STATE OF NEVADA

CERTIFICATE OF APPROPRIATION OF WATER

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WHEREAS, Ross E. de Lipkau, Agent, has presented to the State Engineer of the State of Nevada, Proof of Application of Water to Beneficial Use, from an underground source, through a drilled well, pump and distribution system for Commercial (Mandalay Bay Resort and Casino) purposes. The point of diversion of water from the source is as follows:

> **NW¼ SE¼ Section 29, T.21S., R.61E., M.D.B.&M., or at a point from which the C¼ corner of said Section 29, bears N. 82°10'44" W., a distance of 627.92 feet situated in Clark County, State of Nevada.**

NOW KNOW YE, That the State Engineer, under the provisions of NRS 533.425, has determined the date, source, purpose, amount of appropriation, and the place where such water is appurtenant, as follows:

Name of appropriator:	**Mandalay Corp.**
Source:	**Underground**
Manner of use:	**Commercial (Mandalay Bay Resort and Casino)**
Amount of appropriation:	***0.0091 c.f.s., but not to exceed 6.14 acre-feet annually**
Period of use:	**January 1st to December 31st of each year**
Date of priority of appropriation:	****December 20, 1938**

Description of the works of diversion, manner and place of use:

Water is developed by means of a drilled well, 990 feet deep, 10-inch diameter casing, equipped with a 20 H.P. Franklin motor, Goulds submersible pump and totalizing meter, thence through a distribution system for commercial use in the cooling towers and for other various outdoor purposes at the Mandalay Bay Resort and Casino located within a portion of the SE¼ Section 29, T.21S., R.61E., M.D.B.&M., being further described as Assessor's Parcel Numbers 162-29-701-001, 162-29-701-002 and 162-29-801-001, Clark County, Nevada.

***The total combined duty of water under Permits 71908, Certificate 17342; 71909, Certificate 17343; 71910, Certificate 17344; 71911, Certificate 17345 and Permit 71912, Certificate 17346 shall not exceed 66.87 acre-feet annually.**

****This certificate changes the point of diversion and place of use of a portion of Permit 59047, which changed the place of use of a portion of Permit 26882, Certificate 8950, which changed the point of diversion, manner and place of use of Permit 13259, Certificate 3913, which changed the point of diversion of Permit 10321, Certificate 3409; therefore, the date of priority remains the same as Permit 10321, Certificate 3409.**

This certificate is issued subject to the terms of the permit.

The right to water hereby determined is limited to the amount which can be beneficially used, not to exceed the amount above specified, and the use is restricted to the place and for the purpose as set forth herein.

IN TESTIMONY WHEREOF, I, TRACY TAYLOR, P.E., State Engineer of Nevada, have hereunto set my hand and the seal of my office, this 4th day of August, A.D., **2009**.

SNC/gkl

FOR State Engineer