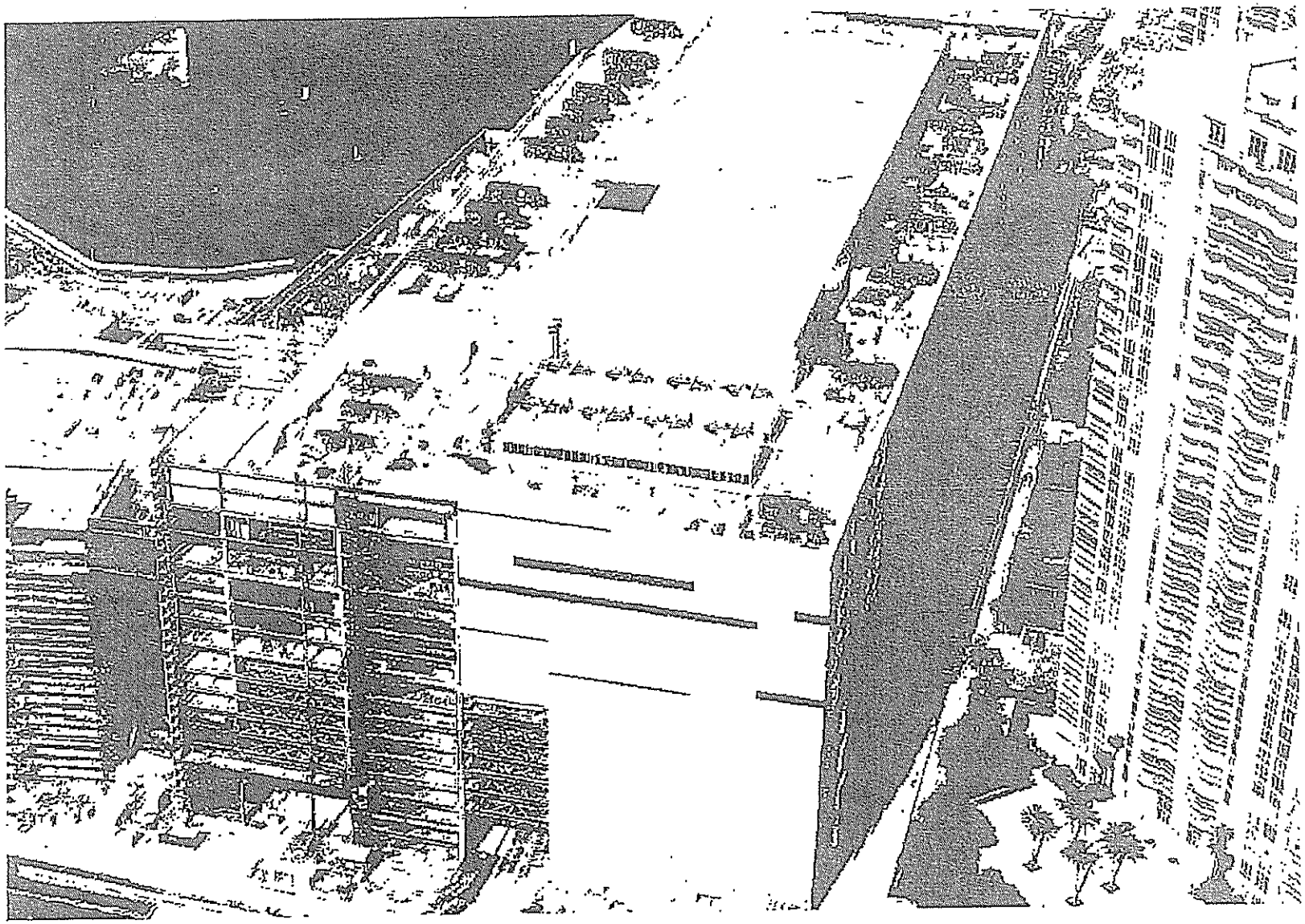
Anticipated to be on the September 2009 Commission and Gaming Meeting Agendas

Construction in Progress - Tower



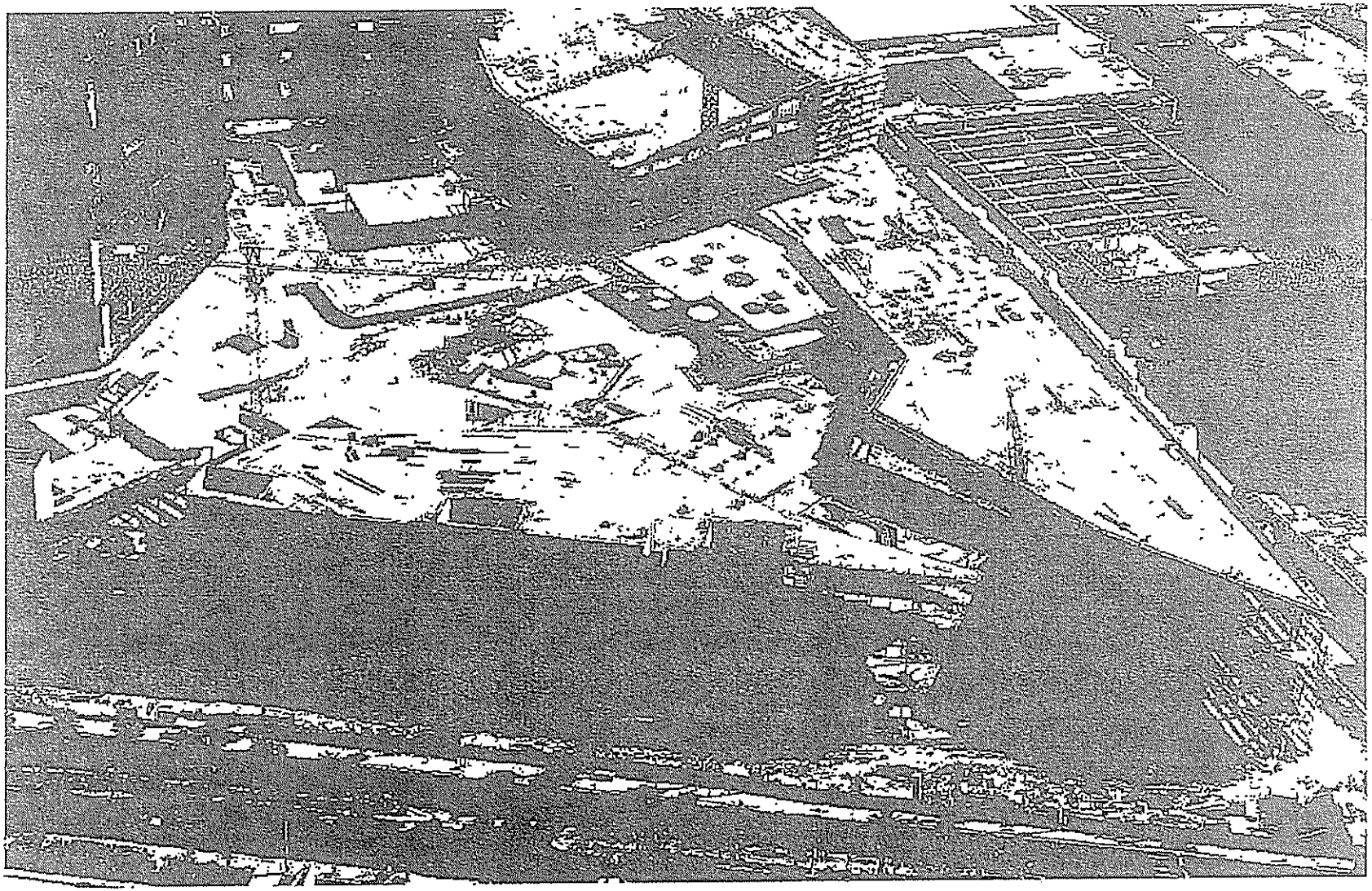
FONTAINEBLEAU

Construction in Progress - Garage



FONTAINEBLEAU

Construction in Progress - Podium



FONTAINEBLEAU

Construction Budget

As of February 28, 2009

Description	Original Budget	Current Budget	Spent-to-Date	Remaining Spend
Turnberry West Construction	$ 1,753,634,074	$ 2,048,004,793	$ 1,460,836,221	$ 587,168,572
Unallocated Contingency	111,039,860	11,994,445	-	11,994,445
Insurance	40,000,000	40,000,000	25,195,457	14,804,543
Total Construction Costs	$ 1,904,673,934	$ 2,099,999,238	$ 1,486,031,678	$ 613,967,560
Rooms FF&E	73,784,267	73,784,267	45,856,452	27,927,815
Hotel and F&B Operating Equipment	49,081,957	49,081,957	8,767,747	40,314,210
Kitchen Equipment	22,299,240	22,299,240	541,714	21,757,526
Exterior Signage	26,532,720	26,532,720	11,067,355	15,465,365
Common Area FF&E	28,665,812	28,665,812	20,961,295	7,704,517
Costed FF&E	$ 200,363,996	$ 200,363,996	$ 87,194,563	$ 113,169,433
Gaming FF&E	40,871,099	40,871,099	1,077,415	39,793,684
Entertainment	12,283,731	12,283,731	-	12,283,731
A&G and Facilities and IT	71,920,596	71,920,596	17,791,501	54,129,095
Other FF&E	$ 125,075,426	$ 125,075,426	$ 18,868,916	$ 106,206,510
Pre-Opening / Working Capital	93,847,579	75,846,579	45,496,303	30,350,276
Fees / Permits / Taxes / Other	131,814,077	160,838,077	150,787,479	10,050,598
Debt Service	362,756,033	338,126,033	234,443,960	103,682,072
Condominium-Hotel Selling Expenses	49,776,523	20,000,000	17,858,563	2,141,437
Fees and Expenses	60,740,794	60,740,794	59,545,871	1,194,923
Costs Accrued Through Opening	$ 698,935,005	$ 655,551,482	$ 508,132,176	$ 147,419,306
TOTAL	$ 2,929,048,361	$ 3,080,990,142	$ 2,100,227,333	$ 980,762,809

LEEDS Credit Status Update

LEED tax credit recovers 5.75% from 7.75% Nevada sales tax based on materials utilization

- $59M in total estimated credits built into initial budget

To date, ~$27M credits achieved, with ~$26M pending credits

- $53M in total credits currently forecasted (requires audit)

Receipts of credits ongoing; linked to contractor work completion and pay application submittals

- $6M shortfall based on a conservative approach (45% hard costs)
- Total material costs to date, as submitted by subcontractors, 26.6%

Fontainebleau reviewing submitted rates (26.6%) against industry standards and comparable LV Strip projects (40-50%)

- TWC is conducting internal review of submittals
- Fontainebleau retained KPMG to audit entire program
- State of NV Tax Division will conduct recap audit after project completion

Balance Sheet Update

As of March 20, 2009

Restricted Cash

- Bank Proceeds Account: $260 million
- Liquidity Account: $50 million

Debt Outstanding

- 2nd Mortgage Notes: $675 million
- Term Loan: $700 million
- Delay Draw Term Loan: $327 million

Remaining Available Sources

- Delay Draw Term Loan: $22 million
- Bank Revolving Facility: $800 million

Current Draw

- Total Draw is: $138 million
- Funding from Retail Facility: $4.8 million
- Funding from Bank Proceeds: $133 million

Retail Facility Update

As of March 20, 2009

Amount Outstanding

- Construction Loan: $160 million of the $315 million
- Mezzanine: $112 million

Remaining Uses

- Retail Shared Costs: $53.7 million
- TI and Lease Commissions: $62.0 million

In Balance Calculation

Summary In Balance Report

DESCRIPTION	IN BALANCE TEST (March 25, 2009)
AVAILABLE FUNDS	
Projected Interest Income (estimated interest earned through completion - primarily on the $50mm liquidity account)	$ 730,292
Cash Management Account (cash account requirement - available to pay any project costs)	6,000,000
Second Mortgage Proceeds Account (fully exhausted in August 2008)	-
Bank Proceeds Account (amount of cash available from the draw down of Delay Draw Term Loan Facility)	126,513,295
Delay Draw Term Loan Availability (amount available for draw down from Delay Draw Term Loan Facility)	21,666,667
Bank Revolving Availability (amount available for draw down from Bank Revolving Facility)	750,000,000
Cash Support Amount ($50mm completion guarantee and $50mm liquidity account)	100,000,000
Retail Lenders Shared Cost Commitment (Less Advances Made for Shared Costs) (Remaining retail shared costs - to be funded by Retail Facility)	48,844,459
Cash Balance in the Resort Payment Account, Interest Account and Resort Loss Proceeds Account	-
TOTAL AVAILABLE FUNDS	$ 1,053,754,712
LESS: TOTAL	
Remaining Costs (In Balance Test Adjustments Total from the Remaining Cost Report) (Remaining project spend after required contingency and cash support adjustments)	(1,011,749,043)
IN BALANCE POSITIVE / (NEGATIVE)	$ 42,005,669

Remaining Project Costs

Total Remaining Project Costs	$ 980,762,809
Plus: Required Minimum Contingency (1)	15,055,653
Plus: Required Minimum Liquidity Account	12,180,355
Plus: Required Minimum Excess Revolver Support Amount	3,750,226
TOTAL	$ 1,011,749,043
Total Completed Percentage	75.6%

(1) In addition to $11.9M of unallocated contingency.

Dep. Ex. 348

From: Wilson, Robert
To: PPR Ops
Sent: 3/24/2009 9:06:39 AM
Subject: FW: Fontainebleau Las Vegas, LLC 2007 - PRIVATE side publication "Revised 03.25.09 Draw Documents and Bank of America Letter dated 03.23.09"

please print...asap

From: IntraLinks [mailto:publications_comments@intralinks.com]
Sent: Tuesday, March 24, 2009 8:04 AM
To: IntraLinks Alert
Subject: Fontainebleau Las Vegas, LLC 2007 - PRIVATE side publication "Revised 03.25.09 Draw Documents and Bank of America Letter dated 03.23.09"

blank	masthead

Log into the service

Updated Private Side Publication Available

Updated private side publication is now available in the Fontainebleau Las Vegas, LLC 2007 workspace.

Note from Ronaldo Naval of BOA:
Dear Lenders and Professionals:

We are posting revised versions of the Advance Request, Remaining Cost Report, In-Balance Report and other revised draw package reports prepared by the Company which reflect IVI's recommendations. We are also posting a two-page reconciliation prepared by the Company to reflect changes to the Remaining Cost Report and In-Balance Report in one concise document, as requested by lenders.

Quick Links
- Alert Settings
- Email Support
- Retrieve ID/Password

Additionally being posted are a revised Construction Consultant's Advance Certificate together with an explanatory letter from Henry Yu of Bank of America concerning the treatment of the unfunded portion of the Delay Draw Term Loans and the effect of 2.1(c)(iii) of the Credit Agreement.

Among other things, the Company's reports revise the scheduled Opening Date from October 1, 2009 to November 1, 2009, and reflect IVI's recommended additional costs in the Remaining Cost Report. The In-Balance Report concludes that the Project has a positive In-Balance of $13,785,184. The revised Construction Consultant Advance Certificate from IVI approves these reports and certifies the requested Advance.

Please see these postings and Mr. Yu's letter for more detail.

348
EXHIBIT NO.
D. CLEARY

Bank of America, N.A.

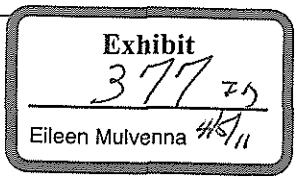
Agency Management

Workspace: Fontainebleau Las Vegas, LLC 2007
Type: Updated private side publication
Folder: Draw Requests / 2009
Title: Revised 03.25.09 Draw Documents and Bank of America Letter dated 03.23.09
Link: https://services.intralinks.com/AZ?i=99134942&w=5062358;p=1

Primary Contacts:
Ronaldo Naval / BOA
214-209-1162
ronaldo.naval@bankofamerica.com

Contact Support 24x7x365:
New York: 212-543-7800
Toll-Free in the US: 888-546-5383
London: 0207 623-8500
UK Freephone: +800 3434 5656
support@intralinks.com

Dep. Ex. 377



From: Mule, Philip
To: Corleto, David
BCC: 500 global relay archiving
Sent: 10/29/2008 5:53:12 PM
Subject: RE: Fontainebleau update call

Not sure b/c I don't have credit agreement. I'll get it from bofa. But they mentioned it on the call.

Philip J. Mulé
Caspian Capital Advisors LLC
500 Mamaroneck Avenue, Suite 101
Harrison, NY 10528
Tel: 914.798.4207
Fax: 914.777.3363
philip@caspianlp.com

-----Original Message-----
From: Corleto, David
Sent: Wednesday, October 29, 2008 5:51 PM
To: Mule, Philip
Subject: RE: Fontainebleau update call

What does it step to?

-----Original Message-----
From: Mule, Philip
Sent: Wednesday, October 29, 2008 5:50 PM
To: Corleto, David
Subject: RE: Fontainebleau update call

L+325, and will step up beginning in early 2009 if they don't sell L+enough condos; which they won't

Philip J. Mulé
Caspian Capital Advisors LLC
500 Mamaroneck Avenue, Suite 101
Harrison, NY 10528
Tel: 914.798.4207
Fax: 914.777.3363
philip@caspianlp.com

-----Original Message-----
From: Corleto, David
Sent: Wednesday, October 29, 2008 5:48 PM
To: Mule, Philip
Subject: RE: Fontainebleau update call

What is coupon on this thing?

-----Original Message-----
From: Mule, Philip
Sent: Wednesday, October 29, 2008 5:33 PM
To: Corleto, David; Weissman, Mark; Cohen, Adam
Cc: Best, Terese M.; Saiontz, Greg; Gribling, Geoffrey; Russell, Matt; Lee, Eric
Subject: Fontainebleau update call

The company just provided an update.

1. They still haven't found long term solution to the Lehman funding issue on its retail component facility. Recall, Lehman owned about half of the $315mm retail loan of which half was unfunded. The remaining lenders under that facility have agreed to fund Lehman's share on

an interim basis. The company is working to have Barclays assume the responsibility or to find and alternative lender to step into Lehman's shoes.

2. No change to construction budget or timing. Still looking for $2.6 billion total cost and a 4Q09 opening. $1.3 billion has been spent to date. Beyond the construction budget, the company has $44mm remaining from the Miami investment from Dubai as well as $77mm construction contingency, $100mm sponsor completion guarantee and $50mm excess liquidity reserve.

3. Similar to what MGM said on its call this morning, as a result of cancelled projects and declining commodity costs, there is a distinct possibility that the budget will come down going forward. The company estimated that up to $100mm in savings could be achieved.

4. Questions regarding whether the sponsors are or would be buying bank debt and/or bonds in open market were not answered.

5. After closing out our bond short, we are long $18mm term loan strip.

Philip J. Mulé
Caspian Capital Advisors LLC
500 Mamaroneck Avenue, Suite 101
Harrison, NY 10528
Tel: 914.798.4207
Fax: 914.777.3363
philip@caspianlp.com

Dep. Ex. 379

From: Maxwell, John T. (RSCH)
To: philip@caspianlp.com
Sent: 11/12/2008 11:03:35 AM
Subject: RE: Fontainebleau Meeting- Las Vegas 11/18

we have you down. No other meetings set up at this time- its tough during the G2E convention

---

From: philip@caspianlp.com [mailto:philip@caspianlp.com]
Sent: Wednesday, November 12, 2008 9:15 AM
To: Maxwell, John T. (RSCH)
Subject: FW: Fontainebleau Meeting- Las Vegas 11/18

John,

I'm not sure if we've met, but Chris and I speak quite a bit on the gaming names. As I think he told you, we are involved in Fontainebleau and I'd like to attend this meeting with you. Are you planning any other events or meetings while you are in Vegas?

Thanks and look forward to meeting you next week.

Phil

Philip J. Mulé
Caspian Capital Advisors LLC
500 Mamaroneck Avenue, Suite 101
Harrison, NY 10528
Tel: 914.798.4207
Fax: 914.777.3363
philip@caspianlp.com

From: Maxwell, John T. (RSCH) [mailto:john_maxwell@ml.com]
Sent: Tuesday, November 11, 2008 2:21 PM
To: Maxwell, John T. (RSCH)
Cc: Schroeder, Chris (RSCH)
Subject: Fontainebleau Meeting- Las Vegas 11/18

We will be hosting an Investor meeting on Tuesday, November 18th at 3:00pm with Fontainebleau management in Las Vegas. Present from management will be Glenn Schaeffer, CEO& President; Jim Freeman, CFO and Audrey Oswell, President and COO.

The meeting will take place at the Fontainebleau Preview Center, which is located across the street from the Fontainebleau property between Sky and Circus Circus.

Please let us know if you plan on attending.
Regards,
John

John Maxwell
Managing Director
Merrill Lynch
Fixed Income Research

Exhibit
379 ID
Eileen Mulvenna 4/5/11

212-449-5936

Dep. Ex. 381

Exhibit 381 DD
Eileen Mulvenna 11/5/11

FBLEAU Meeting 11/18

I Construction / Project Update
1. What total spent to date?
2. What is current estimated total budget?
3. Does $100mm potential cost saves imply change scope?
4. When will GMP be finalized?

II Project Liquidity
1 Remaining cash sources?
- What's left from TL? DDraw + Revolver fully available?
- Contigency $77? Liquidity Reserve $50? Completion $100?
- Access to remaing funds from NAHKeel in Miami?
2. Willingness of equity owners to put in more $?
3. Does current budget anticipate any further support from Miami?
4. Interest escrow runs through when?

III Operations / Strategy
1. Where will property be positioned relative to competition (Room rate)
2. Has the strategy w/r/t positioning chage given environment (Rate vs Occupa
3. What assumptions regarding Slot / Table win?
4. Any other changes regarding positioning of property in market?
5. How does Echelon postponement impact you?
6. What level of Ebitda in Yr 1?
7. What tenants have / hope for in Retail?

IV Condos - When does sales process commence US / Dubai?
1. Strategy given market
2. Is there a price point where its beneficial not to sell then?
3. Are they contemplating lowering price?

V Lehman - Status of permanent solution?
1. What was Lehman's total unfunded committment when filed?
2. What has been funded by other lenders / equity?

Dep. Ex. 382

Full Dress Shirt
Satin Cummerbund
Cami Short Set

Freeman 702-495-8220

Fontainebleau Questions.

1. Any change to scope / budget / timing → still $2.6b?
2. How has the renegotiations of the rest of jobs going
3. When will draw DD
4. Escrowed interest covers TL + bonds thru Oct?
5. Excess liquidity Calc → Runway Miami: 28
   Liq. Reserve 50
   before budgeted contingency + completion guarantee
6. Retail update? other lenders + is Retail podium finished?
7. Anchor tenants?
8. TL paydown → condo sales covenant if don't sell condos
   is that not applicable
9. What's strategy to deleverage
10. Approximation of cash flow?
11. Any success w/ condo sales center gone?
12. How has Miami performed so far?

Exhibit
382
Eileen Mulvenna 4/5/11

Dep. Ex. 399

From: Mauricio Reyes
To: Mule, Philip
BCC: 500 global relay archiving
Sent: 9/19/2008 8:23:54 AM
Subject: RE: Fontainebleau Construction Update

Yes...this is wild.

Mauricio Reyes

Normandy Hill Capital, L.P.

150 East 52nd street, 10th fl

New York, NY 10022

(212) 616-2115 (Direct)

mreyes@normandyhill.com

From: philip@caspianlp.com [mailto:philip@caspianlp.com]
Sent: Friday, September 19, 2008 8:28 AM
To: Mauricio Reyes
Subject: RE: Fontainebleau Construction Update

thanks, didn't get it

you guys getting whipsawed all over the place or what?

Philip J. Mulé
Caspian Capital Advisors LLC
500 Mamaroneck Avenue, Suite 101
Harrison, NY 10528
Tel: 914.798.4207
Fax: 914.777.3363
philip@caspianlp.com

Exhibit
399 IN
Eileen Mulvenna 4/6/11

From: Mauricio Reyes [mailto:mreyes@normandyhill.com]
Sent: Friday, September 19, 2008 8:21 AM
To: Mule, Philip
Subject: FW: Fontainebleau Construction Update

FYI below...not sure if you got it.

Mauricio Reyes

Normandy Hill Capital, L.P.

150 East 52nd street, 10th fl

New York, NY 10022

(212) 616-2115 (Direct)

mreyes@normandyhill.com

From: Maxwell, John T. (RSCH) [mailto:john_maxwell@ml.com]
Sent: Friday, September 19, 2008 7:47 AM
Subject: Fontainebleau Construction Update

John Maxwell +1 212 449 5936
Research Analyst
MLPF&S
john_maxwell@ml.com

18 September 2008
Fontainebleau Las Vegas/ FBLEAU
Construction Update

·Speculation has been rampant this week on the status of the Fontainebleau project in Las Vegas, with some speculating that construction would cease. We spoke with company management and were told that construction is currently on-going. In addition, we were told that the budget to the project has not changed from the updated amount the company released with its 3/31/08 quarterly report.

·The issue that the company is facing is the exposure to Lehman Brothers regarding its retail credit facilities. The $400 million facility consists of a $315 million construction loan and an $85 million mezzanine facility. The $85 million facility is fully funded and 50% of the construction facility is funded. We understand that Lehman Brothers owns roughly two-thirds of the construction facility.

·Part of the current construction work that is being done is the retail podium. The retail credit facilities are expected to finance $83 million of the costs of this project, with $78 million remaining. Currently, the company has a funding request into Lehman Brothers for about $4 million which would be the cost of the retail construction for the current month. The company is having discussions with several sources to remedy the situation. The podium financing is required to be funded prior to the company accessing its $800 million revolver and $350 million delayed draw term loan.

·If the company is unable to find a replacement lender for the Lehman Brothers exposure, then the company would likely be forced to halt construction as access to its available capital would be prohibited.

·Regarding the condo sales, management remains hopeful that it will open its sales office within the next month. However, given the current real estate environment, we don't expect any significant sales to take place in the near term.

·Lastly, management continues to work with its accountants regarding the presentation of its financials. The company's auditors are requiring that the costs of the condo development be separated from the cost of the resort. Once this is complete, the company expects to file its registration statement with the SEC and its 2Q'08 financials. This is expected by the end of September.

We are OW-30% on the FBLEAU 10 ¼% 2nd Mortgage Notes.
Analyst Certification
I, John Maxwell, hereby certify that the views expressed in this research report accurately reflect my personal views about the subject securities and issuers. I also certify that no part of my compensation was, is, or will be, directly or indirectly, related to the specific recommendations or view expressed in this research report.

John Maxwell
Managing Director
Merrill Lynch
Fixed Income Research
212-449-5936

Dep. Ex. 410

From: Carole Parker
To: thomas@ipjlm.com
Sent: 4/13/2009 1:32:41 PM
Subject: FW: Notice to Lenders
Attachments: Notice to lenders 4-13-09.pdf

From: Whitney Thier
Sent: Monday, April 13, 2009 9:19 AM
To: Whitney Thier; 'david.felman@moelis.com'; 'augusto.sasso@moelis.com'; Jeff Soffer; Glenn Schaeffer; Howard Karawan; 'finance@turnberry.com'; 'BWeiner@turnberryltd.com'; 'ken.moelis@moelis.com'; 'SONY.BEN-MOSHE@LW.com'; 'mkreitzer@bilzin.com'; 'jack.kessler@bipc.com'; 'thane.carlston@moelis.com'; 'MRomine@turnberryltd.com'; 'Todd.Kaplan@citadelgroup.com'; 'avivmail@mac.com'; 'atreves2004@kellogg.northwestern.edu'; 'lawrence.kwon@moelis.com'; 'Terence.Clerkin@moelis.com'; 'sbaena@bilzin.com'; 'jbergman@kasowitz.com'; 'dfriedman@kasowitz.com'; 'kesslerjj@bipc.com'; 'carl.rothenberger@bipc.com'; 'Briankmaier@gmail.com'; Albert Kotite; Eric Salzinger; Deven Kumar; 'mkasowitz@kasowitz.com'; Mike_Sitrick@sitrick.com; Lance_Ignon@sitrick.com
Cc: Carole Parker; 'vgarcia@turnberry.com'; Sandra King-Bodnar
Subject: Notice to Lenders

This is the notice that was sent this morning.

Whitney Thier / General Counsel
Fontainebleau Resorts, LLC
wthier@fontainebleau.com / fontainebleau.com
O 702 495 8108 / C 702 249 5590
2827 Paradise Road / Las Vegas NV 89109

THE STAGE IS YOURS. LIVE YOUR PART.

please take note of my new email address

#420
Track ____ Exhibit 41D
Date 3-24-11
Witness Kinnard
C. Lewis # 437 ____ Page(s)

FONTAINEBLEAU RESORTS, LLC

702.495.8100
2827 PARADISE ROAD
LAS VEGAS NV 89109

FONTAINEBLEAU.COM

April 13, 2009

Bank of America, N.A., as Disbursement Agent and Bank Agent
Mail Code: TX1-492-14-11
Bank of America Plaza
901 Main Street
Dallas, TX 75202-3714
Attn: Ronaldo Naval, Vice President
Facsimile No.: 877/511-6124

Wells Fargo Bank, N.A., as Trustee
Corporate Trust Services
MAC N9311-110
625 Marquette Avenue
Minneapolis, MN 55479
Attention: Fontainebleau Resorts Account Manager
Facsimile No.: (612) 667-9825

Lehman Brothers Holdings Inc., as Retail Agent
c/o Lehman Brothers Holdings
399 Park Avenue
New York, New York 10022
Attention: Josh Freedman
Facsimile No.: (212) 713-1278

Inspection & Valuation International, Inc., as Construction Consultant
55 West Red Oak Lane
White Plains, NY
Attn: Robert W. Barone, R.A.
Facsimile No.: (914) 694-4007

Re: Notice

Reference is made to (1) that certain Master Disbursement Agreement, dated as of June 6, 2007 (the "**Disbursement Agreement**"), among Fontainebleau Las Vegas Holdings, LLC, Fontainebleau Las Vegas Capital Corp., Fontainebleau Las Vegas Retail, LLC, Fontainebleau Las Vegas, LLC, Fontainebleau Las Vegas II, LLC, Bank of America, N.A. as bank agent, Wells Fargo Bank, N.A., as trustee, Lehman Brothers Holdings, Inc., as retail agent, and Bank of America, N.A., as disbursement agent; (2) that certain Credit Agreement (the "**Credit Agreement**"), dated June 6, 2007, among Fontainebleau Las Vegas, LLC and Fontainebleau Las Vegas II, LLC, as borrowers, Bank of America, N.A. as administrative agent, and each of the other agents, arrangers and lenders from time to time party thereto; (3) that certain Loan Agreement, dated as of June 6, 2007 (the "**Retail Loan Agreement**"), between Fontainebleau Las Vegas Retail, LLC, as borrower, and Lehman Brothers Holdings, Inc., individually as a lender and as agent for one or more co-lenders; (4) that certain Mezzanine Loan Agreement, dated as of June 6, 2007 (the "**Mezzanine Loan Agreement**"), among Fontainebleau Las Vegas Retail Mezzanine, LLC, as borrower, Fontainebleau Las Vegas Retail Parent, LLC as mezzanine pledgor, and Lehman Brothers Holdings, Inc., individually as a lender and as agent for one or more co-lenders, and (5) that certain Indenture, dated as of June 6,

2007 (the "**Indenture**"), among Fontainebleau Las Vegas Holdings, LLC and Fontainebleau Las Vegas Capital Corp., as joint and several obligors (collectively, the "**Issuers**"), Fontainebleau Las Vegas, LLC, Fontainebleau Las Vegas II, LLC, Fontainebleau Resort Properties I, LLC and Fontainebleau Resorts, LLC, each as a guarantor, and the Trustee. Capitalized terms used but not defined herein have the meaning afforded to them in the Disbursement Agreement.

For purposes of the Disbursement Agreement, the Credit Agreement, the Retail Loan Agreement and the Mezzanine Loan Agreement, and in particular pursuant to Section 5.4.2 of the Disbursement Agreement, each of the undersigned hereby gives you notice as follows:

Please be advised that one or more events, occurrences or circumstances have occurred which reasonably could be expected to cause the In Balance Test to fail to be satisfied or render the Project Entities incapable of, or prevent the Project Entities from (a) achieving the Opening Date on or before the Scheduled Opening Date, or (b) meeting one or more material obligations under the Prime Construction Agreement or the other Material Contracts as and when required thereunder. In particular, the Project Entities have learned that (i) the April Advance Request under the Retail Loan may not be fully funded, and (ii) as of today, the Remaining Costs exceed Available Funds. The Project Entities reserve all applicable rights.

We look forward to discussing these matters with you further.

Very truly yours,

FONTAINEBLEAU LAS VEGAS HOLDINGS, LLC,
a Delaware limited liability company

By: Fontainebleau Resort Properties I, LLC,
its Managing Member

By: Fontainebleau Resort Holdings, LLC,
its Managing Member

By: Fontainebleau Resorts, LLC, its Managing Member

By: _____
Name: Jim Freeman
Title: SVP and Chief Financial Officer

FONTAINEBLEAU LAS VEGAS CAPITAL CORP.
a Delaware corporation

By: _____
Name: Jim Freeman
Title: SVP and Chief Financial Officer

FONTAINEBLEAU LAS VEGAS RETAIL, LLC,
a Delaware limited liability company

By: Fontainebleau Las Vegas Retail Mezzanine, LLC,
its Managing Member

By: Fontainebleau Las Vegas Retail Parent, LLC,
its Managing Member

By: Fontainebleau Resort Holdings, LLC,
its Managing Member

By: Fontainebleau Resorts, LLC, its
Managing Member

By: _____
Name: Jim Freeman
Title: SVP and Chief Financial Officer

FONTAINEBLEAU LAS VEGAS, LLC,
a Nevada limited liability company

and

FONTAINEBLEAU LAS VEGAS II, LLC,
a Florida limited liability company

By: Fontainebleau Las Vegas Holdings, LLC,
Managing Member of each of the foregoing

By: Fontainebleau Resort Properties I, LLC,
its Managing Member

By: Fontainebleau Resort Holdings, LLC,
its Managing Member

By: Fontainebleau Resorts, LLC,
its Managing Member

By: _____
Name: Jim Freeman
Title: Sup and Chief Financial Officer

Dep. Ex. 455

From:	Andrei Dorenbaum.	Sent:9/26/2008 12:16 PM.
To:	jeff.susman@bankofamerica.com; jeff.susman@bankofamerica.com.	
Cc:	Andrei Dorenbaum; Carl Moore; Brad Means; Kevin Rourke; Andrei Dorenbaum; Carl Moore; Brad Means; Kevin Rourke.	
Bcc:		
Subject:	RE: Urgent - Fontainebleau Las Vegas, LLC Initial Term Loan @ LIBOR 3.25% 6/6/2014.	

Jeff,

I am writing to you on behalf of certain funds and accounts managed by Highland Capital that in aggregate own over $125MM of the principal amount outstanding under the foregoing credit facility. This e-mail follows-up a conversation with Brad Means, a Senior Portfolio Manager, from earlier this morning. All capitalized terms herein shall have the meaning specified in the Credit Agreement date June 6, 2007 and related documents for this loan facility (collectively, the "Loan Facility").

As you know, Lehman Brothers Holdings, Inc. ("LBHI") and/or its affiliates provide financing to the Borrower under certain Financing Agreements. As a result of LBHI's bankruptcy filing earlier this month, the Financing Agreements are no longer in full force and effect, triggering a number of breaches under the Loan Facility – resulting in the following consequences:

(i) No disbursements may be made under the Loan Facility; and

(ii) The Borrower should be sent a notice of breach immediately to protect the Lenders' rights and ensure that any cure period commence as soon as possible.

We look forward to working with you in this matter.

Best regards,

Andrei Dorenbaum

Assistant General Counsel

Highland Capital Management, L.P. –

13455 Noel Road, Suite 800

EXHIBIT
455
PENGAD 800-631-6989

Dallas, Texas 75240

office: 972-419-2573

fax: 972-628-4147

adorenbaum@hcmlp.com

Highland Capital Management is growing. Check out Careers at www.hcmlp.com.

Dep. Ex. 456
FILED UNDER SEAL

Dep. Ex. 458
FILED UNDER SEAL

Dep. Ex. 459

From: Andrei Dorenbaum <ADorenbaum@hcmlp.com>
Sent: Monday, October 13, 2008 12:37 PM
To: Bill Scott <bscott@sheppardmullin.com>
Cc: Brad Means <BMeans@hcmlp.com>; Kevin Rourke <KRourke@hcmlp.com>
Subject: RE: Fontainebleau Resorts
Attach: FW_ High Yield_ HY Gaming, Lodging & Leisure Weekly - United States - 32pp.msg

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Bill,

This e-mail follows-up our conversation from last week. We would like to confirm the following matters:

1. Under section 3.3.23 of the Master Disbursement Agreement, the borrower cannot request disbursements without demonstrating that the Retail Lenders made required advances under the relevant financing agreements.
2. We are unaware and understand that the agent is unaware of any facts that would support that Lehman, as a Retail Lender, made any disbursements while in bankruptcy. In fact, as we discussed, it is both your understanding and our understanding that Lehman has not made any disbursements while in bankruptcy.
3. It does not appear that Retail Lenders made the Sept. payment, but rather equity investors. Please see attached report from Merrill Lynch. This would indicate that the reps the company made for that funding request were false.
4. Given the above, we believe that the agent should request the borrower to provide wiring confirmations from the Retail Lenders or funding certificates from the Retail Lenders to confirm that funding is made by the Retail Lenders (rather than other sources). This includes confirmation for the Sept. payment as this issues raises a breach concern under the Disbursement Agreement.
5. The borrower's legal counsel should provide an opinion that the Lehman funding agreement is in full force and effect. This issue is a legal question and should be certified by qualified bankruptcy counsel, rather than the borrower's CFO. Our position is that Lehman is in breach of the agreement because it failed to fund and thus the agreement is not in full force.

Please let me know if you have any additional questions.

Best regards,

Andrei Dorenbaum
Assistant General Counsel
Highland Capital Management, L.P.
13455 Noel Road, Suite 800
Dallas, Texas 75240
office: 972-419-2573
fax: 972-628-4147
adorenbaum@hcmlp.com

From: Kevin Rourke <KRourke@hcmlp.com>
Sent: Friday, October 10, 2008 12:42 PM
To: Andrei Dorenbaum <ADorenbaum@hcmlp.com>; Brad Means <BMeans@hcmlp.com>
Subject: FW: High Yield: HY Gaming, Lodging & Leisure Weekly - United States - 32pp

---

FYI - re: Fontainebleau equity sponsor funding for retail commitment.
Kevin Rourke
Highland Capital Management, LP
13455 Noel Road, Suite 800
(972) 628-4100
krourke@hcmlp.com
-----Original Message-----
From: ML-John Maxwell [mailto:feedback@mlresearch.ml.com]
Sent: Friday, October 03, 2008 11:29 AM
To: Kevin Rourke
Subject: High Yield: HY Gaming, Lodging & Leisure Weekly - United States - 32pp
Link to full report including important disclosures*
http://research1.ml.com/C/?q=sGaH03J5e%2BTltljEpgrEYA%3D%3D&r=rourke
Gaming, Lodging & Leisure Recent Performance
Gaming: Highlights
1) Legislative Update - The Time Grows Near. We provide an overview of several gaming initiatives slated for the November 4, 2008 ballot. Highlighted states include AR, CO, IL, KY, MD, MO and OH.
2) Las Vegas Sands Issues Convertible Notes. LVS has entered into a $475 million convertible note offering with the Adelson family. Proceeds will be used to reduce the debt of the U.S. credit facility and cure potential covenant violations.
3) Foxwoods Announces Layoffs. MASHTU announced plans to layoff 700 workers (6% of total) at its Foxwoods and MGM Grand at Foxwoods properties.
4) Penn National Lowers 3Q 2008 Guidance. Adjusted EBITDA is now expected to be $146.3 million (was $178.6 million), due to i) the economic slowdown, ii) heightened competition and iii) hurricane disruptions.
5) Fontainebleau Update. We understand that the FBLEAU equity sponsors have funded the amount required from Lehman on the retail credit facility due this month ($4 million). As a result, there are no delays in construction thus far.
Lodging: Highlights
1) Marriott Reports 3Q 2008 Results; Maintain UW-30%. We are still not comfortable given the ongoing slowing lodging fundamentals.
2) Lodging - 3Q 2008 RevPAR Preview. We expect actual 3Q 2008 RevPAR's to be at or slightly below the low-end of management guidance. We have included a monthly RevPAR summary, credit flashes and a lodging comp sheet.
3) Starwood Hotels - Downgrading to UW-30%. Our ratings change primarily reflects the potential for slowing international demand.
4) Smith Travel Research: Weekly Lodging RevPAR -2%; -1.8% Past Month.
Leisure: Highlights
None
To reply to John Maxwell directly, Click here mailto:john_maxwell@ml.com or call +1 212 449 5936
* Read the research report, available through the link above, for complete information

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****

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Merrill Lynch's iQanalytics capabilities include a defined valuation methodology that draws on more than 3,100 company models prepared by our Fundamental Equity analysts globally. Using the iQanalytics platform, Merrill Lynch analysts and clients can select and compare financial metrics across sectors and regions under our coverage on a consistent basis, with a focus on recent and forecast company performance and valuation. Click here http://rsch1.ml.com/14016/24592/iq/iqmethod.pdf for the iQmethodSM report.
For more information on what iQanalytics can do for you, contact your Merrill Lynch representative.
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****

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+44 20 7996 4444
Asia Pacific (ex-Japan) & Australasia:
+852 2536 3036
Japan:
+813 6225 7677 or +813 6225 6264
Publication: 571136-10772194.pdf
Recipient: Kevin Rourke

Dep. Ex. 463
FILED UNDER SEAL

Dep. Ex. 465

From: Jim Freeman
To: Whitney Thier; Albert Kotite
Sent: 10/23/2008 1:15:00 PM
Subject: FW: follw up to yesterday'call (email msg to Jim Freeman)

From: Kevin Rourke [mailto:KRourke@hcmlp.com]
Sent: Thursday, October 23, 2008 10:12 AM
To: Jim Freeman
Subject: follw up to yesterday'call (email msg to Jim Freeman)

Jim,

Thank you again for taking the time yesterday to discuss the current status of the Fontainebleau Las Vegas project with our team.

To follow up on one of the points we discussed, we have heard from a variety of sources that Lehman's portion of the September draw request was funded by one or more of the equity sponsors. How do the applicable documents allow for the equity sponsors (as opposed to other retail lenders) to cover this gap?

Thanks,

Kevin Rourke
Highland Capital Management, LP
13455 Noel Road, Suite 800
(972) 628-4100
krourke@hcmlp.com

Dep. Ex. 470
FILED UNDER SEAL

Dep. Ex. 471

From: Kevin Rourke. Sent:3/25/2009 9:53 AM.

To: henry.yu@bankofamerica.com; Corum, Brian; Bolio, Brandon; henry.yu@bankofamerica.com; Corum, Brian; Bolio, Brandon.

Cc: Andrei Dorenbaum; Carl Moore; Chet Paipanandiker; Andrei Dorenbaum; Carl Moore; Chet Paipanandiker.

Bcc: .

Subject: Fontainebleau Las Vegas - response to letter posted to Intralinks on March 23rd.

Henry,

In response to the letter posted to Intralinks on March 23rd by Bank of America, Highland's response is as follows:

§ Highland has no obligation to the Agent, Borrower, other Lenders or any other party to state a position about Bank of America's interpretation of the credit documents.

§ In addition, Highland will vigorously enforce its rights and claims in the event of any inconsistency between the positions stated by Bank of America (as Disbursement Agent) with respect to the March 25th Advance and its subsequent conduct (as Administrative Agent and Revolver Lender) in response to any funding request by the Borrower prior to the April draw process .

§ Highland reserves all rights and claims resulting from the conduct of the Disbursement Agent, Administrative Agent, and Revolver Lenders.

Regards,

Kevin Rourke
Highland Capital Management, LP
13455 Noel Road, Suite 800
(972) 628-4100
krourke@hcmlp.com

Dep. Ex. 472

From:	Kevin Rourke.	Sent:10/9/2008 4:23 PM.
To:	Howard, David.	
Cc:	.	
Bcc:	.	
Subject:	FW: Fontainebleau Resorts.	

David ,

I am forwarding a note from our internal counsel that identifies the items he has discussed with Bill Scott of Sheppard Mullin, . . .

Kevin Rourke
Highland Capital Management, LP
13455 Noel Road, Suite 800
(972) 628-4100
krourke@hcmlp.com

From: Andrei Dorenbaum
Sent: Thursday, October 09, 2008 3:06 PM
To: Kevin Rourke
Subject: FW: Fontainebleau Resorts

Kevin-

We discussed with Bill the following:

1. 3.3.23 of the financing agreement requires confirmation the retail lenders funded (the remaining lenders need proof – wire confirmations, etc.)

2. If equity funds for the retail lenders then this does not satisfy 3.3.23

3. Under circumstances (lehman bk, etc.), agent must play a more active role when it has reason to know that reps/covenants are not satisfied by borrower and retail lenders

EXHIBIT
472
PENGAD 800-631-6989

Andrei Dorenbaum

Assistant General Counsel

Highland Capital Management, L.P.

13455 Noel Road, Suite 800

Dallas, Texas 75240

office: 972-419-2573

fax: 972-628-4147

adorenbaum@hcmlp.com

From: Bill Scott [mailto:bscott@sheppardmullin.com]
Sent: Friday, September 26, 2008 3:04 PM
To: Andrei Dorenbaum
Subject: Fontainebleau Resorts

Dear Andrei:

I just attempted to reach you on the telephone and left you a voice message. I was not able to zero through to reach an attendant.

I have a copy of your e-mail to Jeff Susman. We do not understand your assertion that the Financing Agreements are not in full force and effect by reason of the Lehman bankruptcy. Bankruptcy Code Section 365(e)(1) specifically provides that no executory contract may be terminated or modified solely based on the commencement of a Chapter 11 case. Do you have authority or documents supporting a contrary conclusion?

Please call me at the number below.

WMS

Sheppard Mullin

333 South Hope Street
48th Floor

Los Angeles, CA 90071-1448
213.620.1780 office
fax
www.sheppardmullin.com

William M. Scott IV

213.617.4276 direct | 213.443.2717 direct fax
818.515.3679 cell

bscott@sheppardmullin.com | Bio

Dep. Ex. 473

From:	Andrei Dorenbaum.	Sent:9/26/2008 5:25 PM.
To:	Bill Scott; Susman, Jeff.	
Cc:	Brad Means; Carl Moore; Kevin Rourke.	
Bcc:	.	
Subject:	RE: Fontainebleau Resorts.	

Bill,

As a follow-up to our conversation, a few items to note:

1. According to the Borrower's CFO (Jim Freeman), Lehman Brothers Holdings Inc directly holds approximately $200MM of the future retail financing commitment.

2. According to the current BK court order in place, LBHI cannot make any of these payments.

3. The definition of full force and effect includes the right of Borrower to receive LBHI's payments in the manner set- forth in the financing documents, see 2nd Restatement on Contracts and applicable interpretation under NY law.

Thus, Borrower cannot satisfy the necessary reps (i.e., no MAE/MAC, full force and effect of financing support, others) for disbursing funds in this matter.

Andrei Dorenbaum

Assistant General Counsel

Highland Capital Management, L.P.

13455 Noel Road, Suite 800

Dallas, Texas 75240

office: 972-419-2573

fax: 972-628-4147

adorenbaum@hcmlp.com

From: Bill Scott [mailto:bscott@sheppardmullin.com]
Sent: Friday, September 26, 2008 3:04 PM
To: Andrei Dorenbaum

EXHIBIT
473
FENGAD 800-631-6989

Subject: Fontainebleau Resorts

Dear Andrei:

I just attempted to reach you on the telephone and left you a voice message. I was not able to zero through to reach an attendant.

I have a copy of your e-mail to Jeff Susman. We do not understand your assertion that the Financing Agreements are not in full force and effect by reason of the Lehman bankruptcy. Bankruptcy Code Section 365(e)(1) specifically provides that no executory contract may be terminated or modified solely based on the commencement of a Chapter 11 case. Do you have authority or documents supporting a contrary conclusion?

Please call me at the number below.

WMS

Sheppard Mullin

333 South Hope Street
48th Floor
Los Angeles, CA 90071-1448
213.620.1780 office
fax
www.sheppardmullin.com

William M. Scott IV

213.617.4276 direct | 213.443.2717 direct fax
818.515.3679 cell

bscott@sheppardmullin.com | Bio

confidential. If you received this transmission in error, please notify the sender by reply e-mail and delete the message and any attachments.

Highland Capital Management is growing. Check out Careers at www.hcmlp.com.

Dep. Ex. 475

[redacted]

AMPAD

1 Subject Notebook

80 Sheets

College Ruled/Margin
11 x 8 1/2in/27.9x21.5cm
Wirelock® Binding
100% Recycled Cover

Made in Mexico • #25-404

0 74319 25404 1

EXHIBIT 475
WIT: Bolio
DATE: 3-30-11
A. MANCUSO

~~Borrow~~ -

Jay Mendon 213-580-8357
Ann L 702 824-9111
Oliva Rivera 824 7095

For the project
- Must be in budget to have files of that
Refinancing amount (w/ line item)
for the account of FBN
LC Account Party - FB Nevada
- Needs to provide that if TBW doesn't

TBW entered into contract as

Ok to issue LC directly
have his purchasing people contact
seller - Paying CIF cost insure & freight
Terms of LC Free on Board?
Sao Paulo
LC dep pay 1.1 mill set
1 Shipping doc that they delivered to SP
2. Invoice
3 other docs?
cert from QC guy?

We are ok issuing LC dir to PB as req.
Will need an app
- after invoice, Bill of Lading, what else
invoice, cert that conforms to specs, &
shipping doc.

Named as consignee of merchandise & seller
is agreeable to that.

Dennis Brown - Nevada Mkt for Trade Finance (was Javier Chavez)

~~☆ KYC on TB West?~~

☆ Work w/ Turbany West /FB to find out:

~~Detail~~

What "customs broker"

1) importing tiles from brazil ... what do I need for these to clear U.S. customs?

2) Quality certificate stating certification or testing of tiles?

3) Freight Forwarder get involved (from port to Vegas)

~~What would trigger~~

ie. Apparel - visa for U.S. imports as part of a quota system.

Tax -

☆ Are installments based on shipments or ship all @ once.
- this affects how tax paid.

☆ Fees?

Paul B.
Dont know what its for ?
Find a 3rd party inspector
Title transfer
Deposit Instead? 10% Air Cooler
30% Street Marble

Funding Schedule:
Miami ~10th each month
Vegas ~25th

Redacted--Non-responsive

Master Disbursement Agreement - FB L.V.

FB Las Vegas 2.7 Bn
used X Equity ~ 430mm
with Mezz Sheets 2nd Marg Notes ~ 675 @ W.F.
Funded TL 700mm @ BofA (Investment Accounts)
DD TL 350 @
REV 800

Gene Brown - BofA "Credit Services Admin" NJ
- Receives draw request (along w/ NV)
e-mail Trustee (Wells)

Requirement: X % of Hard cost contracts that must be set.

1. "change order" - upgrading/downgrading materials + budget throughout building process.

2. cost Increases - ie price of concrete

3 divisions:
"Tower" - Rooms + condos
"Podium" - casino, restaurants, ent., retail; pool (roof)
"Garage/convention center"

Cost Plus
or
GMP - General Max Price. contract (or "Gmax")

MEP - mech. Elec. Plumbing

FF+E furniture fixtures & eqps.

Jeff Bolter - [redacted] FB Resorts, Chair Turnbury
Glenn Schuffer - CEO

FB. LV Corp - B / B2
Bank - B / B1

Facilities:

L+250
.325
L+325

*800mm REV 5yr
*700mm TL 7yr
350mm DDTL 7yr
*1,850mm
675mm 2nd Mortg.
*2,525

BofA:
*100mm hold (underwrote *617 total)

19.5mm DRVL
.5mm TRCVST
.125 BAC

40mm BRVL FB Florida

15.

Bill Rossello

Joe Dellaroo
Leo
Ken

TWC

FD - EV Construction Mtg.

11/2

Hitting 6-day cycle on tower.
On track to regain the ~~balance~~ time, + beside will continue to make up time (minus 10-12)
~ -1 day per month

Lost 6-8 weeks on Conv/Garage

(Nettmity ~~tues~~ 4th)
~~this Sam~~ Fri, Jan 4th
Mon, Feb 4th

~900 emp. over last 70 days.

OCIP - Owner Controlled Ins. Program

* 39MM Draw (16-17% complete)

Change order money LEED money

Garage/convention

1/2 Double Ts (warehouse) N. Vegas
Core slab yard
1/2 Perris, CA

W+W steel
Desert Plumbing

17 containers retain coming in every few weeks.

Sherry Ross
Amy Stephen
Todd Nesbin - PBL Crown

Podium

Core + shell bought out ~70-85%
Indoors, etc coming

Anticipated Change Orders for Dec. draw mtg.
↳ will describe

3,260 seats in the theatre
multiple designers

May move to 2,500 (MDA)
Shop drawings now for shell

traditional proscenium theatre

FB issue to come back w/ what prog. etc. they want.

Todd Nesbin - PBL Crown

General conditions:
1) Bonding
2) Hoisting
3) GC's as a whole

Owner Δ order of $ signs on next

FB talking to numerous restaurants

Redacted--Non-responsive

IVT

Paul B. 914-694-1900

Shifting of funds

$2.5mm leftover from bonds

Bergman walls

914-218-1875

Exhibit M-2
1600 slots
260K Retail
700K Convention
2500 person showroom for ent. production

original sub contract did not include any misc. steel

1) price ↑
2)

Tues 20th
19th draft

Redacted--Non-responsive

Redacted -- Non-Responsive

Pasco
cell (H)-962-3319
PSono
cell 916 218 1875

. Cool guy!

Noam Azachi
Asset mgmt.

8.94813
LIBOR (Eurodollar)

9/6 - 12/6 12/6 - 3/3
700mmTL Borrowing

Redacted -- Non-Responsive

Redacted -- Non-Responsive

Cherri Starbuck 3712

out 29th & 30

Marti 925-675-8144

Molly Oxford (Agency)(Rob's Boss)

↳ send notices out to lenders
be clear that they want 33 day
↳ would be priced on a 1 month Libor

"Don't see as a problem, but would have to
[provide Ins. co w/ wire instructions.]
Confirm Loss Proceeds account is Active

Richard ~~[illegible]~~ Dianne. ~~Secretary~~ Promised

Redacted -- Privileged

LC Renewal Fee w/r out Attn Lidia Vega
LC fees for 7.

699,363,935.84 4.88

Stayed (Wrongful Foreclosure funding order)

Redacted--Non-responsive

* FB LV ask (Gene) abt depositing into Reserve Acct vs. Cash Mgmt Account.

* Anticipated Change. Order Report? (Paul B.)

Redacted -- Non-Responsive

Bill B. cell - [redacted]-218-9603

FB LC Call

12/14/03

Instead to issue LC.
Have:
- Purchase order for material (same sig)
- Potential LC terms

Delivered, Duty Placed (DDP) vs. FOB
- will take possession of product @ DDP point.

★ Fees

Redacted--Non-responsive

Bob Bedi

Scott — Architect

FB Quarterly Construction Mtg. 1/4/08

* Scott Kent - Fontainebleau Safety Contact
Greg Nuff? - TWC Safety Director

*Any safety issues will

Kathy Gets package by 5th of the month

Garage/Convention: Joe Demarco

Double T8: 90% fab 30% installed

Asking homeowners @ Turnberry Place what want facade to look like.
- 3mm in original budget to treat the facade.
- louvre system
- cold spend 4 or 5 over. (know this by April)

Insurance Claim → AON is reviewing the package
Scott Kent @ FB
- $1,059,000

> FB will be ready to issue the Portobello LC soon.

Chorytkos

Tower - Ken McElfresh

SGS
Portabello shipping to Anaheim

Podium - Leo

June 30th TWC sends PB design venues from PB

Shell elements of the Auditorium are fully approved + permitted.
- 3200 Seat theatre.

TWC will submit an ACR for potential Δ orders.

GCs (General Conditions)

LC call w/ Dennis Brown 1/8/08

"DDP" Delivery Duties Paid

why included Anaheim, CA here?

~~Issuance~~ Fees ?

Redacted--Non-responsive

Jeff Powell 305 - ~~3584776~~
264-0625 102

Denise Robinson

+ stored materials (6)
- 685,862 (prior owner punts)

→ 22,644,887

23,051,225
- 1,704,360 Retainage

"AIA" American Institute of Architects

Redacted--Non-responsive

Redacted--Non-responsive

Redacted -- Non-Responsive

12/3/07 + (most recent)

Just exp remaining in construction budget $15.1mm
in original budget

✓ Constr. loan balance

212-299-2632 Will Leaman
Sandleman
wleaman@sandptrs.com

Beverly: expect 70 closings by month end (Feb)
140 by March.

If don't sell condos, what happens?
Structuring

christine.pitre@carlyle.com

Christine P.?
212-381-4926
Carlyle. 12:00

Redacted--Non-Responsive

Redacted--Non-Responsive

Call w/ Carlyle re FBLV 4/11

Carlyle Steve Sterling, Christine Pietrie (212 381-4926)

① Check condo-stress case ↑ CF Debt ↓ to remain in compliance

250 mm EBITDA
2.4 Bn debt? 9.5 - 10.0x leverage

② Check on cross-default - Retail + FB Resort ~~No direct cross-def but yes if they file bankruptcy~~ ★ ② If default in D.A, causes a cross-default in cred. agreement.

③ Can TB 100mm Completion Qty be used for FF+E
Yes. anything in budget except for interest.

④ Status of Retail leases? None

⑤ Status of Drawings? Final renderings of Constr. + FF+E

In Budget Comp. Qty kicks in when Rev. availability reaches $100

	2010	2011	3/11
EBITDA	319	371.9	7.75 → 6.5

Must begin putting in comp. qty & 0 55 mm Rev availability
~~4/Dec/20~~ 3/31/11
9/09 50mm comp Qty
$128 mm debt ↓

3/31/11
1.6 Bn Total debt
+ 702 (Gross condo proceeds)
2.3 Bn

Need debt ↓ by ~135.5 mm

LTM 3/31/11
278 (no condo)
+ 333

Ebitda at least $353 mm
Ⓐ don't pay condo owner expenses
Ⓑ 100% condo rental (vs 90%)

6.9x debt
6.5x rev.

Redacted--Non-Responsive

Redacted--Non-Responsive

Redacted--Non-Responsive

Redacted--Non-Responsive

Redacted--Non-Responsive

Redacted--Non-Responsive

June 6th & 2.8mm

Redacted--Non-Responsive

Redacted--Non-Responsive

Retail Facility - $25
6.9.1

Search Initial Bank Advance
Bank Proceeds Acct
Retail Shared Cost %
Equity Funding Acct

p.16 "Section 2.10 Funding Order Reports
1. "Retail Lenders Shared Cost Commitment" $83mm per Shared Cost Allocation Report
2. Resort Loss Proceeds Account
3. Resort Payment Account
4. Interest Account (receives debt service for draws)
5. Liquidity Account (in excess of $50mm)
6. Bonded Condo Proceeds Account
7. Equity Funding Acct.
8. 2nd Mortgage Proceeds Acct
9. * Bank Proceeds Account
10. * Bank Credit Facility (until reduced to $55mm)
11. Completion Guarantees - ($100mm Turnkey Resi ($50mm LC))
12. Liquidity Account ($50mm Liquidity Reserve)
13. Remainder of Bank Credit Facility ($55mm)

p.40 3.3.23 Retail Advances
Retail Agent & Retail Lenders shall make advances req'd of them pursuant to the Advance Request

p.29 (?) "Retail Shared Cost Percentage"
- Prior to Initial Bank Advance Date = $0
- ~~Any complete~~ costs incurred on Podium
remaining Podium costs

p.13 Payments of Debt Service
Prior to Initial Bank Advance Date, Debt Service on Bank Credit Facility to be paid out of Bank Proceeds Acct.

Section 2.7
p.14 Requested Cost Reports
* Now include requests for Debt Service in the Draws. Goes into Interest Account
↳ see definition

p. 14-15 Section 2.8 Shared Cost Allocation Report
Appendix II to Exhibit C-1

p.15 Section 2.9 Current Available Sources
Interest Account Balance should reflect payments of Debt Service to be made from Int. Acct pursuant to Draw

p.35 3.3.14 Updated Consultant Certificates & Reports
updated report consistent w/ CC Engagement Agreement
(i) construction progress from Closing to Initial Bank Advance
(ii) the Final Plans & Specs that have been completed (to the extent not previously delivered)

Ancillary
PSA #B 94.32%

3.3.15 Subcontracts
1) 95% fixed price or GMP contracts of Total Hard Costs
2) 50% fixed price contracts of Costed FF&E.

Deliver Contracts > $25mm

3.4 Letters of Credit
$50mm sublimit prior to Initial Bank Advance Date
$100mm Thereafter

$ 81mm - Turnberry
5mm-10 Kathy
90-95

17th Proceed
20th If equity

Call w/ Fontainebleau 6/10/08

Freeman, Devon, Beasley, Hernandez
Varnell, Yunter, Bender, Susman, BB, Brown

Devon - discussed lack of attendance w/ Roger + PMs

IVI should have all detail backup by Thursday PM?

200MM Not scope changes.
- Steel, concrete, mep - all should be fully bidded out
(No further infrastructure issues)

+ Additional change orders could come from FB for enhancements (programs, etc.)
1) Larger scope 2) Contingency Remaining

$7M Contingency is being reserved for last-minute GCs, etc
not structural items.

Equity must come in to make next draw! - Put into "holding tank" contingency.

Process - Kathy getting backup to Jeanne
Can be as late as 20th to get remaining reports b/c
don't have to get loan notice, etc.

Draw - $90-95MM draw (all equity) Rosoff Properties I

Lawyers - 6.2.1(c)(i)(a) - Must contribute equity, cost savings, or unallocated contingency to make scope Δs.

IVI - don't move it out of contingency until get Δ order
then it moves into the line item

$10.7mm on mezz @ closing

Int + Oplosses sto constr. loan availability
(didn't want int. carry on Int. Income)

100% mezz hedged
collar accreting by end of '08 - $550mm
now - 485mm

LC Fees end of month 7/30th (accrued from 4/1) 2,390.25
Commitment fees - 3/31 $113,331.27
Interest - 6/13 $3,547,082.75
7,639,421.65

Owner changes:

Health Dep	273h
Design Cost	6mm
CC	1,750 mm
Legal fees/other	3mm
	$11,023

Letter agreement Both DisA, Agent
Company

2.2.2 Company can reallocate at/cover at security the
security accounts.

New control agreement.
- Trustee signed it

Disbursement Agent can make innocuous changes.

TCO - CO

PAR
Previous 65 mm Anticipated Costs
138
201?

Nevada Power
Relocation of overhead ? 1.1mm
Electrical Field Condition 1.53

Incomplete Design Documents
Structural Engineer did a horrendous job

Garage / Convention
Design Develop. - 1.7mm

BL 19A ↑ Steel tonnage $41mm

Owner adjustments Build-Out $21mm
extra cost to build in Nobu

TCO for Garage pushed back from Aug → 1 month

FB Las Vegas Quarterly Construction Mtg. 7/2/08

Scot Kent - Risk/Insurance
Chris Clem - LEED Consultant
Bernie Glenister - FF+E
Kate Grogan - Dev Acct FB

S.K. Risk/Insurance -
Garage Collapse - Submitted ~$7.mm for claim
Cure Slab / with Steel * sub-contractor
subject

- Addtl costs for standby time on equipment.
- $5mm gone to budget. ($3mm submitted to drawing) ~$1.3mm paid by Ins.

CC LEED:
-(See separate sheet)

FF+E:
98% bought out typical in rooms (except large) + TV
TV: sept down
Suite: 900 left to negotiate
Budget for Sept { Control, 3-bed suite
Condos released (move push) 60% priced
Tower condos - 1000 purchased
1/5 1st rooms start laundry ; 3/1 condos ⇒ will have 50% costed FF+E
Next - Jan 5 (cooling 3/1)

Tower 21,498
Condos 19
Kitchen 11,080
Slabs 07.r

Budget - on-budget for typical rooms in Tower
Podium - early in process
Garage/Convention - spec books to BG today; start pricing

6/30 ☆ Portofino LC terminated 6/30
will not extend.
Invoicing from now on.
49% complete

Dasics ~ $80mm (T.W.C.) ; - 43% total completion

Site Development (300) Don Byrd
(see handout)

Garage/Convention (300) Joe DeMarco
Drawings are complete

Tower (200) Ken
$78mm of $84mm OCO issued. Balance incorp. in July/Aug. Dmn
Glass panels thru T-22 delivered
5-7 floors stocked in China

Schedule - on saddle for completion Oct. 1, 2009

Bob A.
☆ Schedule review taking place - 30 days.

Top of Building - roofdecks changed to reinforced concrete.
- Sand & Time

☆ Need to know by Mid-Oct. what venue will be in top lounge
Priority to get topped out so can get cranes dropped off &
manlifts so can build lobby / Podium there.

Podium (300) Leo

Fire dept

City Center / Eleven · paid fire dept for 2nd turnaround
Expedited normally 4 weeks, using 8 due to above
Normal was 8 "

LEED

still tracking in $2.2mm costs $5.9mm benefit

FB Las Vegas - Condo AS :

	Before	Now
Anticipated Bonded Condo Deposits	$75,50,--	$ 14mm
Anticipated Condo Selling Expenses	$50mm	$25mm

→ Remaining cost report ↓ by 25mm
→ Available Sources ↓ by 60mm
→ In-Balance ↓ by the difference ($35mm)

Redacted--Non-Responsive

Redacted--Non-Responsive

Redacted--Non-Responsive

[Vegas] Have 50% of FF+E committed

8mm was going to be needed for seafood imports
would like to transfer the 8 to lightning (+4mm)

FB TRE

② Take the lic to 15.5 MM?

RR 7+

LV:

$100 mm CF (Revolver)

11.5 DRVL proposed ↑ to 15.5

③ Are they utilizing this line? Any plans to?

5 mm DRVL (FB LV Actions) (RBS limit) proposed to $0 ?

unutilized

119.5

Redacted--Non-Responsive

① Is this after fees?

Savings to FB: 100k LV

530 FL

$1.4 mm

Addtl Rev:

Increase in TRE: $1 MM LV 350k

780 K FL 200 k

↑ $1.75 mm 550 k

Vivek

Pay fixed - Swap mkt dislocation

↓ fixed rate coupon (by Δ to 1 mth libor from 3 mth)

Redacted--Non-Responsive

115 VS

80

Jeff Powell

315mm 125.4 used/funded at closing.

?/125 available (83 for tenant improvements

doesn't foot

62mm for "Other Retail Costs"?

"Shared Costs"

Redacted--Non-Responsive

LV Condos:

Open sales center end Sept/early Oct. won't spend much mktg $ while not much appetite in mkt.
- end loan; mortg. financing

Lehman:

Shared Costs — * Lachman meet and Sheppard

Tenant Allowances - a way off needing this

Loan not in bankruptcy filer? Don't know where housed.
CP for ~~bank~~ LB to fund prior to Bank? Could FB put this in if LB whiffs? ~$75 mm ~~out~~ In-Balance

~$135 mm drawn
Syndicated a portion; don't know to whom or $s

did not find their store.

25mm 2mm Lehman so 23mm others

-16 in we have much coming?

so didn't send along?

DB
Amish
amish.barot@DB.com
212-250-3809

~~2.4.6 "Scheduled Advance Date"~~

Cash mgmt
~~Resort pmt~~
~~Retail pmt~~

SFN as soon as reasonably possible.

Interest (Bank + Bond) ~~will~~ be paid directly
to lender calls.

FB has had a
12:00 pacific call tomorrow.
by 2:00 Pacific

Chris, DS, CS,

Prefunding:

~~Don Bonningfield~~

Effective 3rd no longer pre-funding. (Not ASR or BABC)

@ 4:30 East, if haven't received everything send what we have

1 wire per day + 1 follow-up the next day.

Exception for 1 time events such as:

1) Closing

2) Infrequent

3) Recurring intl cash mgmt strategy David checks

Approved by Industry Lead (Jeff) & FI Risk

agreements. 9/26/08

3.3.3 All financing ~~contracts~~ have to be in full-force & effect

No termination provision ~~for~~ or EOD if lender ceases to be the defaulting lender?

Brad Means :- Highland
Andre Dorenbaum - " Attorney

called back

Riversource ~($30mm)

1:30pm 2 Capital ($21.3 mm) Ryan Falconer Portfolio Mgr. VERY

1) does a workers lien cause a ~~$~~ default, time, etc?
2) Anticipated cash deposits stepped: 75 → 14?
up ~~are~~ forecasting lower sales? Lower selling costs?
3) if don't fund, can stop completion qty (100) or LC? (50)
- for bank? for retail?
4) Solvency Reps? if have to use comp. qty?

Dick Burnett, Fred, Bill, Kyle, David, John, Peter 9/26/08

9/25 Redacted - Privileged

Sonny Ben Moshe, Jim, Whitney

3.3.1
11.2 of D.A. Reps 3.3.23

Redacted--Privileged

[redacted]

Internal - [redacted] 9/29/08

Brett, Peter, Jeff, Billy, Kyle, Dick Burnett,

Redacted--Privileged

Miami 6 -

Ryan Falconer - why did In-balance ↑ this month ?

Redacted--Non-responsive

Las Vegas: Again we Sotfer's backing Deven to re-negotiate all remaining contracts for cost savings.

Ex. C

Model Update

FBLV Model - No condo scenario w/ current drivers
ADR ↓ flights ↓ competitors ?
OCC
Reppar
RPU

★ Look @ this as a lender

~~Bohn, Brett~~

Camulus Capital - asking if project shut-down
Halcyon
Princeton - Anna Chin

~~Steve Avacco 203-618-3527~~
~~Strategic Value Partners - Rut (Rone)~~
~~- looking to buy Istat blk debt~~

Alison Epson - FB Miami 972-419-2592
Highland Capital

John Barnes
Scott Beicke

FBLV - ~~Zuma~~
Jamie Freeland - Guggenheim
Tucker Kane - PVF Capital
on intralinks { Kaitlyn Trinn

HZ Capital Partners 10/13/08

Peter Ahl, Sarah

Anticipated Condo Deposits. Took ↓ from 75 to 14 for In-balance
also ↓ condo selling exp. from 50 to 25

Redacted -- Privileged

Redacted - Privileged

Kathy Hernandez. 10/16/08

Garage Failure Costs 3.750 mm
250 k ded
$\boxed{3.5\text{mm}}$ offering to settle (Ins Co)

3.180k submitted in parts to-date to fix garage
315k Costs
$\boxed{3.495}$ Spent on garage collapse

15mm cash Resorts
30mm Voluntary Cash Support
45mm Draw for October

Redacted--Non-Responsive

Redacted--Non-Responsive

Redacted--Non-Responsive

Redacted--Non-Responsive

Redacted--Non-Responsive

Don Stagnaro / Mark Little / Marvin

16.5
+11.9 cash int
+1.3 maint capex
.2 A/S cash

20 22.5
+1
-3.3

Highland

Paid rating agencies for a shadow rating → Need revised #s or else will be based on old #'s.

PACE Report

$19mm marked up %

Jeff Powell: 12/10/08

1) Accelerated work → addtl GC
Dev-staff & subcontracts legitimate: O.T.

2) Venue contractors
nightclub, spa, steakhouse
- buyout overruns
- design enhancements, finishes; meet operators design standards

3) misc Δ orders

~~Email Kathy on Rem. Cost Report & Backlog~~

Advance bookings

Redacted--Non-responsive

Redacted--Non-responsive

130.6

Redacted--Non-responsive

Redacted--Non-responsive

Redacted--Non-Responsive

Redacted--Non-Responsive

Bob Barone - IVI - FB Las Vegas 1/15/09

As of today, nothing points to the project being over budget.

IVI concerned about possible cost increases.

Brought in Rick Bogg.

Can get done by opening question of how much acceleration and additional costs.

STR, Scorecard, Comdel, Swap worksheet (FBLV/Mia.) 1/16/09

10mm mark on rate swap - @ peak exposure.
exp. 9/10
exp. 1/11

41% of condo rent goes to T3 [redacted] / Owner.
59% " " " " " hotel

4.02

Equity First?

2.02 (b48) Borrowings

Business Day

Availability Period

*Loan Notice

Not later than 11:00am 3 business days prior - Eurodollar

on the business day prior - Base

* Bank fund by 1:00pm

4.02 (h) rec'd draft of doc package 10 business days prior + approval. IVI cert.

* Cash mgmt recon (~~[illegible]~~) Doc Summary

* Chem Cost * IVI Cert

* Ins balance

* Loan notice Title Endorsement

(f) No liens?

Extended - added to intuitions today by Sally

Global Plus IM (11 deal names FBGVR)

- collateral mgr for Stony Creek II / Princeton Advisory

- Sig block Victoria Court CBNA Funding LLC

- Trustee LaSalle $2mm (1,333,333 IL (666,666 DDTL

Paul Bonicino : IVI

~~Paul Scott~~ 2/9/09

~~[illegible]~~ 1st floor rooms totally complete (minus FF+E)
Auditorium site - Deloitte; reviewing contracts.
~$2-3 mm minimum LEED benefits will likely be out
Paul no longer issuing certs unless has all the info.

$50 mm Contingency Now $16 mm ? on ACR

cash mgmt group

CMBS Servicing ✓Joe Davis, ✓Fred Little, ~~Janice Smith~~, ~~Sara~~ ~~Holly~~, ✓Dana, ✓Cassandra, ✓Charles 2/11/09
✓Susan, ✓Phillen, Charbel, Bill, ~~David~~, ~~Brian~~, Ron

CASH MGMT AGREEMENT

$630mm Sr Bank (4.10/220)
$40mm mezz

Redacted--Non-responsive

Fred administers the "waterfall"
- Clearing → Cash → waterfall,
- Anthropo makes pmts, ins, taxes, debt service,

? Fees ? $150/month Seasonality: (not available during high season) Oct → May
? Booking low season May, Jun, July, Aug, Sept

★ Ask Jim about high season.
★ Ask " about operating budget.
Int. goes to borrower

Business savings acct rate; MMkt
☆ Copies of tax bills + ins. premiums; may need to upfront funds for this coming year (then 1/12)
Nov/Dec
☆ Do the Charlotte have a Fee Agreement?

- Doug, Jon, David
- Jeff, Brian, Khoa

Sean D Reilly

Internal FB LV call

DB exposure

Mary K. Coyle - line side; Mark Cohen SAG
→ says they're 6 mos behind on construction

Joe Fitzard - R.E. SAG

Designated Equity Contributions:
Financing a shortfall in EBITDA
Equity Financed Capex
Section 3.8 or 2.9 D.A.
↳ loss funds ↳ Prev. pd. project costs

Lehman funding or not

3-4 page memo.

Jeff, Joe Davis, Fred Little, Charbel, Ron 2/12/09
Jim, Whitney, Becky Lando

[redacted] will fund entire tax bill
int for March

Cash ~$2.5mm Feb 28th

would put in as PIKs initially
3.5 int (~$1.5mm quarterly)
3mm 250k tax (~3mm annually)
6mm ~500k ins (monthly)
787 m. capex
~5.25

LEED Sales Tax Benefit $59mm 248
Qualification Cost $22mm -60.44
= 37mm 187.5
expected savings due to LEED

Dep. Ex. 479

From: Susman, Jeff. Sent:12/30/2008 9:51 AM.

To: jfreeman@fontainebleau.com; Howard, David; Bolio, Brandon; bscott@sheppardmullin.com; jfreeman@fontainebleau.com; Howard, David; Bolio, Brandon; bscott@sheppardmullin.com.

Cc: .

Bcc: .

Subject: FB LV Funding Status.

Per Trimont this morning, it expects Ullico to fund the Lehman piece, but the funds have not shown up there yet. Once the funds are in, Sumitomo will fund its share.

Mac at Trimont knows to alert Jeanne Brown, but she will call him periodically.

Jeff Susman
Senior Vice President
Corporate Debt Products
Bank of America
Tel: 214-209-0964
Fax: 214-209-0085
jeff.susman@bankofamerica.com

EXHIBIT 479
WIT: Bolio
DATE: 3-30-11
A. MANCUSO

Dep. Ex. 481

From: Brown, Jeanne P. Sent:1/27/2009 1:37 PM.
To: Susman, Jeff; Bolio, Brandon; Susman, Jeff; Bolio, Brandon.
Cc: .
Bcc: .
Subject: FW: Fontainebleau - Las Vegas.

From: Rafeedie, McLendon [mailto:mrafeedie@trimontrea.com]
Sent: Tuesday, January 27, 2009 1:35 PM
To: Brown, Jeanne P
Cc: Rustgi, Amit
Subject: RE: Fontainebleau - Las Vegas

Jeanne -

I touched base with ULLICO and the wire has been authorized. As soon as it is received, will follow up with Sumitomo. Will keep you posted.

Mac

From: Brown, Jeanne P [mailto:jeanne.p.brown@bankofamerica.com]
Sent: Tuesday, January 27, 2009 12:51 PM
To: Rafeedie, McLendon; Rustgi, Amit
Subject: Fontainebleau - Las Vegas

Mac or Amit – is there any update on the status on the funding?

Jeanne P. Brown
Vice President
Relationship Administration Office Manager
Credit Services & Administration
Commercial Real Estate NJ
NJ6-502-01-03
750 Walnut Avenue
Cranford, NJ 07016

Phone: (908) 709-6096
Fax: (908) 709-6437
Jeanne.P.Brown@bankofamerica.com

EXHIBIT 481
WIT: Bolio
DATE: 3-30-11
A. MANCUSO

Dep. Ex. 486

From: Bill Scott. Sent:1/2/2009 6:38 PM.

To: jfreeman@fontainebleau.com; Whitney Thier; jfreeman@fontainebleau.com; Whitney Thier.

Cc: [-] Howard, David; Susman, Jeff; Bolio, Brandon; Naval, Ronaldo; Varnell, Jon M; Yunker, Bret D; Brown, Jeanne P; Howard, David; Susman, Jeff; Bolio, Brandon; Naval, Ronaldo; Varnell, Jon M; Yunker, Bret D; Bolio, Brandon; Brown, Jeanne P.

Bcc: .

Subject: FDIC Letter re Fontainebleau Las Vegas.

Dear Jim and Whitney:

Jeff Susman asked me to provide you with the enclosed letter, which Bank of America's agency group received from the FDIC last week. For those on blackberry, it indicates that the FDIC has determined that First National Bank of Nevada's commitment is "burdensome" and that the FDIC has accordingly elected to disaffirm the commitment.

Jeff believes this letter eliminates any doubt that the FDIC will fund First National Bank of Nevada's commitment under the Credit Agreement, and accordingly request that all future In-Balance calculations exclude their unfunded commitments from "Available Funds."

Ron Naval re-capped the FNB position for us today as follows

Line Amount Outstanding amount FNB Percentage FNB Share

Revolver 800MM 12,622,302 (in L/C's) 1.25% 10,000,000.00
Term Loan A 350MM 0 0.476190474% 1,666,666.66
Term Loan B 700MM 700MM 0.476190474% 3,333,333.34

The funded portion of the initial Term Loan B loans is not impacted, but the remaining undrawn Term Loan A and Revolver commitments of FNB should be eliminated at this time.

I have spoken briefly with Ralph Malami at the FDIC (mentioned in the letter) and will be talking to him about how to handle LC exposure next week.

WMS

Sheppard Mullin 333 South Hope Street
48th Floor
Los Angeles, CA 90071-1448
213.620.1780 office
fax
www.sheppardmullin.com
William M. Scott IV

213.617.4276 direct | 213.443.2717 direct fax
818.515.3679 cell
bscott@sheppardmullin.com | Bio

EXHIBIT 486
WIT: Bolio
DATE: 3-30-11
A. MANCUSO

FDIC
Federal Deposit Insurance Corporation
1776 F. Street NW, Washington, D.C. 20429-9990
Division of Resolutions and Receiverships

December 19, 2008

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
RECEIPT NO. 70080290000102206472

Bank of America, N.A.
Agency Management
Mail Code: TX1-492-14-11
Bank of America Plaza
901 Main Street
Dallas, Texas 75202-3714
Attention: Donna Kimbrough

Bank of America, N.A.
Trade Operations
Mail Code: CA9-705-07-05
1000 West Temple Street
Los Angeles, California 90012-1514
Attention: Stella Rosales

Bank of America, N.A.
Mail Code: CA4-702-02-25
Building B
2001 Clayton Rd
Concord, California 94520-2405
Attention: Anna Marie Finn

Subject: **FIN 10008 – First National Bank of Nevada**
Las Vegas, NV – In Receivership
Closing Date: July 25, 2008
Repudiation of Contract
Credit Agreement, dated as of June 6, 2007, among Fontainebleau Las Vegas, LLC and Fontainebleau Las Vegas II, LLC, as the Borrowers, the Lenders party thereto, Bank of America, N.A., as the Administrative Agent, Lender, Issuing Lender and Swing Line Lender, Banc of America Securities LLC, Deutsche Bank Trust Company Americas, Barclays Bank plc and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as the Joint Lead Arrangers and Joint Book Managers, Deutsche Bank Trust Company Americas, as the Syndication Agent, and Barclays Bank plc and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as the Documentation Agents (the "Agreement")

468-001/MISC/1878880.1

A Claim Form must be requested in writing, together with proof thereof, no later than Thirty (30) Days from the Signature Date of this letter.

Dear Sir or Madam:

The above-captioned depository institution (the "Institution") was closed on the Closing Date referenced above and the Federal Deposit Insurance Corporation was appointed as Receiver of the Institution (the "Receiver"). Under the laws of the United States, the Receiver is charged with the duty of winding up the affairs of the Institution. In order to achieve this goal, the Receiver is given the right under 12 U.S.C. Section 1821(e) to repudiate undertakings entered into by the Institution where it finds such undertakings to be burdensome and where such repudiation will promote the orderly administration of the Institution's affairs.

The Institution's records indicate that you may be a party to the above-referenced Agreement as the Administrative Agent, Issuing Lender and Swing Line Lender thereunder. The Receiver has determined that the above-described Agreement is burdensome and that disaffirmance of said Agreement will promote the orderly administration of the Institution's affairs. The purpose of this letter is to inform you that the Receiver has elected to disaffirm the above-referenced Agreement to the full extent, if any, that it represents an enforceable obligation of the Institution, the Receiver or the Receiver's subsidiaries. Please note that this letter has been sent to you in your capacity as Administrative Agent on behalf of the other Lenders for which you act as Administrative Agent. This disaffirmance effects only an obligation of the Institution, the Receiver and the Receiver's subsidiaries and is not a disaffirmance on behalf of other parties if any. This disaffirmance is effective as of the date of this notice.

You may determine that the Receiver's decision to disaffirm the Agreement gives you a claim against the receivership estate. If so, you must request a Proof of Claim in writing, together with proof thereof, no later than Thirty (30) Days from the Signature Date of this letter.

Under federal law, with certain limited exceptions, failure to file a timely claim will result in disallowance by the Receiver, the disallowance will be final, and further rights or remedies with regard to claims will be barred. In order for you to file a timely claim, as noted above, a Proof of Claim form must be requested no later than thirty days from the Signature Date of this letter. A Proof of Claim form may be obtained from:

FDIC as Receiver of First National Bank of Nevada
Attention: Claims Agent-in-Charge
33rd Floor
1601 Bryan St.
Dallas, Texas 75201

468-001/MISC/1878880.1

Enclosed with the Proof of Claim will be instructions for filing the Proof of Claim, including the appropriate time deadline for returning the completed Proof of Claim.

If you have any questions concerning any of the matters discussed above, you may contact the Receiver by calling Ralph Malami, at 202-898-3713, or William P. Stewart, at 202-898-3732.

Federal Deposit Insurance Corporation
as Receiver of First National Bank of Nevada

By:
Name:
Title:

Signature Date: December 19, 2008

cc: Claims Agent-in-Charge

468-001/MISC/1878880.1

Dep. Ex. 487

From: Bolio, Brandon <brandon.bolio@bankofamerica.com>
Sent: Monday, March 9, 2009 8:55 PM
To: Ryan Falconer <rfalconer@zcap.net>
Cc: Corum, Brian <brian.corum@bankofamerica.com>; Naval, Ronaldo <ronaldo.naval@bankofamerica.com>; Bill Scott <bscott@sheppardmullin.com>; Yu, Henry <henry.yu@bankofamerica.com>
Subject: Letter regarding Fontainebleau DDTL Funding Request
Attach: Letter to Z Capital 3.9.09.pdf

Dear Ryan:

Please see the attached letter from our Agency Management group, which memorializes our conversation today.

If you have any comments or disagree with the attached, please let us know immediately.

Regards,
Brandon

Brandon Bolio
Corporate Debt Products - Gaming & Leisure
Bank of America
214.209.3795 | work
972.728.9492 | fax

EXHIBIT 487
WIT: Bolio
DATE: 3-30-11
A. MANCUSO

Bank of America

March 9, 2009

Mr. Ryan Falconer
Z Capital Funding
150 Field Drive, Suite 300
Lake Forest, IL 60045
rfalconer@zcap.net
Telephone: 847-235-8100

Re: Credit Agreement dated as of June 6, 2007 among Fontainebleau Las Vegas, LLC (the "Company"), Fontainebleau Las Vegas II, LLC, the Lenders, and Bank of America, N.A., as Administrative Agent

Dear Mr. Falconer:

This will confirm the conversation Brandon Bolio of Bank of America had today at approximately 1:00 (Central time) with you, Mr. Jonathan Schmugge and Ms. Melonie Clark of Z Capital. In that call you stated that Z Capital was not able to fund the $350,000,000 Delay Draw Term Loan request submitted by the Company this morning. You also confirmed that Z Capital was not taking the position that the Company had failed to satisfy the conditions to funding.

Please let me know promptly if this is not correct.

BANK OF AMERICA, N.A., as Administrative Agent

By: Ronaldo Naval
Ronaldo Naval, Vice President

Dep. Ex. 488

From: Ryan Falconer. Sent:3/10/2009 9:29 AM.
To: Bolio, Brandon; Bolio, Brandon.
Cc: [-] Corum, Brian; Naval, Ronaldo; Bill Scott; Yu, Henry; Jon Schmugge; Melonie Clark; Corum, Brian; Naval, Ronaldo; Bill Scott; Yu, Henry; Jon Schmugge; Melonie Clark.
Bcc: .
Subject: RE: Letter regarding Fontainebleau DDTL Funding Request.

Brandon,

To clarify, Z Capital Finance LLC is not funding the requested Delay Draw Term Loan borrowing for Fontainebleau Las Vegas due to an inability to fund the request. We are expressing no opinion at this time on whether conditions to funding were met.

Ryan Falconer
Director

Z Capital Partners, L.L.C.
Two Conway Park
150 Field Dr. Suite 300
Lake Forest, Il 60045
847-235-8100 Office
847-235-8111 Fax
Download V-Card

http://www.zcap.net

From: Bolio, Brandon [mailto:brandon.bolio@bankofamerica.com]
Sent: Monday, March 09, 2009 7:55 PM
To: Ryan Falconer
Cc: Corum, Brian; Naval, Ronaldo; Bill Scott; Yu, Henry
Subject: Letter regarding Fontainebleau DDTL Funding Request

Dear Ryan:

Please see the attached letter from our Agency Management group, which memorializes our conversation today.

If you have any comments or disagree with the attached, please let us know immediately.

Regards,
Brandon

Brandon Bolio
Corporate Debt Products - Gaming & Leisure

EXHIBIT 488
WIT: Bolio
DATE: 3-30-11
A. MANCUSO

Bank of America
214.209.3795 | work
972.728.9492 | fax

Dep. Ex. 489

From:	Phalen, Jesse C.	Sent:3/10/2009 4:56 PM.
To:	Bolio, Brandon; Naval, Ronaldo; Yu, Henry; Sieke, Eric -Legal; Corum, Brian.	
Cc:	.	
Bcc:	.	
Subject:	FW: Fontainebleau DDTL.	

See below from Guggenheim.

Jesse Phalen
Bank of America
Assistant Vice President
Credit Services Representative III
Global Product Solutions/Large Corporate Loan Servicing
P: 925-675-8458
F: 888-969-9228
email: jesse.c.phalen@bankofamerica.com

From: Volpe, Daniel M
Sent: Tuesday, March 10, 2009 12:39 PM
To: Phalen, Jesse C
Subject: FW: Fontainebleau DDTL

Jesse,

Please see the below email. If you have any questions regarding LFC2 (Loan Funding Corp.) and their funding, please contact Holly at the information below.

Regards,
Dan Volpe
LaSalle Global Trust Services
540 W. Madison, Suite 1900
Chicago IL 60661
Ph. 312.904.2249

EXHIBIT 489
WIT: Bolio
DATE: 3-30-11
A. MANCUSO

From: Snippert, Amanda R
Sent: Tuesday, March 10, 2009 2:37 PM
To: Volpe, Daniel M
Subject: FW: Fontainebleau DDTL

Hi Dan,

Please see below.

Amanda Snippert

LaSalle Global Trust Services

540 W Madison Suite 1905

Chicago, IL 60661

Phone: 312.992.3905

Email: amanda.snippert@lasallegts.com

* Please note my new e-mail address, amanda.snippert@lasallegts.com. After July 11, 2008, e-mails sent to amanda.snippert@bankofamerica.com will no longer be delivered.

From: Lai, Holly [mailto:Holly.Lai@guggenheimpartners.com]
Sent: Tuesday, March 10, 2009 2:35 PM
To: Snippert, Amanda R
Subject: RE: Fontainebleau DDTL

Amanda,

We are not funding at this time. If you get any calls or emails from the agent please direct them to us. Thank you.

Guggenheim Partners

Holly Lai

135 E. 57th Street, 6th Floor

New York, NY 10022

212-651-0844