

IN THE SUPREME COURT OF THE STATE OF NEVADA

WYNN RESORTS LIMITED,

Petitioner,

v.

THE EIGHTH JUDICIAL DISTRICT
COURT OF THE STATE OF NEVADA,
IN AND FOR THE COUNTY OF
CLARK; AND THE HONORABLE
ELIZABETH GOFF GONZALEZ,
DISTRICT JUDGE, DEPT. 11,

Respondents,

and

KAZUO OKADA, UNIVERSAL
ENTERTAINMENT CORP. AND
ARUZE USA, INC.,

Real Parties in Interest.

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District Court Case No. A-12-056710-B
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**ARUZE PARTIES' NRCP 27(e)
EMERGENCY MOTION TO DEFER
CONSIDERATION OF THE
PENDING WRIT PETITION, ON
WHICH ORAL ARGUMENT IS
SCHEDULED FOR FEBRUARY 6,
2018, PENDING FURTHER
PROCEEDINGS IN DISTRICT
COURT**

(REDACTED)

**RELIEF REQUESTED AS SOON AS
POSSIBLE BUT NO LATER THAN
FEBRUARY 5, 2018**

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INTRODUCTION

Real Parties in Interest Universal Entertainment Corp., Aruze USA, Inc. ("Aruze USA"), and Kazuo Okada (collectively referred to as the "Aruza Parties") respectfully submit this emergency motion to defer oral argument and consideration of the pending writ petition because of highly significant newly-discovered evidence received from Petitioner Wynn Resorts Limited (WRL) on December 22, 2017. The new evidence was not available to the Aruze Parties when the instant petition was filed in this Court on December 5, 2017, or when the Aruze Parties were ordered to file an answer to the petition on December 21, 2017. Nor was this evidence available prior to the district Court's consideration of the original summary judgment motion with which the current writ petition is concerned.

The new evidence—which neither the Aruze Parties nor the District Court saw or considered before the District Court ruled on November 13, 2017 to apply the business judgment rule to dismiss WRL's "disinterested" directors—establishes, at a minimum, that there is a genuine issue of material fact regarding whether the dismissed directors are entitled to protection under the business judgment rule. The new evidence shows that those directors, allegedly "disinterested," failed to engage in a good faith, informed decision-making process when redeeming the Aruze USA's stock, and therefore are not entitled to the benefit of the business judgment rule. Had the Aruze Parties and the District Court timely known of the

evidence that WRL improperly withheld until after the District Court ruled, the motion for summary judgment would likely have been denied.

Because of the recent discovery of this improperly withheld evidence, the Aruze Parties have sought relief under NRCP 60(b) from the District Court's November 13, 2017 ruling and its Amended Findings of Fact and Conclusions of Law entered on December 19 formally implementing that ruling. *See* Aruze Parties' Motion for Partial Relief from Findings of Fact and Conclusions of Law Entered on December 19, 2017 (hereafter referred to as Motion to Reconsider), filed on January 19 in the District Court and attached as Exhibit A to this Emergency Motion.¹ It was that November 13 ruling that prompted WRL to file this writ petition, claiming that the District Court *erred* in not extending the protection of the business judgment rule to WRL and in not granting summary judgment to the Company and Steve and Elaine Wynn.

The new evidence finally disgorged by WRL, but only *after* multiple direct orders from the District Court and this Court to do so, and only *after* summary judgment had been granted, shows, that there are questions of fact about whether the business judgment rule applies in this case with

¹ The Court is respectfully referred to the Motion to Reconsider for a thorough examination of the newly-discovered evidence that is only summarized in this Emergency Motion because of time and space constraints. The complete Motion to Reconsider and its Appendix of Exhibits is also concurrently submitted as a Supplemental Appendix in support of the Aruze Parties' opposition to the pending petition.

respect to *any* of the WRL directors. As a result, the proceedings in the District Court on the Motion to Reconsider will moot or materially alter the issues presented to this Court in the pending writ petition. The Motion shows that consideration of this writ petition by this Court at the present time is premature. Hence, the Aruze Parties have filed this emergency motion under NRAP 27(e) to defer consideration of this writ petition and oral argument scheduled for February 6 until the Motion to Reconsider has been disposed of in the District Court by entry of its decision, fact findings, and conclusions of law.

THE NEWLY-DISCOVERED MATERIAL NEW EVIDENCE

The newly-discovered evidence is "new" only to the Aruze Parties; it was known to but successfully suppressed by WRL for several years until WRL finally produced it on December 22, 2017.² Despite being under order to produce the documents, WRL delayed producing them until *after* discovery closed, *after* it filed (and the district court decided) its summary judgment motion, and *after* it had filed the instant writ petition asking the Court to *enlarge* the district court's questionable ruling granting summary judgment in favor of WRL's directors. The evidence confirms what the Aruze Parties have contended for years: [REDACTED]

² WRL produced the Freeh Group documents *five years* after the Aruze Parties first requested them. Ex. A, Mot. to Reconsider at 17.

[REDACTED]

. See Ex. B, App. at APP00063 ("

...").

Mr. Wynn

Ex. B., App. at

AA00063, AA00070, AA00073. (

After

. See Ex. B, App. at

APP00105

). As a result,

" *Id.* After

" *Id.* at APP00110, APP00114. Again, from the suppressed documents, it is clear

[REDACTED] Ex. A. Mot to Reconsider at

20; *see also* Ex. B, App. at APP00063, APP00065–68, APP00073.

The newly-produced emails reproduced below—by way of
example—

A large rectangular area of the document is completely blacked out, indicating redacted content. This block covers the first example of an email.A large rectangular area of the document is completely blacked out, indicating redacted content. This block covers the second example of an email.

Ex. B, App. at APP00105.

A large rectangular area of the document is completely blacked out, indicating redacted content. This block covers the third example of an email.

[REDACTED]

[REDACTED]

Ex. B, App. at APP00110. WRL

[REDACTED]

at APP00124; *see e.g.*, Ex. B, App. at APP00048 ll. 9–13; APP00117.

These suppressed facts that came to light just days ago are among 27,000 pages of documents improperly withheld for five years despite numerous court orders requiring their production. This new evidence confirms

[REDACTED]

. At minimum, the new evidence raises

material issues of fact that should have precluded summary judgment. *See WLR Foods, Inc. v. Tyson Foods, Inc.*, 857 F. Supp. 492, 494 (W.D. Va. 1994) (the "resort to the process must itself be undertaken in good faith.").

It would be fundamentally unfair to non-controlling shareholders and against the interest of their Company to allow corporate directors to escape liability for damages caused by wrongfully ousting a shareholder/director on the basis of a pretextual investigation to rubber stamp a decision the directors have already made, particularly at a time when the directors knew they did not have a basis for that decision. *See Matter of DISH Network Derivative Litig.*, ___ Nev. ___, 401 P.3d 1081, 1092 (2017) (quoting *Auerbach v. Bennett*, 47 N.Y.2d 619, 419 N.Y.S.2d 920, 393 N.E.2d 994, 1003 (1979)) (a "pro forma" investigation that is a "pretext or sham . . . would raise questions of good faith or [even] fraud" and "would never be shielded by" the business judgment rule).

The findings, conclusions and judgment of the District Court challenged by the pending writ petition are not based on a complete record because the record before the District Court did not include the new evidence that WRL willfully suppressed. The Aruze Parties' Motion to Reconsider provides the District Court with the deserved opportunity to reconsider its decision in light of the new evidence. (The Aruze Parties need not repeat the contents of that Motion, which is attached here as Exhibit A and readily available for the Court's review.) This Court's intervention by writ in this process should be deferred until Judge

Gonzalez has had time to consider the new evidence and render an informed decision on a complete record. If the District Court grants the relief Aruze Parties are seeking, as the new facts suggest it should, then this pending writ petition will be moot. But even if the District Court does not grant relief under 60(b), the issues now before the Court will be significantly altered. In either event, as we point out above, the Court's intervention at this time is premature.

Based on the foregoing, Aruze Parties ask that the Court's consideration of the pending writ, and the oral argument scheduled for February 6, be deferred until after the District Court considers and decides the pending Rule 60 Motion to Reconsider and enters its decision, findings of fact, and conclusion of law. In furtherance of this request, and to confirm the basis for it, the Defendant's submit their Motion for Reconsideration to the District Court for this Court's review. *See* Exhibit A hereto. The Motion explains in detail the evidentiary basis for

reconsideration; a summary of the new evidence appears on pages 13–14 and 19–23.

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NRAP 27(e) Certification of Counsel

I Steve Morris, declare as follows:

1. I am one of the attorneys representing Petitioners on the Petition for Writ of Prohibition or Alternatively, Mandamus (the "Petition") currently pending before this Court.

2. I make this certification in support of the Aruze Parties' NRCP 27(e) Emergency Request To Defer Consideration Of The Pending Petition, On Which Oral Argument Is Scheduled On February 6, 2018 Pending Further Proceedings In District Court.

3. The Motion asks that the Court reconsider its grant of partial summary judgment in favor of the allegedly disinterested directors based on evidence that WRL suppressed during the motion practice, and was only produced on December 22, 2017, days after the district court's entry of its amended decision, days after the close of discovery, and weeks after WRL filed the instant petition to this Court to enlarge the district court's decision. The District Court has not had an opportunity to consider the Motion, which Aruze Parties believe deserves full briefing and careful consideration.

4. Because Oral Argument is scheduled for February 6, 2018, this request is filed pursuant to NRAP 27(e) to prevent the unnecessary use of judicial and litigant resources.

5. The telephone numbers and office address of the attorneys for the parties are:

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6. I am informed and believe that Aruze Parties' intent to file this Emergency Motion was disclosed, on the record, to the Court and counsel at a hearing on January 22, 2018. In addition, all counsel are being served with a copy of this motion concurrently with its submission to the Court.

By: /s/ STEVE MORRIS
STEVE MORRIS

CERTIFICATE OF SERVICE

I certify that I am an employee of MORRIS LAW GROUP; I am familiar with the firm's practice of collection and processing documents for mailing; that, in accordance therewith, document to be deposited with the U.S. Postal Service at Las Vegas, Nevada, in a sealed envelope, with first class postage prepaid, on the date and to the addressee(s) shown below and I further certify that I caused the following document to be electronically filed and served on the 22nd day of January, 2018: **ARUZE PARTIES' NRCP 27(e) EMERGENCY REQUEST TO DEFER CONSIDERATION OF THE PENDING PETITION, ON WHICH ORAL ARGUMENT IS SCHEDULED ON FEBRUARY 6, 2018 PENDING FURTHER PROCEEDINGS IN DISTRICT COURT**

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By: /s/ PATRICIA FERRUGIA

EXHIBIT A

EXHIBIT A

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corporation,

Plaintiffs,

vs.

KAZUO OKADA, an individual, ARUZE
USA, INC., a Nevada corporation, and

Case No.: A-12-656710-B

Dept. No.: XI

**ARUZE PARTIES' MOTION FOR
 PARTIAL RELIEF FROM THE
 AMENDED FINDINGS OF FACT AND
 CONCLUSIONS OF LAW ENTERED
 ON DECEMBER 19, 2017**

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1 UNIVERSAL ENTERTAINMENT CORP., a
2 Japanese corporation,

3
4 Defendants.

5
6 AND ALL RELATED CLAIMS.

Electronic Filing Case

Hearing Date:

Hearing Time:

7 Defendants and Counterclaimants Aruze USA, Inc. ("Aruze USA") and Universal
8 Entertainment Corporation ("Universal"), and Defendant Kazuo Okada (together, the "Aruze
9 Parties"), file this motion under Nevada Rule of Civil Procedure 60(b) for partial relief from the
10 Court's December 19, 2017 Amended Findings of Fact and Conclusions of Law. This motion is
11 based on newly received material evidence that confirms [REDACTED]
12 [REDACTED] that directly undermines the Board's claim that it engaged in a good faith and informed
13 decision-making process in connection with redeeming Aruze USA's stock and ousting Mr.
14 Okada from the company he co-founded.

15 On December 22, 2017—after more than three years of delay, after the close of fact
16 discovery, and after this Court's ruling on the Wynn Parties' Motion for Summary Judgment on
17 Stock Redemption—WRL *finally* produced thousands of new and unredacted documents from
18 the Freeh Group that it should have produced years ago. Those documents, which [REDACTED]
19 [REDACTED]
20 [REDACTED]

21 as required by the Nevada Supreme Court in order to invoke the
22 business judgment statute. Rather, the newly produced documents and the recent deposition
23 testimony from Louis Freeh establish that [REDACTED]
24 [REDACTED]
25 [REDACTED]

26 This evidence was not available to the Aruze Parties or to the Court when the Court
27 considered the WRL Directors¹ motion for summary judgment because WRL deliberately
28

¹ The "Directors" refers to Linda Chen, Russell Goldsmith, Ray. R. Irani, Robert J. Miller, John A. Moran, Marc D. Schorr, Alvin V. Shoemaker, and D. Boone Wayson.

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1 concealed it for over two years under meritless privilege and work product claims, which this
2 Court and the Nevada Supreme Court have overruled nearly half a dozen times. Had WRL
3 produced these key documents during discovery, as it was directed to do by this Court and the
4 Nevada Supreme Court, or had WRL waited to file its motion for summary judgment until the
5 documents were produced, the Court could have considered them in deciding that motion for
6 summary judgment. The Aruze Parties are compelled to file this motion now only because
7 WRL failed to produce the documents until it was compelled by Court to do so *after* the close of
8 discovery.

9 This new evidence establishes, at a minimum, a genuine issue of material fact as to
10 whether the WRL Directors acted with due care and in good faith in 2012 to oust Mr. Okada
11 and redeem the Aruze Parties' stock. Because a trier of fact could find on these facts, viewed in
12 light most favorable to the Aruze Parties, that they did not so act, they were not then—and are
13 not now—entitled to summary judgment in their favor. For this reason, the Aruze Parties ask
14 the Court to amend its December 19, 2017 Findings and Fact and Conclusions of Law and deny
15 summary judgment with respect to the Directors.

16 The Aruze Parties bring this Motion under NRCP 60(b), based on the attached
17 Memorandum of Points and Authorities, the Declaration of Adam Miller, the newly discovered
18 evidence, the papers and pleadings on file in this action, and any oral argument this Court may
19 allow.

20 DATED this 19th of January 2018.

21 By

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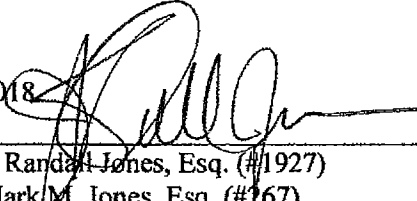
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EX PARTE APPLICATION TO EXPEDITE RESOLUTION OF THIS MOTION

The Aruze Parties request the Court to expedite this Motion. The Declaration of Adam Miller below sets out good cause in support of this request. On February 6, 2018, the Nevada Supreme Court is scheduled to hear oral argument on WRL's writ petition challenging this Court's refusal to apply the business judgment rule to insulate the company from liability to the same extent the Court applied the rule to protect the WRL Directors from personal liability. This Motion bears on that writ petition, because the newly discovered Freeh Group documents and Mr. Freeh's testimony demonstrate that the WRL Directors were not entitled to summary judgment based on the business judgment rule. Thus, the granting of this Motion would render the writ petition moot. Therefore, this Motion should be heard promptly, so that this Court's order granting summary judgment can be amended and this case can proceed to trial against WRL and all of its directors.

DATED this 19th day of January 2018

By


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DECLARATION OF ADAM MILLER

I, Adam Miller, declare as follows:

1. I am over 18 years of age and am competent to testify as to the matters set forth in this Declaration based upon my own personal knowledge.

2. I am an attorney at Buckley Sandler LLP, counsel for Defendants and Counterclaimants Universal Entertainment Corp. and Aruze USA, Inc. (the "Universal Parties") in this action.

3. I make this Declaration in support of the Aruze Parties' Motion for Partial Relief from the Amended Findings of Fact and Conclusion of Law Entered on December 19, 2017 (the "Motion"), and the foregoing Application to expedite resolution of this motion.

4. Since June 2015, WRL has vigorously fought the Aruze Parties' efforts to obtain discovery concerning communications between WRL and the Freeh Group, taking the position that communications between WRL and the Freeh Group were privileged and/or subject to work product protection and withheld documents evidencing such communications, even though the Freeh Report was attached to WRL's complaint and released to the public on February 19, 2012.

5. Mr. Freeh's first fact deposition took place on June 3, 2016, while WRL was still withholding the Freeh pre-redemption investigation documents and instructing Mr. Freeh and his colleagues not to answer questions regarding their communications with WRL, the Board, and their counsel based on attorney-client privilege and work product.

6. On September 5, 2017, the Wynn Parties filed a Motion for Summary Judgment on Stock Redemption. On November 13, 2017, this Court granted summary judgment in favor of the Director Defendants pursuant to the business judgment rule. The Court subsequently entered Findings of Fact and Conclusions of Law on November 30, 2017, amending them on December 19, 2017.

7. On December 4, 2017, the Nevada Supreme Court denied WRL's final writ petition challenging this Court's order compelling production of the pre-redemption Freeh investigation documents. Notwithstanding this decision and the Aruze Parties' immediate

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1 demand for the Freeh documents, WRL delayed production of them until after the summary
2 judgment decision was entered, which was also after it filed its writ petition now pending before
3 the Supreme Court.

4 8. On December 22, 2017, WRL finally complied with this Court's order by
5 producing approximately 4,550 documents (totaling approximately 27,000 pages) regarding the
6 pre-redemption Freeh investigation. The production included [REDACTED]

7 [REDACTED]
8 [REDACTED]. The
9 withheld documents, therefore, were not available to the Aruze Parties for use in opposing
10 WRL's motion for summary judgment, and were not considered by the Court in deciding that
11 motion.

12 9. Good cause supports the Aruze Parties' request that consideration of this Motion
13 be expedited. On February 6, 2018, the Nevada Supreme Court is scheduled to hear oral
14 argument on WRL's writ petition challenging this Court's refusal to apply the business
15 judgment rule to insulate the company from liability to the same extent the Court applied the
16 rule to protect the WRL Directors from personal liability. This Motion bears on that writ
17 petition, because the newly discovered Freeh Group documents and Mr. Freeh's testimony
18 demonstrate that the WRL Directors were not entitled to summary judgment based on the
19 business judgment rule. Thus, the granting of this Motion would render the writ petition moot.
20 Therefore, this Motion should be heard promptly, so that this Court's order granting summary
21 judgment can be amended and this case can proceed to trial against WRL and all of its directors.

22 10. The Defendants took Mr. Freeh's continued fact deposition January 11, 2018,
23 followed by his expert deposition on January 12, 2018. Excerpts from his deposition, as
24 relevant to this Motion, are attached as Exhibit A. The excerpts have been designated highly
25 confidential or confidential.

26 11. Attached as Exhibit B is a true and correct copy of [REDACTED]
27 [REDACTED], as produced by WRL in this litigation on December 22, 2017 with the Bates label
28 WYNN_FGIS0011708 and designated confidential.

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12. Attached as Exhibit C is a true and correct copy of [REDACTED], as produced by WRL in this litigation on December 22, 2017 with Bates label WYNN_FGIS0019218 and designated confidential.

13. Attached as Exhibit D is a true and correct copy of [REDACTED], as produced by WRL in this litigation on December 22, 2017 with the Bates label WYNN_FGIS0029783 and designated confidential.

14. Attached as Exhibit E is a true and correct copy of [REDACTED], as produced by WRL in this litigation on December 22, 2017 with the Bates label WYNN_FGIS0020866 and designated confidential.

15. Attached as Exhibit F is a true and correct copy of [REDACTED], as produced by WRL in this litigation on December 22, 2017 with the Bates label WYNN_FGIS0021595 and designated confidential.

16. Attached as Exhibit G is a true and correct copy of [REDACTED], as produced by WRL in this litigation on December 22, 2017 with the Bates label WYNN_FGIS0021597 and designated confidential.

17. Attached as Exhibit H is a true and correct copy of [REDACTED], as produced by WRL in this litigation with the Bates label WYNN_FGIS0050059 and designated confidential.

18. Attached as Exhibit I is a true and correct copy of [REDACTED], as produced by WRL in this litigation on December 22, 2017 with the Bates label WYNN_FGIS0011519 and designated confidential.

19. Attached as Exhibit J is a true and correct copy of [REDACTED], as produced by WRL in this litigation on December 22, 2017 with the Bates label WYNN_FGIS0021611 and designated confidential.

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20. Attached as Exhibit K is a true and correct copy of [REDACTED]
[REDACTED], as produced by WRL in this litigation on
December 22, 2017 with the Bates label WYNN_FGIS0021601 and designated confidential.

21. Attached as Exhibit L is a true and correct copy of [REDACTED]
[REDACTED], as produced by WRL in this litigation on December 22, 2017 with the Bates label
WYNN_FGIS0021604 and designated confidential.

22. Attached as Exhibit M is a true and correct copy of notes from [REDACTED]
[REDACTED], as produced by WRL in this litigation on December 22, 2017
with the Bates label WYNN_FGIS0031260 and designated confidential.

23. Attached as Exhibit N is a true and correct copy of [REDACTED]
[REDACTED], as produced by WRL in this litigation on December 22, 2017 with
the Bates label WYNN_FGIS0021724 and designated confidential.

24. Attached as Exhibit O is a true and correct copy of [REDACTED]
[REDACTED], as produced by WRL in this litigation on December 22, 2017 with
the Bates label WYNN_FGIS0022030 and designated confidential.

25. Attached as Exhibit P is a true and correct copy of [REDACTED]
[REDACTED], as produced by WRL in this litigation on December 22, 2017 with the
Bates label WYNN_FGIS0022135 and designated confidential.

26. Attached as Exhibit Q is a true and correct copy of [REDACTED], as
produced by WRL in this litigation on December 22, 2017 with Bates label
WYNN_FGIS0016989 and designated confidential.

27. Attached as Exhibit R is a true and correct copy of [REDACTED], as
produced by WRL in this litigation on December 22, 2017 with Bates label
WYNN_FGIS0020879 and designated confidential.

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I declare under penalty of perjury under the law of the State of Nevada that the foregoing is true and correct.

Executed this 19th day of January, 2018, in Las Vegas, Nevada.

/s/ Adam Miller
Adam Miller

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ORDER EXPEDITING MOTION

Having considered the Ex Parte Application for Order Expediting disposition of this motion, filed by the Defendants, and good cause appearing,

IT IS HEREBY ORDERED that the **ARUZE PARTIES' MOTION FOR PARTIAL RELIEF FROM THE AMENDED FINDINGS OF FACT AND CONCLUSIONS OF**

LAW ENTERED ON DECEMBER 19, 2017 shall be briefed and heard before Department

XI of the above-entitled Court as follows: Plaintiff's Opposition is due on _____;

the Aruze Parties' Reply is due on _____; and the hearing will be held on the

____ day of _____ 2018 at the hour of _____ a.m./p.m.

DATED this ____ day of January, 2018.

DISTRICT COURT JUDGE

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MEMORANDUM OF POINTS AND AUTHORITIES

WRL spent the last three years fighting to avoid producing thousands of documents relating to the [REDACTED] because those documents prove what the Aruze Parties have alleged all along: [REDACTED]

[REDACTED] The new information shows that the [REDACTED]

[REDACTED] At a minimum, this newly produced evidence creates a genuine issue of material fact as to whether the business judgment presumption has been overcome, thereby precluding summary judgment.

The newly-produced emails below—by way of example only— [REDACTED]

1 [REDACTED]
2 [REDACTED]
3 [REDACTED]

4 [REDACTED]
5 [REDACTED]
6 [REDACTED]
7 [REDACTED]
8 [REDACTED]
9 [REDACTED]
10 [REDACTED]
11 [REDACTED]
12 [REDACTED]
13 [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 [REDACTED]

17 Because WRL intentionally hid this and similar evidence until months after the close of
18 fact discovery, *and* months after WRL and the Directors filed their motion for summary
19 judgment, this evidence damning to WRL was not before the Court when it considered that
20 motion. Only recently—after years of concealing this evidence and persuading the Court to
21 conclude that no such evidence existed—did WRL finally produce documents that expressly
22 undermine the Directors' business judgment rule defense that the Court should have considered
23 before granting summary judgment to the Directors.²

24
25
26 ² After WRL produced the new documents, the Aruze parties moved to take an additional deposition of
27 Mr. Freeh because when he was originally deposed, WRL withheld these documents. The documents and
28 Mr. Freeh's recent testimony earlier this week about the events and communications revealed in the
documents are new material evidence that was not before the Court when it considered the Wynn Parties'
motion for summary judgment.

1 The new evidence demonstrates that the Board's decision to redeem Mr. Okada's shares
2 was not the product of a good-faith, "informed decision-making process," as required by the
3 Nevada Supreme Court to claim immunity under the business judgment rule. [REDACTED]

4 [REDACTED]
5 [REDACTED] The evidence now shows that both the "sources of information
6 [and] advice" the Board sought, as well as the "circumstances surrounding the selection of
7 [those] sources," [REDACTED]

8 [REDACTED]. See *Wynn Resorts, Ltd. v. Eighth*
9 *Jud. Dist. Ct.*, 399 P.3d 334, 343 (Nev. 2017) (listing the "procedural indicia" of good faith
10 required to invoke the business judgment rule). Moreover, the new evidence also confirms that
11 the [REDACTED]

12 [REDACTED]. *Id.* (recognizing the need for an inquiry into the
13 "sources of information and advice that *were* consulted to reach the decision" and whether the
14 decision was in fact based on the stated source) (emphasis in original). This evidence at the
15 very least shows there is a genuine issue of material fact regarding whether the Directors are
16 entitled to the protection of the business judgment rule. For this demonstrable reason the Aruze
17 Parties respectfully request the Court to reconsider its earlier ruling granting summary judgment
18 in favor of the WRL Directors.

19 The new Freeh documents clearly undermine the specific factual bases for the Court's
20 summary judgment ruling in favor of the Directors. In November/December 2017, the Court
21 found that there was no material dispute of fact as to whether "the Board . . . follow[ed] an
22 informed decision-making process" because the board was "entitled to rely on information . . .
23 prepared by . . . outside consultants," which the Court concluded (on the available record) the
24 Board had done. Findings (Law) ¶¶ 4, 12, 15 (quoting NRS 78.138 and *Wynn Resorts, Ltd. v.*
25 *Eighth Jud. Dist. Ct.*). The Court further found that on November 1, 2011, the Board "discussed
26 the results of two investigations into [Mr. Okada's] activities in the Philippines," determined
27 that "the existing evidence raised questions about [Mr. Okada's] conduct," and then decided "to
28 retain [Mr. Freeh] to further investigate." Findings (Fact) p. 6 ¶¶ 24-25.

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1 The new documents prove this interpretation of the facts—adopted at WRL’s urging—to
2 be false. The [REDACTED]

3 [REDACTED]
4 [REDACTED]
5 [REDACTED]
6 [REDACTED]
7 [REDACTED]
8 [REDACTED]
9 [REDACTED]
10 [REDACTED]
11 [REDACTED]
12 [REDACTED]
13 [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 These new documents preclude the Court from granting the Directors summary
17 judgment based on the business judgment rule. The documents show that [REDACTED]
18 [REDACTED], both of
19 which are prerequisites for the application of the business judgment rule. *Wynn Resorts*, 399
20 P.3d at 342–43. As a matter of law, a board of directors is not entitled to invoke the business
21 judgment rule merely because [REDACTED]
22 [REDACTED] As

23
24 ³ Ex. L (WYNN_FGIS0021604, newly produced [REDACTED])
(emphasis added).

25 ⁴ Ex. K (WYNN_FGIS0021601, newly produced [REDACTED])
[REDACTED] (emphasis added).

26 ⁵ Ex. L (WYNN_FGIS0021604, newly produced [REDACTED])
27 (emphasis added).

28 ⁶ Ex. K (WYNN_FGIS0021601, newly produced [REDACTED])
[REDACTED] (emphasis added).

1 the Nevada Supreme Court recently held, a “pro forma” investigation that is a “pretext or sham .
2 . . . would raise questions of good faith or [even] fraud” and “would never be shielded by” the
3 business judgment rule. *Matter of DISH Network Derivative Litig.*, 401 P.3d 1081, 1092 (Nev.
4 2017). [REDACTED]
5 [REDACTED] ⁷ This is [REDACTED]
6 [REDACTED]. This is not a board that has acted in good faith
7 or with due care. At the very least, the new documents—and Mr. Freeh’s testimony
8 corroborating the documents and their contents—raise a genuine issue of material fact as to
9 whether the Board acted in good faith, especially given that all reasonable inferences must be
10 viewed in the light most favorable to the Aruze Parties. This material new evidence shows the
11 WRL Directors were not entitled to summary judgment.

12 **I. STATEMENT OF NEW MATERIAL FACTS**

13 **A. WRL’s Five-Year Quest to Withhold the New Evidence from the Aruze**
14 **Parties**

15 The Aruze Parties first requested the Freeh Group documents *five years ago*. Since
16 then, WRL has steadfastly refused to produce the documents, claiming they were protected by
17 the attorney-client privilege and/or the work product doctrine, despite the fact that WRL was
18 relying on the Freeh Group to justify its actions, and despite the fact that this Court repeatedly
19 overruled its privilege and work product claims. In 2015, the Court first overruled WRL’s work
20 product claims. Oct. 15, 2015 Hr’g Tr. at 15. WRL chose not to produce the documents, but
21 instead changed its privilege claims to assert attorney-client privilege over the documents. *See*
22 Apr. 13, 2016 Defs’ Supp. Mot. to Compel WRL to Produce Freeh Group Interview Notes at 7.
23 On April 14, 2016, following multiple rounds of briefing, the wholesale changes by WRL of its

24
25 ⁷ Even if [REDACTED], that would not
26 cure the Directors’ bad faith because the inquiry for obtaining the protection of the business judgment rule
27 is on the state of mind and actions of the Directors. *Borchardt v. King*, No. 1:10CV261, 2015 WL 410408,
28 at *11 (M.D.N.C. Jan. 29, 2015) (“[T]o determine whether the special committee acted in good faith, a
court is to look to the spirit and sincerity with which the investigation was conducted, rather than the
reasonableness of its procedures on the basis for its conclusions.”) (internal quotation marks and citations
omitted).

1 work product claims to attorney-client privilege claims, and the Court's careful *in camera*
2 review of *approximately 25%* of the pre-redemption Freeh documents, the Court also found that
3 "there was a waiver of the attorney-client privilege by the use of the report for the purpose it
4 was used for and the public disclosure of that report." See Apr. 14, 2016 Hr'g Tr. at 26-27.

5 WRL still did not produce the documents, and instead filed a Writ Petition with the
6 Supreme Court of Nevada on May 24, 2016 to challenge these decisions. The Supreme Court
7 rejected WRL's writ petition on July 27, 2017. The Supreme Court upheld this Court's finding
8 of at-issue waiver concerning the documents over which WRL claimed attorney-client privilege
9 and remanded to this Court to consider WRL's work product claims. See *Wynn Resorts, Ltd. v.*
10 *Eighth Jud. Dist. Ct.*, No. 70452, 133 Nev. Adv. Op. 52 (July 27, 2017). This decision
11 prompted WRL to again change its privilege claims, this time *back* to work product, so it could
12 continue to conceal the evidence from the Aruze Parties, despite the Supreme Court's Order.
13 On August 25, 2017, after full briefing and hearing, this Court granted the Aruze Parties'
14 Motion to Overrule WRL's work product claims, once again finding that work product
15 protection did not apply.

16 On September 11, 2017, WRL again sought writ review of this Court's ruling, a request
17 that the Nevada Supreme Court denied on December 4, 2017. While WRL's writ petition was
18 pending, this Court heard arguments on WRL's Motion for Summary Judgment. During that
19 argument (as well as its briefing) counsel for WRL repeatedly exploited its withholding of the
20 Freeh Group documents. For instance, WRL's counsel scoffed at what he deemed a lack of
21 evidence regarding the process the Board followed: "Your Honor, you gave [the Aruze Parties]
22 an opportunity, four years and an additional four weeks, to unturn every stone, to look at every
23 place that they could to come in here and tell you that the business judgment rule presumption
24 has been overturned. A month ago they weren't able to do it. You gave them four weeks, and
25 nothing has changed."⁸ Nov. 13, 2017 Hr'g Tr. at 10:24-11:4. What WRL did not tell the Court

26
27 ⁸ The "additional four weeks" WRL counsel referred to related to the fact that the Aruze Parties had
28 requested additional discovery under NRCP Rule 56(f) in response to WRL's original summary judgment
motion. The Aruze Parties' counsel even specifically referred to the Freeh Group documents as evidence
that WRL had not produced yet but which the Aruze Parties anticipated would preclude summary

1 is that it was withholding evidence in its own files that *directly refutes* the business judgment
2 presumption. It was not until *after* this Court ruled on WRL's Motion for Summary
3 Judgment—after the Supreme Court forced WRL to produce the new documents—that
4 evidence was revealed that precludes summary judgment.

5 On December 5, 2017, the day after the Supreme Court denied WRL's second writ
6 petition, Aruze Parties' counsel sent WRL a demand for immediate production of the Freeh
7 Group documents that WRL had withheld for years. WRL did not produce the documents,
8 despite the Supreme Court's Order. On December 19, 2017, therefore, the Aruze Parties filed a
9 Motion to Compel Immediate Compliance with Order Compelling Production of Pre-
10 Redemption Freeh Documents and for Sanctions. Only then, did WRL finally comply with this
11 Court's orders.

12 On December 22, 2017, after years of delay, the close of fact discovery, and this Court's
13 ruling on the Wynn Parties' Motion for Summary Judgment on Stock Redemption, WRL
14 produced 4,550 previously-withheld documents from the Freeh Group's files. The documents
15 include [REDACTED]

16 [REDACTED]
17 [REDACTED]
18 [REDACTED]
19 [REDACTED].. Counsel for the Aruze Parties deposed Mr. Freeh regarding
20 these new documents on January 11 and 12, 2018.

21 **B. The New Evidence Reveals the Board's Lack of a Good Faith and Informed**
22 **Decision-Making Process**

23 The new documents and Mr. Freeh's recent testimony show that as of [REDACTED]
24 [REDACTED]
25 [REDACTED]
26 [REDACTED]

27 judgment. (Oct. 9, 2017 Hr'g Tr. 11:8-20.) Of course, WRL did not produced the Freeh Group documents
28 within that four-week period either.

1 [REDACTED] The new Freeh documents and
2 Mr. Freeh's deposition testimony this week, establish the following timeline and facts:

- 3 • [REDACTED]
- 4 [REDACTED]
- 5 • [REDACTED]
- 6 [REDACTED]
- 7 [REDACTED]
- 8 [REDACTED]
- 9 [REDACTED]
- 10 [REDACTED]
- 11 [REDACTED]
- 12 [REDACTED]
- 13 • [REDACTED]
- 14 [REDACTED]

15
16
17 ⁹ Ex. B (WYNN_FGIS0011708, pp. 2-3, newly produced [REDACTED] (emphasis added);
see also Ex. C (WYNN_FGIS0019218, p. 2, [REDACTED]").

18
19 ¹⁰ Ex. D (WYNN_FGIS0029783, newly produced [REDACTED])
(emphasis added); Ex. A (Jan. 11, 2018 Freeh Rough Dep. Tr. at 135:4-15).

20 ¹¹ Ex. G (WYNN_FGIS0021597, [REDACTED])
; see also Ex. A (Jan. 11, 2018 Freeh Rough Dep. Tr. at 137:19-138:4

21 [REDACTED]

22
23 ¹² Ex. E (WYNN_FGIS0020866, [REDACTED])
; Ex. F WYNN_FGIS0021595 ([REDACTED])

24
25 ¹³ Ex. I (WYNN_FGIS0011519, p. 8, [REDACTED])
; see also Ex. A (Jan. 11, 2018 Freeh Rough Dep.
Tr. at 84:20-85:9

26 [REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

¹⁴ Ex. K (WYNN_FGIS0021601, newly produced [REDACTED]
(emphasis added); see also Ex. A (Jan. 11, 2018 Freeh Rough Dep. Tr. at 72:21-25, 137:24-
138:4 [REDACTED]

¹⁵ Id.; see also Ex. A (Jan. 11, 2018 Freeh Rough Dep. Tr. at 84:2-8 [REDACTED]

¹⁶ Ex. L (WYNN_FGIS0021604, newly produced [REDACTED]
(emphasis added); see also Ex. A (Jan. 11, 2018 Freeh Rough Dep. Tr. at 24:5-14 [REDACTED]
); Id. at 93:1-8 [REDACTED]

¹⁷ Ex. K (WYNN_FGIS0021601, newly produced [REDACTED]
(emphasis added)

¹⁸ Ex. R (WYNN_FGIS0020879, p. 2 ([REDACTED]

¹⁹ Ex. L (WYNN_FGIS0021604, newly produced [REDACTED]
Ex. A (Jan. 11, 2018 Freeh Rough Dep. Tr. at 83:16-84:19; id. at 89:16-21 [REDACTED]

²⁰ Ex. I (WYNN_FGIS0011519, newly produced [REDACTED]
); see also Ex. A (Jan. 11, 2018 Freeh Rough Dep. Tr. at
84:20-85:9 [REDACTED]

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[REDACTED] 21

• [REDACTED] 22

• [REDACTED] 24

• [REDACTED]

²¹ Ex. H (WYNN_FGIS0050059, [REDACTED]); see also Ex. R (WYNN_FGIS0020879, p. 2 [REDACTED]).

²² Ex. A (Jan. 12, 2018 Freeh Rough Dep. Tr. at 86:4-8 [REDACTED]); Ex. M (WYNN_FGIS0031260, [REDACTED]).

²³ Ex. N (WYNN_FGIS0021724, newly produced [REDACTED]); Ex. A (Jan. 11, 2018 Freeh Rough Dep. Tr. at 133:5-8); Ex. A (Jan. 12, 2018 Freeh Rough Dep. Tr. at 88:9-13 ([REDACTED])).

²⁴ Ex. O (WYNN_FGIS0022030, newly produced [REDACTED]); Ex. A (Jan. 12, 2017 Freeh Rough Dep. Tr. at 87:3-8).

²⁵ Ex. P (WYNN_FGIS0022135, newly produced [REDACTED]) (emphasis added); Ex. A (Jan. 11, 2018 Freeh Rough Dep. Tr. at 108:19-109:1).

All of this evidence, at a minimum, creates a genuine issue of material fact regarding the “good faith” of the Board’s decision-making process.

II. ARGUMENT

A. Relief Is Proper Under NRCP 60(b)

Under NRCP 60(b), the Court “may relieve a party . . . from a final judgment, order or proceeding for the following reasons: . . . (2) newly discovered evidence which by due diligence could not have been discovered in time . . .” NRCP 60(b). Amendment is warranted when “substantially different evidence is subsequently introduced.” *Masonry and Title v. Jolley, Urga & Wirth*, 113 Nev. 737, 741, 941 P.2d 486, 489 (1997).

The new evidence here constitutes “substantially different evidence” that could not have been discovered prior to the Court’s summary judgment order, because despite the Aruze Parties’ best efforts to obtain the discovery, WRL produced it only after the Court’s ruling. Specifically, WRL produced 4,550 new and unredacted documents on December 22, 2017, months after the close of fact discovery (November 3, 2017), months after WRL’s Motion for Summary Judgment on Redemption had been fully briefed and decided (November 13, 2017), and even weeks after WRL sought writ review of that decision (December 5, 2017). WRL produced the documents *five years* after the Aruze Parties first requested them, and only after having its privilege assertions overruled nearly half a dozen times by this Court and the Nevada Supreme Court. The prejudice caused to the Aruze Parties through WRL’s delay is clear – WRL obtained summary judgment in favor of the Directors by relying on the argument that the

²⁶ Ex. A (Jan. 11, 2018 Freeh Rough Dep. Tr. at 112:12-
[REDACTED]

[REDACTED] Ex. A (Jan. 12, 2018 Freeh Rough Dep. Tr. at 93:13-
[REDACTED]

16 (

).

²⁷ Ex. Q (WYNN FGIS0016989, p. 2 (

).

1 Board's decision to redeem Aruze's stock was based on Mr. Freeh's "investigation," while
2 hiding all of the [REDACTED]

3 [REDACTED]
4 [REDACTED]
5 As discussed below, the new evidence raises an issue of material fact that made
6 summary judgment in favor of the majority of the Directors improper.

7 **B. The New Evidence Demonstrates the WRL Board is Not Entitled to**
8 **Summary Judgment**

9 **1. Summary Judgment Standard**

10 Summary judgment is inappropriate if there is any genuine issue of material fact. *See*,
11 *e.g.*, *Wood v. Safeway, Inc.*, 121 Nev. 724, 729, 121 P.3d 1026, 1029 (2005). In assessing
12 whether any genuine issue of material fact remains, the Court must view "the evidence, and any
13 reasonable inferences drawn from it... in a light most favorable to the nonmoving party." *Id.*
14 The Court "is obligated to accept as true all evidence favorable to the party against whom the
15 motion is made." *Flangas v. State*, 104 Nev. 379, 381, 760 P.2d 112, 113 (1988).

16 **2. The New Evidence Demonstrates that the WRL Board Did Not Engage**
17 **in a Good Faith and Informed Decision-Making Process or Act with Due**
18 **Care**

19 Board members who did not engage in a good-faith and informed decision-making
20 process and act with due care may not invoke the business judgment rule. *See Shoen v. SAC*
21 *Holding Corp.*, 122 Nev. 621, 637, 137 P.3d 1171, 1181 (2006) (business judgment rule does
22 not apply when decision was not made with "requisite due care"); *Wynn Resorts*, 399 P.3d at
23 342-43; *Mann v. GTCR Golder Rauner, LLC*, 483 F. Supp. 2d 884, 902 (D. Ariz. 2007)
(business judgment rule does not apply when director "did not act in good faith").

24 Here, the WRL Board did not act in good faith because [REDACTED]
25 [REDACTED]
26 [REDACTED]

27 However, as a matter of law, "conducting an investigation
28 as a sham or pretext for papering over a predetermined outcome" is "not . . . good faith."
Borchardt v. King, 2015 WL 410408, at *12 (M.D.N.C. Jan. 29, 2015); *see also WLR Foods*,

1 *Inc. v. Tyson Foods, Inc.*, 857 F. Supp. 492, 494 (W.D. Va. 1994) (the “resort to the process
2 must itself be undertaken in good faith.”). Instead, a “pro forma” investigation that is a “pretext
3 or sham . . . would raise questions of good faith or [even] fraud” and “would never be shielded
4 by” the business judgment rule. *Matter of DISH Network Derivative Litig.*, 401 P.3d 1081,
5 1092 (Nev. 2017) (quoting *Auerbach v. Bennett*, 47 N.Y.2d 619, 419 N.Y.S.2d 920, 393 N.E.2d
6 994, 1003 (1979)).

7 It is now clear that the [REDACTED]
8 [REDACTED]
9 [REDACTED]
10 [REDACTED]
11 [REDACTED]
12 [REDACTED]
13 [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 [REDACTED]
17 [REDACTED]
18 [REDACTED]
19 [REDACTED]
20 [REDACTED]

21
22 ²⁸ Ex. K (WYNN_FGIS0021601, newly produced [REDACTED]
[REDACTED]). This is despite the fact that only WRL shareholders can elect its directors.

23 ²⁹ Ex. K (WYNN_FGIS0021601, newly produced [REDACTED]
24 [REDACTED]) (emphasis added); Ex. L (WYNN_FGIS0021604, newly produced [REDACTED]
[REDACTED]) (emphasis added).

25 ³⁰ Ex. K (WYNN_FGIS0021601, newly produced [REDACTED]
[REDACTED]) (emphasis added).

26 ³¹ Ex. L (WYNN_FGIS0021604, newly produced [REDACTED]);
27 Ex. A (Jan. 11, 2018 Freeh Rough Dep. Tr. at 83:16-84:19).

28 ³² Ex. R (WYNN_FGIS0020879, p. 2 (newly produced [REDACTED]
[REDACTED]) (emphasis added).

[REDACTED]

³⁵ This is not a board acting “in good faith and with a view to the interests of the corporation.” NRS 78.138. Instead, this is a board that “recognize[d]” how to “construct a record of apparently diligent investigation after having predetermined the outcome of the investigation”, and is thus not entitled to protection of the business judgment rule for having conducted that investigation. *Abella v. Universal Leaf Tobacco Co.*, 546 F. Supp. 795, 799 (E.D. Va. 1982).

Courts have refused to apply the business judgment rule in nearly identical circumstances. In *Arvanites v. Exopack, LLC*, a company launched an investigation to manufacture grounds to fire an officer for cause, and thereby deprive him of stock options and severance benefits. 2016 WL 4945153, at *3 (D.S.C. Sept. 16, 2016). The officer sued after he was terminated, and the company asserted the business judgment rule as a defense on the basis that it had conducted an investigation before formally terminating. *Id.* The court rejected the company’s defense and refused to apply the business judgment rule because of the suspect “motivation that initiated the investigation in the first place.” *Id.* at *14. The court expressly held the business judgment rule did not apply because the “the decision to terminate . . . was

³³ Ex. P (WYNN_FGIS0022135, newly produced [REDACTED]).

³⁴ Ex. A (Jan. 11, 2018 Freeh Rough Dep. Tr. at 99:19-100:12); Ex. G (WYNN_FGIS0021597, newly produced [REDACTED]).

³⁵ Ex. A (Jan. 11, 2018 Freeh Rough Dep. Tr. at 112:12-24).

1 made not only before the Board had convened, but before” the investigation was completed, and
2 indeed, the “conclusions supposedly drawn by [the investigative firm] were foregone before [the
3 investigative firm] even saw the relevant evidence.” *Id.* at * 11.

4 The same situation is presented here. The new evidence demonstrates that

5 [REDACTED]
6 [REDACTED]
7 [REDACTED]
8 [REDACTED]
9 [REDACTED]
10 In such circumstances—
11 [REDACTED]

12 the board cannot be
13 presumed to have acted in good faith, and for this reason it is not entitled to any protection
14 under the business judgment rule. *Arvanities*, 2016 WL 4945153, at *14. [REDACTED]
15 [REDACTED]
16 [REDACTED]

17 At a minimum, this new and previously unavailable evidence creates a triable issue of
18 fact regarding whether the Board followed an “informed decision making process,” which
19 precludes granting summary judgment under the business judgment standard set out in *Wynn*
20 *Resorts, Limited v. Eighth Judicial District Court*. 399 P.3d 334, 343 (Nev. 2017). The
21 evidence shows that [REDACTED]
22 [REDACTED].” The business judgment presumption protects directors from
23 personal liability when they follow an “informed” decision-making process; it is not a “get-out-
24 of-jail-free” card for a board that [REDACTED]
25 [REDACTED]

26 The Court should not endorse such a
27 [REDACTED]
28 [REDACTED]

³⁶ Ex. K (WYNN FGIS0021601, newly produced [REDACTED]
[REDACTED]
[REDACTED]

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1 transparent attempt to stretch Nevada law to protect [REDACTED]

2 [REDACTED]. The Court's order granting summary judgment
3 in favor of the Directors should be reconsidered and amended to deny summary judgment.

4 **III. CONCLUSION**

5 For the foregoing reasons, the Aruze Parties request that the Court reconsider its order
6 granting summary judgment in favor of the WRL Directors, and instead enter an order denying
7 summary judgment.

8 DATED this 19th day of January 2018.

9 By 

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I hereby certify that on the 19th day of January 2018, a true and correct copy of the foregoing **DEFENDANTS' MOTION FOR PARTIAL RELIEF FROM THE AMENDED FINDINGS OF FACT AND CONCLUSIONS OF LAW ENTERED ON DECEMBER 19, 2017** was served by the following method:

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DISTRICT COURT

CLARK COUNTY, NEVADA

WYNN RESORTS, LIMITED, a Nevada
corporation,

Plaintiffs,

vs.

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

Defendants.

AND ALL RELATED CLAIMS.

Case No.: A-12-656710-B
Dept. No.: XI

**APPENDIX OF EXHIBITS
REFERENCED IN ARUZE PARTIES'
MOTION FOR PARTIAL RELIEF
FROM THE AMENDED FINDINGS OF
FACT AND CONCLUSIONS OF LAW
ENTERED ON DECEMBER 19, 2017**

Electronic Filing Case

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	Excerpts of January 12, 2018 Rough Deposition Transcript of Louis J. Freeh (filed under seal)	APP00044-52
B	[REDACTED] (filed under seal)	APP00053-58
C	[REDACTED] (filed under seal)	APP00059-61
D	[REDACTED] (filed under seal)	APP00062-63
E	[REDACTED] (filed under seal)	APP00064-68
F	[REDACTED] (filed under seal)	APP00069-71
G	[REDACTED] (filed under seal)	APP00072-76
H	[REDACTED] (filed under seal)	APP00077-87
I	[REDACTED] (filed under seal)	APP00088-99
J	[REDACTED] (filed under seal)	APP00100-103
K	[REDACTED] (filed under seal)	APP00104-108
L	[REDACTED] (filed under seal)	APP00109-112
M	[REDACTED] (filed under seal)	APP00113-115
N	[REDACTED] (filed under seal)	APP00116-119
O	[REDACTED] (filed under seal)	APP00120-122
P	[REDACTED] (filed under seal)	APP00123-126
Q	[REDACTED] (filed under seal)	APP00127-129

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(filed under seal)

APP00130-32

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