

IN THE SUPREME COURT OF THE STATE OF NEVADA

1 WYNN RESORTS LIMITED,

Case No. 70050

2 Petitioners,

Electronically Filed
Jul 15 2016 02:53 p.m.

3 vs.

4 THE EIGHTH JUDICIAL DISTRICT
5 COURT OF THE STATE OF
6 NEVADA, IN AND FOR THE
7 COUNTY OF CLARK; AND THE
8 HONORABLE ELIZABETH
9 GONZALEZ, DISTRICT JUDGE,
10 DEPT. XI,

**REPLY SUPPLEMENTAL
APPENDIX IN SUPPORT OF
WYNN RESORTS' REPLY IN
SUPPORT OF PETITION
FOR WRIT OF PROHIBITION OR
MANDAMUS**

11 Respondent,

VOLUME I OF I

12 and

13 KAZUO OKADA, UNIVERSAL
14 ENTERTAINMENT CORP.
15 AND ARUZE USA, INC.,

16 Real Parties in Interest.

17 DATED this 5th day of July, 2016.

18 PISANELLI BICE PLLC

19 By: /s/ Todd L. Bice

20 James J. Pisanelli, Esq., Bar No. 4027
21 Todd L. Bice, Esq., Bar No. 4534
22 Debra L. Spinelli, Esq., Bar No. 9695
23 400 South 7th Street, Suite 300
24 Las Vegas, Nevada 89101

25 *Attorneys for Petitioner Wynn Resorts, Limited*

PISANELLI BICE
400 SOUTH 7TH STREET, SUITE 300
LAS VEGAS, NEVADA 89101

PISANELLI BICE
400 SOUTH 7TH STREET, SUITE 300
LAS VEGAS, NEVADA 89101

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

CHRONOLOGICAL INDEX

DOCUMENT	DATE	VOL.	PAGE
Order Denying Defendants' Motion for Preliminary Injunction	10/12/2012	I	RPA001251- RPA001253

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

ALPHABETICAL INDEX			
DOCUMENT	DATE	VOL.	PAGE
Order Denying Defendants' Motion for Preliminary Injunction	10/12/2012	I	RPA001251- RPA001253

CERTIFICATE OF SERVICE

1 I HEREBY CERTIFY that I am an employee of PISANELLI BICE PLLC, and that
2 on this 5th day of July, 2016, I electronically filed and served by electronic mail and
3 U.S. Mail true and correct copies of the above and foregoing **REPLY**
4 **SUPPLEMENTAL APPENDIX IN SUPPORT OF WYNN RESORTS,**
5 **LIMITED'S PETITION FOR WRIT OF PROHIBITION OR**
6 **ALTERNATIVELY, MANDAMUS** to the following:

7 **SERVED VIA U.S. MAIL**

8 J. Stephen Peek, Esq.
9 Bryce K. Kunimoto, Esq.
10 Robert J. Cassity, Esq.
11 HOLLAND & HART LLP
12 9555 Hillwood Drive, Second Floor
13 Las Vegas, NV 89134
14 *Attorneys for*
15 *Defendants/Counterclaimants Kazuo*
16 *Okada, Aruze USA, Inc. and Universal*
17 *Entertainment Corp.*

18 David S. Krakoff, Esq.
19 Benjamin B. Klubes, Esq.
20 Adam Miller, Esq.
21 BUCKLEY SANDLER LLP
22 1250 – 24th Street NW, Suite 700
23 Washington, DC 20037
24 *Attorneys for*
25 *Defendants/Counterclaimants*
26 *Kazuo Okada, Aruze USA, Inc. and*
27 *Universal Entertainment Corp.*

Richard A. Wright, Esq.
WRIGHT STANISH & WINCKLER
300 South 4th Street, Suite 701
Las Vegas, NV 89101
Attorneys for
Defendants/Counterclaimants
Kazuo Okada, Aruze USA, Inc. and
Universal Entertainment Corp.

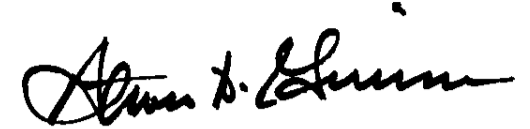
Donald J. Campbell, Esq.
J. Colby Williams, Esq.
CAMPBELL & WILLIAMS
700 South 7th Street
Las Vegas, NV 89101
Attorneys for Stephen A. Wynn

William R. Urga, Esq.
Martin A. Little, Esq.
JOLLEY URGA WOODBURY & LITTLE
3800 Howard Hughes Parkway, 16th Floor
Las Vegas, NV 89169
Attorneys for Elaine P. Wynn

Melinda Haag, Esq.
James N. Kramer, Esq.
ORRICK, HERRINGTON & SUTCLIFFE
The Orrick Building
405 Howard Street
San Francisco, CA 94105
Attorneys for Kimmarie Sinatra

SERVED VIA HAND-DELIVERY
The Honorable Elizabeth Gonzalez
Eighth Judicial District court, Dept. XI
Regional Justice Center
200 Lewis Avenue
Las Vegas, Nevada 89155

/s/ Kimberly Peets
An employee of Pisanelli Bice PLLC



CLERK OF THE COURT

1 **ORDER**
 James J. Pisanelli, Esq., Bar No. 4027
 2 JJP@pisanellibice.com
 Todd L. Bice, Esq., Bar No. 4534
 3 TLB@pisanellibice.com
 Debra L. Spinelli, Esq., Bar No. 9695
 4 DLS@pisanellibice.com
 PISANELLI BICE PLLC
 5 3883 Howard Hughes Parkway, Suite 800
 Las Vegas, Nevada 89169
 6 Telephone: 702.214.2100
 Facsimile: 702.214.2101

7 Paul K. Rowe, Esq. (*admitted pro hac vice*)
 8 pkrowe@wlrk.com
 Bradley R. Wilson, Esq. (*admitted pro hac vice*)
 9 brwilson@wlrk.com
 WACHTELL, LIPTON, ROSEN & KATZ
 10 51 West 52nd Street
 New York, New York 10019
 11 Telephone: 212.403.1000

12 Robert L. Shapiro, Esq. (*pro hac vice forthcoming*)
RS@glaserweil.com
 13 GLASER WEIL FINK JACOBS HOWARD
 AVCHEN & SHAPIRO, LLP
 14 10250 Constellation Boulevard, 19th Floor
 Los Angeles, California 90067
 15 Telephone: 310.553.3000

16 Attorneys for Wynn Resorts, Limited, Linda Chen,
 Russell Goldsmith, Ray R. Irani, Robert J. Miller,
 17 John A. Moran, Marc D. Schorr, Alvin V. Shoemaker,
 Kimmarie Sinatra, D. Boone Wayson, and Allan Zeman

DISTRICT COURT

CLARK COUNTY, NEVADA

WYNN RESORTS, LIMITED, a Nevada Corporation,

Plaintiff,

vs.

KAZUO OKADA, an individual, ARUZE USA, INC., a Nevada corporation, and UNIVERSAL ENTERTAINMENT CORP., a Japanese corporation,

Defendants.

Case No.: A-12-656710-B

Dept. No.: XI

ORDER DENYING DEFENDANTS' MOTION FOR PRELIMINARY INJUNCTION

Date of Hearing: October 2, 2012

Time of Hearing: 8:30 a.m.

AND ALL RELATED CLAIMS

PISANELLI BICE PLLC
3883 HOWARD HUGHES PARKWAY, SUITE 800
LAS VEGAS, NEVADA 89169


PISANELLI BICE PLLC
3883 HOWARD HUGHES PARKWAY, SUITE 800
LAS VEGAS, NEVADA 89169

1 Defendants/Counter-claimants Aruze USA, Inc. ("Aruze USA) and Universal
2 Entertainment Corp.'s ("Universal") (collectively "Defendants") Motion for Preliminary
3 Injunction came before this Court for hearing on October 2, 2012. Appearing on behalf of
4 Plaintiff Wynn Resorts, Limited ("Plaintiff" or "Wynn Resorts") was James J. Pisanelli, Esq., and
5 Debra L. Spinelli, Esq., of PISANELLI BICE PLLC, Robert Shapiro, Esq., of Glaser Weil Fink
6 Jacobs Howard Avchen & Shapiro LLP, and Paul K. Rowe, Esq., Wachtell, Lipton, Rosen &
7 Katz. Appearing on behalf of Stephen A. Wynn ("Mr. Wynn") was Donald J. Campbell, Esq.,
8 and J. Colby Williams, Esq., of Campbell & Williams. Appearing on behalf of Defendants Aruze
9 USA and Universal was Charles H. McCrea, Esq. and Samuel Lionel, Esq., of Lionel Sawyer &
10 Collins, Paul M. Spagnoletti, Esq., of Davis Polk & Wardwell LLP, and Howard M.
11 Privette, Esq., of Paul Hastings LLP. The Court having considered the papers filed on behalf of
12 all parties, the arguments of counsel presented at the hearing, and good cause appearing therefor:

13 THE COURT HEREBY FINDS that the agreements among the parties allow the exercise
14 of redemption rights where a determination of unsuitability has been made by the Board of
15 Directors. The Defendants ^{have} failed to demonstrate ^{at this early stage} that they have a substantial likelihood of success
16 on the merits and that the Board of Directors' action should not be given deference in its exercise
17 of business judgment pursuant to NRS 78.138(3).

18 Accordingly, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the
19 Motion for Preliminary Injunction is DENIED without prejudice.

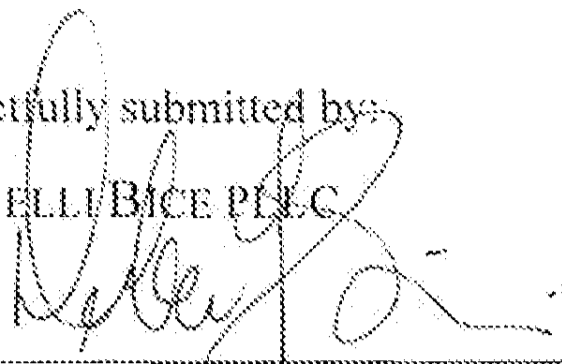
20 DATED this 2th day of October, 2012.

21
22
23 
24 THE HONORABLE ELIZABETH GONZALEZ
25 EIGHTH JUDICIAL DISTRICT COURT
26
27
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Respectfully submitted by:

PISANELLI/BICE PLLC



By:

James J. Pisanelli, Esq., Bar No. 4027
Todd L. Bice, Esq., Bar No. 4534
Debra L. Spinelli, Bar No. 9695
3883 Howard Hughes Parkway, Suite 800
Las Vegas, Nevada 89169

and

Paul K. Rowe, Esq. *(admitted pro hac vice)*
Bradley R. Wilson, Esq. *(admitted pro hac vice)*
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, New York 10019

and

Robert L. Shapiro, Esq. *(pro hac vice forthcoming)*
GLASER WEIL FINK JACOBS HOWARD
AVCHEN & SHAPIRO, LLP
10259 Constellation Boulevard, 19th Floor
Los Angeles, CA 90067

Attorneys for Wynn Resorts, Limited, Linda Chen,
Russell Goldsmith, Ray R. Irani, Robert J. Miller,
John A. Moran, Marc D. Schorr, Alvin V. Shoemaker,
Kimmarie Sinatra, D. Boone Wayson, and Allan Zeman

PISANELLI/BICE PLLC
3883 HOWARD HUGHES PARKWAY, SUITE 800
LAS VEGAS, NEVADA 89169