

## MGM MIRAGE Completes Historic Capital Raise

5/19/2009

- Company Completes Sale of \$1.5 Billion of Senior Secured Notes and Sale of Over \$1 Billion of Common Stock
- Senior Credit Facility Amended

PRNewswire-FirstCall

LAS VEGAS

MGM MIRAGE (NYSE: MGM) announced today that it has completed its previously announced private offering of \$1.5 billion total principal amount of senior secured notes and underwritten public offering of more than \$1 billion of MGM MIRAGE common stock. The Company also announced that Amendment No. 6 to its senior credit facility became effective today.

"This marks a new beginning for our company," said Jim Murren, Chairman and CEO of MGM MIRAGE. "The tireless efforts of our finance and legal teams, along with the support of our lenders and investors, have culminated in a viable solution to the complex issues relating to our financial position and liquidity. We are now well positioned to continue the work needed to achieve recovery and improve profitability, and we do so while still possessing the finest brand portfolio in the industry and the promise of CityCenter, a development that I am confident will surpass expectations."

The senior secured notes were issued in two tranches consisting of: \$650 million of 10.375% senior secured notes due 2014 at a price of 97.184%; and \$850 million of 11.125% senior secured notes due 2017 at a price of 97.344%. The notes rank as general senior obligations of MGM MIRAGE, are guaranteed by substantially all of MGM MIRAGE's subsidiaries and have a first priority security interest in Bellagio and The Mirage. The Company received approximately \$1.42 billion in net proceeds from the sale of the notes.

The Company issued 143 million shares of common stock to the public, as well as 21.45 million shares pursuant to the underwriters' over-allotment option, at a per share price of \$7.00. The Company received total net proceeds of approximately \$1.10 billion from the sale of the common stock.

The net proceeds from the sale of the senior secured notes and common stock will be used to: (i) repay a portion of the outstanding amount under the senior credit facility, including a permanent repayment of approximately \$825.6 million; (ii) redeem all of the 7.25% Senior Debentures due 2017 of Mirage Resorts, Incorporated; (iii) purchase all of our 6% Senior Notes due 2009 and all of the 6.50% Senior Notes of Mandalay Resort Group tendered in the pending tender offers; and (iv) for general corporate purposes.

Amendment No. 6 to the Company's senior secured credit facility allowed the Company to execute the offerings described above, permanently waived prior non-compliance with financial covenants, and amended the financial covenants to provide for minimum EBITDA and maximum annual capital expenditure tests, replacing the previous leverage and interest coverage tests. The senior credit facility matures in October 2011.

The senior secured notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws, and, unless so registered, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

MGM MIRAGE (NYSE: MGM), one of the world's leading and most respected companies with significant holdings in gaming, hospitality and entertainment, owns and operates 16 properties located in Nevada, Mississippi and Michigan, and has 50% investments in four other properties in Nevada, New Jersey, Illinois and Macau. CityCenter, an unprecedented urban metropolis on the Las Vegas Strip scheduled to open in late 2009, is a joint venture between MGM MIRAGE and Infinity World Development Corp, a subsidiary of Dubai World. MGM MIRAGE Hospitality has entered into management agreements for future casino and non-casino resorts in the People's Republic of China, Abu Dhabi, U.A.E. and Vietnam. MGM MIRAGE supports responsible gaming and has implemented the American Gaming Association's Code of Conduct for Responsible Gaming at its properties. MGM MIRAGE has received numerous awards and recognitions for its industry-leading Diversity Initiative and its community philanthropy programs. For more information about MGM MIRAGE, please visit the company's website at <http://www.mgmmirage.com/>.

Statements in this release which are not historical facts are "forward looking" statements and "safe harbor statements" under the Private Securities Litigation Reform Act of 1995 that involve risks and/or uncertainties, including risks and/or uncertainties as described in the company's public filings with the Securities and Exchange Commission.

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SOURCE: MGM MIRAGE

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Company News On-Call: <http://www.prnewswire.com/comp/000725.html>