

## **CODE OF BUSINESS CONDUCT AND ETHICS AND CONFLICT OF INTEREST POLICY 2006**

**1. General Principles.** This Code of Business Conduct and Ethics and Conflict of Interest Policy (the “**Policy**”) shall apply to all employees and directors of MGM MIRAGE and each of its domestic and foreign subsidiaries and affiliated companies (collectively, the “**Company**”). All Company personnel and directors will be guided in their actions on behalf of the Company by the principles included in this Policy. In addition, the Company may adopt from time to time guidelines designed to assist employees and directors of the Company in complying with this Policy.

**2. Conduct of Business.** The Company strives to maximize profits while adhering to the principles contained in this Policy. The Company believes this can best be done if its dealings with all persons, including the Company’s customers, suppliers, competitors and employees, are honest, fair and ethical. This means that, even if it could obtain higher profits in some other way, the Company will act, and expects employees and directors to act, in accordance with the principles set forth in this Policy.

### **3. Legal Matters.**

**3.1 Compliance with Laws.** It is the Company’s policy to comply with all laws and regulations applicable to it or to the conduct of its business. If any employee has a question about the legality of a Company activity, that question should be referred to the employee’s supervisor, who in turn should refer the question to an officer of the entity for which the employee works. Unless the officer is confident that no legal problems are involved, he or she should in turn refer the question to: (i) the General Counsel of the entity, (ii) the Senior Vice President/Assistant General Counsel of MGM MIRAGE; or (iii) the Executive Vice President/General Counsel of MGM MIRAGE.

**3.2 Contacts with Governmental Authorities.** The Company seeks to cooperate in all reasonable ways with governmental authorities. All contacts by governmental authorities (other than routine contacts in the ordinary course of business) should be reported to: (i) the General Counsel of the entity, (ii) the Senior Vice President/Assistant General Counsel of MGM MIRAGE, or (iii) the Executive Vice President/General Counsel of MGM MIRAGE. No illegal payments shall be made by the Company, any of its employees or directors, or any other person acting on behalf of the Company to any governmental authority. Similarly, in accordance with this Policy and all applicable laws, as a general matter, governmental officials who are directly or indirectly involved in the Company’s affairs should not receive gifts or be given special treatment (*e.g.*, “comps” or discounts) at Company facilities except on the same basis as is afforded to other comparable customers.

**4. Competition.** The Company will compete aggressively, but always fairly and lawfully. The Company will use all lawful means to meet competition and maximize profits, but will not engage in unlawful, unethical or anti-competitive trade practices. Certain kinds of trade practices are so harmful to customers that they are absolutely prohibited by Company policy. Examples include agreements or understandings with competitors (i) on price, (ii) to limit the supply or production or any product or service, or (iii) to disadvantage other competitors. Parties

entering into these types of agreements can be prosecuted under criminal law, resulting in significant fines for corporations and fines and jail time for the directors, officers and employees involved.

Such unlawful agreements on “price” can cover a broad range of agreements among competitors that directly or indirectly affect the price of goods or services. This includes, for example, agreements on price ranges, minimum prices, list prices, advertised prices, pricing formulas, discounts, rebates, profit margins, credit and warranty terms or other terms of sale.

An “agreement” or “understanding” need not be in writing for it to be unlawful. It can be oral or inferred from the conduct of the parties, as illustrated in the following examples:

- An informal observation to a competitor about a company’s likely future prices;
- Comments to a competitor about the desirability of a whole industry following a price increase; or
- Comments to a competitor about the desirability of ceasing discounts to certain customers.

These kinds of situations have been used (along with other circumstantial evidence) to charge companies and individuals with criminal price-fixing. It is for this reason that you should avoid any conduct or activity, formal or informal, from which even an appearance of improper conduct could be drawn.

The obligation to scrupulously avoid even an appearance of impropriety applies in business settings, as well as to communications with competitors in casual social settings (golf games, civic events, dinner parties, etc.). There are no off-the-record discussions with competitors.

There are other activities that under certain circumstances might also violate U.S. and other national antitrust laws, and should be reviewed by the Senior Vice President/Assistant General Counsel of MGM MIRAGE or the Executive Vice President/General Counsel of MGM MIRAGE. Examples include:

- Agreements with suppliers or customers not to do business with others;
- Certain exclusive dealing arrangements;
- Significant differences in prices offered to customers or distributors who compete with each other;
- Charging prices that are below cost in order to drive a competitor out of a market;
- Dictating maximum resale prices; or
- Selling products or services only on the condition that the buyer also purchase a second product or service.

## 5. Public Officials and Candidates.

### 5.1 Definitions. As used in this Policy:

**“Elected or Appointed Official”** means any person elected or appointed to any federal, state, county, municipal or judicial elective or appointive office either in the United States or in any foreign jurisdiction.

**“Elected Official Staff”** means any person employed as an appointee or a staff member of an elected official or an appointee to such a position. This term includes any representative of any political party either in the United States or in any foreign jurisdiction.

**“Regulatory Official”** means any person appointed or employed as a policy maker or staff member of a body that has regulatory authority either in the United States or in any foreign jurisdiction in which the Company is licensed to operate a facility or proposes to operate a facility, including but not limited to gaming regulatory authorities.

**“Political Candidate”** means any person seeking elective office.

**“Union Leader”** means any officer, candidate for union office, or employee of a labor union.

**5.2 Requests for Contributions and Special Accommodations.** Employees of the Company are often requested to offer assistance to Elected or Appointed Officials, Elected Official Staff members, Regulatory Officials, Political Candidates and Union Leaders in making reservations at the Company hotels, shows, and restaurants or to provide them with special rates, accommodations or complimentary services. In addition, many requests are received for political contributions from the MGM MIRAGE Political Action Committee and corporate accounts to support candidates and political parties. Many complex federal, state, local and foreign laws and regulations govern how these requests are handled. The Company makes every effort to comply with all applicable laws and regulations. Accordingly, it is imperative that there be consistent Company-wide policies to handle these sensitive issues to ensure that no violation occurs, particularly since the requirements vary from jurisdiction to jurisdiction.

For the foregoing reasons, all of the following requests shall be forwarded to the Community Affairs Department of MGM MIRAGE:

- (A) Any request for a political contribution or an in-kind contribution of goods or services;
- (B) Any request for special assistance or consideration in connection with any reservation (hotel, show reservations, dinner reservations, golf tee times, etc.) by any Elected or Appointed Officials, Elected Official Staff members, Regulatory Officials, Political Candidates and Union Leaders or any member of their respective staffs;
- (C) Any request for a gift or special treatment by any Elected or Appointed Officials, Elected Official Staff members, Regulatory Officials, Political Candidates and Union Leaders or any member of their respective staffs; and
- (D) Any request to offer assistance to Elected or Appointed Officials, Elected Official Staff members, Regulatory Officials, Political Candidates and Union Leaders in making reservations at the Company hotels, shows, and restaurants or to provide them with special rates, accommodations or complimentary rooms, meals or services, including but not limited to any decisions concerning complimentary rooms or hospitality functions in connection with group conventions or conferences involving any Elected or Appointed Official, Elected Official Staff member, Regulatory Official, Political Candidate or Union Leader or any member of their respective staffs (e.g., political or union meetings or conventions).

Each such request must contain sufficient details outlining the request and include a description of the nature of the relationship between the Company and/or the person referring the request to the Community Affairs Department and the person or entity seeking the contribution or accommodation. No action shall be taken on any of the foregoing requests without the prior authorization of the Community Affairs Department. In all such cases, the Community Affairs Department, in conjunction with legal counsel, will:

- (A) Review the request in accordance with applicable laws, regulations and other requirements, and based on such review, determine the action to be taken with respect to such request;
- (B) Notify the Company employee transmitting the request of the action to be taken and the means of implementing such action; and
- (C) Coordinate with any groups seeking contributions to make arrangements necessary to complete the request if appropriate.

**5.3 Decisions on Marker Limit Authorization.** If an Elected or Appointed Official, Elected Official Staff member, Regulatory Official, Political Candidate or Union Leader or any member of their respective staffs seeks authorization to execute markers or

any action with regard to existing marker limit authorizations, any decision relating thereto must be made using the same criteria as for any other person without regard to the position or status of such person. There may be specific additional legal or regulatory restrictions in granting marker or making marker-related decisions (or similar types of decisions which may be considered credit-related) concerning such individuals, so caution is advised. If any employee has any question about any such restrictions, that question should be referred to the employee's supervisor, who in turn should refer the question to an officer of the entity for which the employee works. Unless the officer is confident that no such restrictions are involved, he or she should in turn refer the question to the Community Affairs Department.

**5.4 MGM MIRAGE Political Action Committee.** Federal law prohibits corporations from donating corporate funds, goods or services, directly or indirectly, to candidates for federal offices. The Company also may not make contributions to political action committees that make contributions to U.S. federal candidates and cannot reimburse its employees for any money they may contribute to U.S. federal candidates or campaigns for U.S. federal office. MGM MIRAGE has established the MGM MIRAGE Political Action Committee to handle such matters should they arise.

**5.5 Additional Prohibitions.** Under applicable law, neither the Company nor its employees may make any political contributions to office holders, candidates for state or local offices, a candidate committee or political party committee, an independent committee related to a candidate or a holder of state or local office, or a committee organized by a legislative caucus of a chamber of the legislature in the states of Michigan or New Jersey. If an employee makes such a political contribution, he or she may be found guilty of a felony punishable by imprisonment and/or fine, and the Company and the employee may be barred by the gaming authorities from receiving or maintaining a gaming license.

**6. Relations with Customers, Suppliers, and Competitors.** No employee or director of the Company may either offer or accept any bribe, kickback, or other unlawful inducement to obtain business from or do business with another entity. Furthermore, no employee may lend to or accept a loan or credit from any customer, tenant, vendor/supplier or competitor of the Company, or from an employee, supervisor or manager or other agent or representative of any such entity. Gratuities for services rendered by hotel, casino, or restaurant employees are, of course, acceptable within the ordinary course of business, as are personal loans from banks or other financial institutions which may also do business with the Company. All purchases of goods and services for the Company are to be done strictly on the basis of price, quality and performance. Accepting gifts from a supplier or potential supplier of goods and/or services or from a customer or potential customer substantial enough to influence an employee's performance or the selection of goods and services is prohibited. Without limiting the foregoing, no employee may accept anything of value aggregating more than \$100 from a supplier or potential supplier or customer of the Company, either as a sample, gift or in the form of entertainment.

**7. Conflict of Interest.**

**7.1 Prohibition.** Employees and directors at all levels shall be free from any interest, influence or relationship that might conflict, or reasonably appear to conflict,

with the best interests of the Company, and they shall discharge their duties with undivided loyalty as measured by the highest standards of law and ethics. This Policy applies to both direct and indirect interests of the employee or director, as applicable, and members of his or her immediate family. It extends to transactions by any person who may act on behalf of such employee or director, as applicable, or family members in connection with such interests. In general, an employee or director will be regarded as having a beneficial interest in any property owned, or any transactions entered into, by his or her spouse, minor children or other dependents.

The existence of an actual or potential conflict of interest depends, of course, on specific facts. The principles discussed herein are intended to alert employees to the problem and to furnish general guidance. In any potential conflict of interest situation, the employee or director must immediately disclose the matter fully and frankly to ~~his or~~ the appropriate person within the Company. Without limiting the foregoing, all employees and directors must provide full and immediate disclosure of any interest which they or members of their immediate families have at the time of hire, or acquire during employment, which create or appear to create a possible conflict with the Company's interests. If, after such disclosure, there is any doubt as to the existence of a conflict of interest, the situation must be disclosed fully by the employee or director to the appropriate person within the Company. Each director and employee should refer to the Company's guidelines on reporting any existing or potential conflict of interest.

If it is determined that there is a conflict of interest, then the affected employee or director may be required to take corrective action requested by the Company to eliminate or satisfactorily resolve the conflict of interest and shall have a continuing duty to update the Company regarding such corrective steps and the circumstances that gave rise to the conflict of interest situation. Such continuing disclosure shall both inform the Company and protect the employee or director and the Company from the harmful effects of any prohibited conflict of interest.

**7.2. Specific Conflict of Interest Situations.** The following situations illustrate the application of this Policy where conflicts are most likely to arise. This list is not all-inclusive and does not cover all possible situations where conflicts of interest might occur in violation of this Policy. In addition, each employee and director should refer to the conflict of interest guidelines for instructions on reporting any existing or potential conflict of interest. Failure to comply with such guidelines may result in such employee or director being in violation of this Policy.

**7.2.1 Relationships with Vendors, Purchasers and Competitors of the Company.** Any employee or director who holds any position or employment with, or who receives any compensation, credits or loans from, or who owns and acquires directly or indirectly, a beneficial interest in or rights to the profits or income of, any entity he or she has reason to believe may supply products or services to, or purchase from, or compete with, the Company may be required to report and disclose the full details concerning such interest or relationship. In such circumstances, a conflict of interest may arise if the employee or director is in a position to influence decisions with respect to any Company transaction involving the other party, and if the interest or relationship is such that it might bring into question such judgments in the Company's best interest.

**7.2.2 Gifts or Favors.** Acceptance of money, gifts or favors from any individual or business entity which an employee has reason to believe may transact business, or may seek to transact business, with the Company, will constitute a violation of this Policy, unless such gifts or favors are valued at an aggregate of \$100 or less or what is considered customary under the circumstances. All offers of gifts and favors in excess of the foregoing amount may not be accepted and must be reported immediately either to the Senior Vice President/Assistant General Counsel of MGM MIRAGE or the Executive Vice President/General Counsel of MGM MIRAGE.

**7.2.3 Protection and Proper Use of Company Assets and Resources.** Employees and directors are responsible for safeguarding and making proper and efficient use of Company funds and property by following procedures to prevent their loss, theft or unauthorized use. Company funds and property include: Company time; cash, checks, drafts and charge cards; land and buildings; records; vehicles; equipment, including fax machines, copiers and telephones; computer hardware, software, networks, e-mail and Internet access; scrap and obsolete equipment; and all other funds and property. Employees may not engage in personal activities on Company time, and may not use or cause to be used, Company funds, facilities, assets, equipment, materials or supplies for his or her personal profit. With the exception of using accumulated frequent flier miles for personal travel, it is against Company policy to use any Company resources for personal gain or benefit. For example, the extension of complimentaries to further personal interests rather than the Company's business purpose is prohibited. Each employee has a duty to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes.

**7.2.4 Corporate Opportunities.** Employees and directors have a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. It is the policy of the Company that employees shall not (i) take for themselves personally opportunities that are discovered through the use of Company property, information or position, (ii) use Company property or position for personal gain or (iii) compete with the Company. Employees and directors are expected to comply with the conflict of interest guidelines prior to acquiring such interest or taking such opportunity.

**7.2.5 Personal Business Transactions.** If an employee or director proposes to engage in personal business transactions with a person or business entity that (i) has provided goods or services to the Company, and (ii) was engaged on behalf of the Company by that employee or director, then the employee's or director's proposed personal business transaction is required to comply with the conflict of interest guidelines.

**7.2.6 Accounting and Use of Company Funds.** The use of Company funds or assets by employees or a director for any unlawful purposes is strictly prohibited. No one shall (i) establish for any purpose undisclosed or unrecorded

funds or assets of the Company, (ii) make false, artificial, or unlawful entries in the books and records of the Company for any reason, (iii) record transactions in a manner which does not comply with Company policy or Generally Accepted Accounting Principles, or (iv) engage in any arrangements that result in such prohibited acts. If there are questions regarding the recording of an accounting transaction, they should be referred to the relevant business unit accounting personnel or the Senior Vice President of Accounting of MGM MIRAGE. No consultants, agents, attorneys or other such representatives will be retained by any employee where, because of the size and/or nature of the fees or payments to be made, there is reason to believe that all or part of said payments will be transmitted to government officials or their representatives or agents, except "Facilitating Payments" permissible under the Foreign Corrupt Practices Act, which are minor payments to officials made for the purposes of causing them to perform their legally obligated functions or services (See Section 8 below). Any employee or director having information or knowledge of any unrecorded fund or asset or of the foregoing prohibited acts shall promptly report such matter either to the Senior Vice President/Assistant General Counsel of MGM MIRAGE or the Executive Vice President/General Counsel of MGM MIRAGE, or report the matter through the Company's anonymous employee hot line.

## **8. Foreign Transactions and Payments.**

**8.1 Foreign Corrupt Practices Act.** All employees and agents shall comply with the ethical standards and applicable legal requirements of the Foreign Corrupt Practices Act and of each foreign country in which its business is conducted. The Foreign Corrupt Practices Act makes it a criminal offense for a United States company or agent on its behalf to pay anything of value to any foreign governmental official to influence any official action in securing, retaining or directing business. This prohibition applies to bribes, kickbacks or like payments made directly to such foreign officials or indirectly through seemingly legitimate payments, such as commissions or consulting fees paid to overseas agents or representatives, and to unlawful political contributions to foreign political parties or candidates. Facilitating Payments, which are minor payments to officials for the purpose of causing them to perform their legally obligated functions or services, are permissible under the Foreign Corrupt Practices Act. Because of the broad reach of the Foreign Corrupt Practices Act and its harsh criminal penalties for a violation, each employee should consult with either the Senior Vice President/Assistant General Counsel of MGM MIRAGE or the Executive Vice President/General Counsel of MGM MIRAGE before concluding any transaction which even appears to involve a foreign payment.

**8.2 International Travel.** All employees must comply with the international travel policies and procedures of MGM MIRAGE as set forth in the International Travel Declarations of MGM MIRAGE, as the same may be modified and supplemented from time to time.

**Marketing employees** must (i) attend and satisfactorily complete Regulation 6A training (if applicable), (ii) complete training given by the Regulatory Compliance Officer of MGM MIRAGE in then current MGM MIRAGE international travel policies and procedures, and (iii) read the MGM MIRAGE Currency Declarations containing the

relevant laws of the country(ies) of travel and sign an acknowledgment of the employee's understanding of the contents of such Currency Declarations. International Travel Declarations and Currency Declarations are to be obtained from the Compliance Officer of MGM MIRAGE International.

**Non-Marketing employees**, whether or not they intend to travel internationally, must complete a General Declaration of International Travel annually and sign an acknowledgment of the employee's understanding of the contents of such General Declaration. The General Declaration accompanies the Code of Conduct and is to be signed and returned along with the Code of Conduct.

**9. Confidentiality.** Confidentiality is an essential requirement of our business. Therefore, information that employees regularly receive during the course of the business day must be treated appropriately, and not disclosed to others. Confidential information must be kept in strict confidence and includes all information about our customers, information about those entities or persons with which the Company has a business relationship or a potential business relationship, and any market or play data with respect to customers or potential customers, Company business and marketing plans and reports, and Company technical or financial information. Disclosure or use of information of this type can have an adverse impact on the Company. The key to confidentiality is that employees may neither disclose nor make unauthorized use of Company information acquired by the employee in the course of that employee's employment. The obligation not to disclose confidential information survives and continues even after an employee is no longer an employee of the Company. It is also Company policy that employees afford the same respect to confidential information to which they may have had access from parties who contract with the Company or as employees of another company, unless such information is made available with the consent of the other company or has otherwise become publicly available. Certain departments within the Company have additional standards of confidentiality, and employees must also adhere to any specific confidentiality standards adopted by the department in which such employees work.

**10. Outside Associations.** The Company is a highly visible company operating in a business which is the subject of continuing scrutiny. Therefore, directors, officers and employees are required to avoid outside associations which might reflect negatively on the Company or adversely affect its reputation.

**11. Relationships with Auditors and Counsel; Public Disclosure.**

**11.1 Full Cooperation.** All employees are expected to cooperate fully with and be candid and forthcoming in providing information to the Company's internal and outside auditors, its counsel, and others designated by them to gather information.

**11.2 Improper Influence on Conduct of Audits.** No employee shall directly or indirectly make or cause to be made a materially false or misleading statement to any internal auditor, investigator, consultant or to any accountant in connection with any audit, review or examination, including, but not limited to, any audit, review or examination of the Company's financial statements or the preparation of any document or report required to be filed with the Securities Exchange Commission. No employee shall omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were

made, not misleading, to an internal auditor, investigator consultant or accountant in connection with any audit, review or examination, including, but not limited to, any audit, review or examination of the financial statements of the Company or the preparation or filing of any document or report required to be filed with the Securities Exchange Commission. No employee shall directly or indirectly take any action to coerce, manipulate, mislead, or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the financial statements of the Company.

11.3 Public Disclosure. When preparing and reviewing disclosure to be included in reports and documents to be filed with, or submitted to, the Securities and Exchange Commission and in other public communications made by the Company, the chief executive officer, the chief financial officer, the principal accounting officer, and other employees of the Company performing similar functions will ensure that such disclosure is presented in a full, fair, accurate, timely, and understandable manner.

## 12. Securities Laws.

### 12.1 Trading in MGM MIRAGE Securities.

*Prohibited Activity.* All employees and directors must comply with MGM MIRAGE's insider trading and confidentiality policy. The insider trading and confidentiality policy set forth herein is in addition to the MGM MIRAGE Trading Window Policy with which all directors and employees must comply.

Pursuant to federal securities laws and MGM MIRAGE's policy, employees and directors may not (i) purchase or sell any stock or other securities of MGM MIRAGE if such purchases or sales are based on material, non-public information, which conduct is known as "insider trading" or (ii) pass such information on to someone who may buy or sell securities – known as "tipping." In addition, you should not disclose material non-public information to anyone, including co-workers, unless the person receiving the information has a legitimate need to know the information for purposes of carrying out the Company's business. If you leave the Company, you must maintain the confidentiality of such information until it has been adequately disclosed to the public by the Company.

*Potential Penalties.* Transactions or activities in violation of MGM MIRAGE's policy are illegal and may subject you and/or MGM MIRAGE to severe criminal and civil penalties. Failure to comply with MGM MIRAGE's policy could result in:

Forfeiture of trading gains made or losses avoided, as well as civil penalties of up to three times the trading gains made or losses avoided;

Criminal fines of up to \$1 million per violation;

Imprisonment for up to 10 years per violation; and/or

Injunctions against future violations.

*Material Information.* Information is “material” if (a) there is a substantial likelihood that a reasonable investor would find the information “important” in determining whether to trade in a security or (b) the information, if made public, likely would affect the market price of the security. As a practical matter, it is sometimes difficult to determine whether inside information is material. Although there is no precise, generally accepted definition of materiality, information could be deemed to be “material” if it relates to: changes in dividend policy, earnings or financial results; new or lost contracts or products; important personnel changes; mergers, acquisitions, divestitures or joint ventures; important litigation developments; and important regulatory, judicial or legislative actions. Information may be material even if it relates to future, speculative, or contingent events and even if it is significant only when considered in combination with publicly available information. If you are making an investment decision because of something you know about MGM MIRAGE or its subsidiaries that is non-public information and you believe that a reasonable investor would also make an investment decision based in whole or in part on that information, you should not be trading in MGM MIRAGE securities until that information is either publicly disclosed or you are advised by the MGM MIRAGE’s Executive Vice President/General Counsel or Senior Vice President/Assistant General Counsel, that such trading would not be improper.

*Non-public Information.* Information is considered to be non-public unless it has been adequately disseminated, which means that the information must be publicly disclosed, and adequate time must have passed for the securities markets to digest the information. Examples of adequate disclosure include public filings with securities regulatory authorities and the issuance of press releases.

If there is any question as to whether information regarding MGM MIRAGE or another company with which it has dealings is material or has been adequately disclosed to the public, you may consult with the Executive Vice President/General Counsel of MGM MIRAGE or Senior Vice President/Assistant General Counsel of MGM MIRAGE. However, it is the ultimate responsibility of each director and employee to determine whether he or she possesses material non-public information about the Company.

**12.2 Fair Disclosure.** Federal regulations require that whenever the Company (or certain persons acting on its behalf) discloses material non-public information to certain enumerated persons, the Company must make public disclosure of that same information simultaneously (for intentional disclosures) or promptly (for non-intentional disclosures). Serious problems could be caused for the Company by unauthorized disclosure of internal information about the Company, whether or not for the purpose of facilitating improper trading in the Company’s securities. Accordingly, employees and directors must not discuss internal Company matters or developments with anyone outside the Company, including family members, except as required in the performance of regular duties. This prohibition applies specifically (but not exclusively) to inquiries about the Company which may be made by the financial press, investment analysts, or others in the financial community. It is important that all such communications on behalf of the Company be through an appropriately designated official under carefully controlled circumstances. Unless you are expressly authorized to the contrary, if you receive inquiries of this nature, you should decline comment and refer the inquirer to (i)

the President, Chief Financial Officer and Treasurer of MGM MIRAGE, (ii) the Senior Vice President/Assistant General Counsel of MGM MIRAGE, or (iii) the Executive Vice President/General Counsel of MGM MIRAGE. **IF YOU HAVE ANY DOUBT AS TO YOUR RESPONSIBILITIES UNDER THESE GUIDELINES, SEEK CLARIFICATION AND GUIDANCE BEFORE YOU ACT. DO NOT TRY TO RESOLVE UNCERTAINTIES ON YOUR OWN.** Employees at all levels are expected to strictly comply with these procedures. Failure to observe them may result in serious legal difficulties for you, as well as the Company. Any failures to follow the letter or spirit of these procedures will be considered a matter of extreme seriousness and the basis for immediate termination.

**13. Equal Opportunity Policy.** The Company is committed to a policy of equal opportunity in employment for all applicants and employees. The law and the Company's policy prohibit discrimination in any aspect of employment based on race, color, national origin, sex, age, religion, disability, perceived disability, veteran status, sexual orientation, or any other basis protected by law. The Americans with Disabilities Act of 1990 prohibits discrimination against an individual with a disability who meets the qualifications of the position the he or she seeks or holds and can perform the essential functions of the job with or without reasonable accommodation. Under certain circumstances the law imposes upon the Company a duty of reasonable accommodation to a qualified individual with a disability as that term is defined by law. All employment actions affecting Company employees, including hiring, compensation, training, promotion, discipline, termination and the terms, conditions or privileges of employment, must be administered fairly in accordance with applicable laws. Any employee who believes he or she has been discriminated against in our workplace is expected to report or make a complaint about the matter immediately to the Employee Relations Manager or Vice President of Human Resources for the entity at which he or she is employed. If the employee or individual is uncomfortable reporting the conduct to the Human Resources Department, he or she may report the matter to a member of management or senior management of the entity at which he or she is employed. Moreover, any employee request for accommodation of an asserted disability should be reviewed with the Human Resources Department of the entity at which he/she is employed.

**14. Zero Tolerance for Harassment or Retaliation.** The Company's commitment to equal treatment in employment includes maintaining a workplace free from harassment based on race, color, national origin, sex, age, religion, disability, perceived disability, veteran status, sexual orientation, or any other basis protected by law. The Company has a "zero tolerance" policy for (i) any form of harassment or discrimination in the workplace, (ii) retaliation against or harassment of an employee for having exercised the legal right to complain about prohibited harassment or discrimination or (iii) retaliation against or harassment of an employee on account of reporting a violation of this Policy. Harassment based on any of the above factors is a form of discrimination, and includes any unwelcome behavior (verbal or physical) that disparages or degrades an employee based on the above factors and that unreasonably interferes with an employee's job performance or causes an offensive or intimidating work environment. Any employee who believes that he or she has been harassed or retaliated against while on the job must immediately report such conduct to the Vice President of Human Resources or the Employee Relations Manager of the entity for which the employee works. If the employee is uncomfortable reporting the harassing conduct to the Human Resources Department, he or she may report the matter to a member of management or senior management of the entity at which he or she is employed. An employee who believes that he or she is being discriminated against

or harassed may also but is not obligated to notify the offender that his or her behavior is unwelcome and should stop, although such a confrontation is not always appropriate or advisable. Please be further advised that the Company's policy also prohibits discrimination, harassment and retaliation against customers, vendors, suppliers, or other visitors to the Company based on any factor prohibited by law.

**15. Protection of Employee Records.** The Company recognizes that privacy is important to everyone. The Company therefore maintains only those employee records required for business, legal or contractual reasons, and limits access to and knowledge of those records to people who need the information for legitimate business or legal purposes. If you have access to personal information about co-workers, take precautions to ensure that it is not misused or improperly disclosed. In addition, observe all applicable laws regarding employee information, including those regarding information gathering, requiring maintenance of records for a specific time and at a specific location, and those limiting the movement of personnel data across national borders.

**16. Accuracy of Records Maintenance and Retention.** Accurate and complete records are critical in meeting the Company's financial, legal and management obligations, as well as in fulfilling the Company's obligations to customers, suppliers, stockholders, employees, regulatory authorities, government agencies and ministries, and others. Company records include employee and payroll records, vouchers, bills, time reports, billing records, measurement, performance and production records and other essential data. To protect Company records, the Company does the following:

- Prepares records accurately and completely;
- Signs only records that are accurate and complete;
- Retains records, both hard copy and electronic, according to legal requirements and the Company's records retention schedule; and
- Discloses records only as authorized by Company policy.

In addition, whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or government investigation, all possibly relevant documents should be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation should be immediately suspended. If any employee is uncertain whether documents under his or her control should be preserved because they might relate to a lawsuit or investigation, he or should contact the Senior Vice President/Assistant General Counsel of MGM MIRAGE, or the Executive Vice President/General Counsel of MGM MIRAGE.

Questions about protecting or releasing Company records should be directed to the Senior Vice President/Assistant General Counsel of MGM MIRAGE, or the Executive Vice President/General Counsel of MGM MIRAGE.

**17. E-Mail.** E-Mail is provided for business use, including, but not limited to, sending work-related correspondence, approved announcements and meeting schedules. The e-

mail system, including its contents and passwords, are the property of the Company. E-mail sent to an employee or on Company equipment or using a Company system may be viewed or retrieved by Company personnel. Such e-mail is, therefore, not private, and employees should have no expectation that such communications will be treated as private. For example, e-Mail may not be used to send, receive or store messages that contain:

- Sexually explicit or pornographic images, messages, videos or cartoons;
- Ethnic slurs, racial epithets, or anything that may be construed as harassment or disparagement of others based on their race, color, national origin, sex, sexual orientation, age, disability, perceived disability, veteran status, or religious or political beliefs;
- Trade secrets or other confidential Company information except as necessary in the ordinary course of business;
- Personnel information (e.g. discussion of performance reviews, disciplinary actions, employee relations inquiries) except as necessary during the normal course of business;
- Unauthorized financial documents or records;
- Chain letters, jokes, offers to buy or sell goods or other non-business material of a trivial or frivolous nature;
- Violations of any local, state or federal law;
- Any solicitation for commercial ventures, religious or political causes;
- Privileged communications with legal counsel except as necessary during the normal course of business;
- Copyrighted software or copyrighted documents as e-mail attachments, without permission from the author to send or reproduce;
- Disruptive materials or materials considered unreasonably offensive to others or harmful to morale; or
- Information or content used by an employee for his or her personal business or gain, or that of a competitor.

## **18. Compliance; Interpretation of Policy.**

**18.1 Acknowledgment of Compliance With Policy.** All Company personnel at the Vice President or more senior level, or serving in such other capacities as the Company may designate, shall be required to acknowledge their adherence to this Policy upon hire and thereafter on an annual basis, which acknowledgment shall be in such form as the Company may designate from time to time. The principles reflected in this Policy

will also be set forth, in whole or in part, in each of the Company's various employment manuals, and as such, will constitute a part of the terms and conditions of employment of all employees of the Company. Upon hire, all employees shall be required to acknowledge in writing their agreement to abide by the terms and conditions set forth in the employment manual of the entity for which the employee works.

**18.2 Interpretation of Policy.** Any person who has questions about this Policy must address them to his immediate supervisor (or to such other person or persons as may be designated in specific sections of this Policy). If the supervisor is in doubt as to the interpretation of this Policy, he or she should contact the Senior Vice President/Assistant General Counsel of MGM MIRAGE or the Executive Vice President/General Counsel of MGM MIRAGE.

**18.3 Waivers of the Policy.** We expect that waivers of the Policy will rarely be requested or granted. Waivers can be granted only by the Executive Vice President/General Counsel after consultation with the appropriate supervisor. Waivers for members of the Board of Directors and executive officers can be granted only by the Board of Directors or the Audit Committee thereof, and must be promptly disclosed as required by law or regulation.

**19. Violations.** Employees who violate this Policy will be subject to discipline, up to and including termination of employment and/or initiation of legal action against such employees. Employees shall have a responsibility to submit a report of any material violations of this Policy to his or her supervisor or through other appropriate means (such as through the Company's anonymous employee hotline), and failure to do so may also result in discipline against any such employee, up to and including termination of employment. Any such supervisor shall, in turn, report any known or suspected violations of this Policy to the Senior Vice President/Assistant General Counsel of MGM MIRAGE or the Executive Vice President/General Counsel of MGM MIRAGE. To encourage employees to report such violations, any form of retaliation against an employee who reports a violation of this Policy is strictly prohibited.

**20. Notification of Arrest or Legal Proceedings.** Any employee who is arrested or issued a complaint or other legal process such as a subpoena to appear/testify in court before a Grand Jury in connection with a violation of federal or state law shall immediately notify his or her supervisor of such fact. Failure to so notify your supervisor is a violation of this Policy which can result in disciplinary action up to and including termination of employment.

**21. Furnishing Disclosure Information.** With respect to any disclosure information furnished by an employee in accordance with this Policy, the Company will endeavor to properly protect such information and handle it on a strictly confidential basis; however, such confidentiality cannot be assured. The Company will thoroughly and promptly investigate violations of this Policy.

**22. Copyrights.** Employees should never infringe copyrights. Copyright laws protect the exclusive use of original content such as books, articles, photos, scripts, video, software, music, web sites, artistic works and the like. Employees should not make digital or physical copies of such content without first obtaining the written permission of the content's creator or seeking authorization from the Legal Department. Employees may not infringe on any

computer software copyright licenses. All software used on Company computers must be registered to the Company rather than to any individual employee. Employees may not copy and distribute through the Company's e-mail system any copyrighted material of a third party (such as software, database files, documentation, articles and graphic files) unless the employee has obtained the right for the Company to copy or distribute such material.

**23. Trademarks.** Trademark laws protect brand names, logos and other identifiers of the source of goods and services. All Company logos, property and venue names are trademarked. Company trademarks should not be used by employees for personal or non-Company purposes. Company Logos may not be altered in any way. Rather, they should be represented using approved art work and accompanied by the appropriate TM or ® symbol. Employees may not infringe the trademark rights of third parties and should seek the guidance of the Legal Department in adopting new trademarks or using the trademarks of other companies.

**24. Business Cards.** Employees may not use Company business cards which do not accurately reflect their title and position in the Company, nor may they print Company business cards on their own.

**25. Outside Computer Use; Internet and Domain Name Use.**

**25.1 Remote Computer Use and Access.** Except with specific prior authorization from the MGM MIRAGE Information Systems Department, employees may not remotely access the Company's computer network, including the Company's e-mail accounts. Any such approved remote access shall be in accordance with the guidelines and procedures, including without limitation, all security procedures, implemented by the MGM MIRAGE Information Systems Department from time to time. Except with specific prior authorization, employees may not use their own or other computer systems for Company business.

**25.2 Representation of Company on Internet Web Sites.** Without specific prior authorization, employees may not conduct Company business, speak on behalf of or about the Company or its employees, advertise or promote the Company, or otherwise purport to represent the Company through any Internet web site, chat room, Usenet, e-mail address or other electronic means other than those owned and operated by the Company.

**25.3 Internet Domain Names.** Employees may not register any domain name for themselves or any third party if such domain name is the same or confusingly similar to any registered or common law trademark owned by the Company.

**26. Employee Gambling Policy.** The Company has adopted an Employee Gambling Policy to ensure compliance with applicable gaming laws and regulations and consistent customer service standards at all Company properties. All employees must comply with the Employee Gambling Policy, as the same may be modified and supplemented from time to time.

**27. Employee Hot Line.** If any employee is aware of a situation in which he or she believes that the Company's ethical, legal, or safety procedures have been violated, it is important that the employee immediately report his or her concerns. The best way for the employee to take action is for him or her to talk to his or her Supervisor, his or her Department

Manager or his or her Division Vice President. The Company also employs an independent company, “The Network”, to operate an employee ethics and compliance hot line. This service provides employees with an additional way to voice their concerns and help the Company identify serious issues or violations early. Employees can call the hot line toll free at 1-877-597-7462 to report any type of illegal, unethical, or unsafe behavior at work, for example, theft, discrimination, workplace violence, or fraud. The service is available 24 hours a day, 7 days a week and employees are not required to give their name when they call.