

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 7)\***

---

**WYNN RESORTS, LIMITED**

(Name of issuer)

---

**Common Stock**  
(Title of class of securities)

**983134 10 7**  
(CUSIP number)

**Dennis O. Garris  
Alston & Bird LLP  
950 F Street NW  
Washington, DC 20004-1404  
(202) 239-3452**

(Name, address and telephone number of person authorized to receive notices and communications)

**January 11, 2011**  
(Date of event which requires filing of this statement)

---

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

---

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

(1)	Names of reporting persons ARUZE USA, INC.
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
(3)	SEC use only
(4)	Source of funds (see instructions) AF
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
(6)	Citizenship or place of organization Nevada, U.S.A.
Number of shares beneficially owned by each reporting person with:	(7) Sole voting power 0
	(8) Shared voting power 44,408,300*
	(9) Sole dispositive power 0
	(10) Shared dispositive power 24,549,222*
(11)	Aggregate amount beneficially owned by each reporting person 44,408,300*
(12)	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>
(13)	Percent of class represented by amount in Row (11) 35.5%**
(14)	Type of reporting person (see instructions) CO

\* Includes 10,026,708 shares (the "SAW Shares") held by Stephen A. Wynn ("Mr. Wynn") and 9,832,370 shares (the "EW Shares") held by Elaine P. Wynn ("Ms. Wynn") that may be deemed to be beneficially owned by the Reporting Persons as a result of that certain amended and restated stockholders agreement, dated as of January 6, 2010 (the "Stockholder Agreement"), among Mr. Wynn, Ms. Wynn and Aruze USA, Inc. The Reporting Persons disclaim beneficial ownership of the SAW Shares and the EW Shares. See Item 4.

\*\* Based on 124,957,158 shares of common stock outstanding as of November 1, 2011, according to the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2011.

(1)	Names of reporting persons UNIVERSAL ENTERTAINMENT CORPORATION
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
(3)	SEC use only
(4)	Source of funds (see instructions) OO
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
(6)	Citizenship or place of organization Japan
Number of shares beneficially owned by each reporting person with:	(7) Sole voting power 0
	(8) Shared voting power 44,408,300*
	(9) Sole dispositive power 0
	(10) Shared dispositive power 24,549,222*
(11)	Aggregate amount beneficially owned by each reporting person 44,408,300*
(12)	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>
(13)	Percent of class represented by amount in Row (11) 35.5%**
(14)	Type of reporting person (see instructions) CO

\* Includes 10,026,708 shares (the "SAW Shares") held by Stephen A. Wynn ("Mr. Wynn") and 9,832,370 shares (the "EW Shares") held by Elaine P. Wynn ("Ms. Wynn") that may be deemed to be beneficially owned by the Reporting Persons as a result of that certain amended and restated stockholders agreement, dated as of January 6, 2010 (the "Stockholder Agreement"), among Mr. Wynn, Ms. Wynn and Aruze USA, Inc. The Reporting Persons disclaim beneficial ownership of the SAW Shares and the EW Shares. See Item 4.

\*\* Based on 124,957,158 shares of common stock outstanding as of November 1, 2011, according to the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2011.

(1)	Names of reporting persons KAZUO OKADA	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC use only	
(4)	Source of funds (see instructions) PF	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
(6)	Citizenship or place of organization Japan	
Number of shares beneficially owned by each reporting person with:	(7)	Sole voting power 0
	(8)	Shared voting power 44,408,300*
	(9)	Sole dispositive power 0*
	(10)	Shared dispositive power 24,549,222*
(11)	Aggregate amount beneficially owned by each reporting person 44,408,300*	
(12)	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11) 35.5%**	
(14)	Type of reporting person (see instructions) IN	

\* Includes 10,026,708 shares (the "SAW Shares") held by Stephen A. Wynn ("Mr. Wynn") and 9,832,370 shares (the "EW Shares") held by Elaine P. Wynn ("Ms. Wynn") that may be deemed to be beneficially owned by the Reporting Persons as a result of that certain amended and restated stockholders agreement, dated as of January 6, 2010 (the "Stockholder Agreement"), among Mr. Wynn, Ms. Wynn and Aruze USA, Inc. The Reporting Persons disclaim beneficial ownership of the SAW Shares and the EW Shares. See Item 4.

\*\* Based on 124,957,158 shares of common stock outstanding as of November 1, 2011, according to the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2011.

This Amendment No. 7 to Schedule 13D (“Amendment No. 7”) amends and supplements the statement on Schedule 13D initially filed with the Securities and Exchange Commission (the “SEC”) on November 13, 2002 (the “Original Filing”), as amended by Amendment No. 1 filed on November 14, 2006, by Amendment No. 2 filed on August 3, 2009, by Amendment No. 3 filed on August 18, 2009, by Amendment No. 4 filed on January 6, 2010, by Amendment No. 5 filed on December 3, 2010 and by Amendment No. 6 filed on December 20, 2010 by Aruze, USA, Inc., Universal Entertainment Corporation and Kazuo Okada (collectively the “Reporting Persons”). Information reported in the Original Filing, as amended, remains in effect except to the extent that it is expressly amended, restated or superseded by information contained in this Amendment No. 7. Capitalized terms used and not defined in this Amendment No. 7 have the meanings set forth in the Original Filing, as amended.

This Amendment No. 7 is being filed jointly pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), by the Reporting Persons.

#### **Item 4. Purpose of Transaction**

Item 4 is hereby amended as follows:

On January 11, 2011, Mr. Okada filed a Petition for Writ of Mandamus (the “Petition”) in the District Court of Clark County, Nevada against the Issuer to compel the Issuer to produce certain of its books and records. Mr. Okada filed the Petition due to certain actions of the Issuer described in the Petition. A copy of the Petition is attached as Exhibit 1 to this Amendment No. 7 and is hereby incorporated by reference.

The Reporting Persons are evaluating recent events and will take whatever action that they deem necessary and appropriate to protect the value of their investment in the Issuer’s common stock, which may relate to or could result in the transactions or changes contemplated by Items 4(a) through 4(j) of Schedule 13D. In addition to the actions described in this Item 4, Reporting Persons reserve the right to review their investment in the Issuer on a continuing basis, to formulate or amend plans and/or make proposals and to pursue any number of additional actions with respect to their investment in the Issuer’s common stock, including: (i) communicating with the Issuer, its board of directors, other shareholders or third parties regarding the Issuer’s board of directors or any other transactions or changes contemplated by Items 4(a)-(j) of Schedule 13D, (ii) proposing nominees to the board of directors, (iii) acquire beneficial ownership of additional securities in the open market, in privately negotiated transactions or otherwise, (iv) taking any other actions which could involve one or more types of transactions or have one or more of the results described in Items 4(a)-(j) of Schedule 13D, (v) dispose of all or part of its holdings of securities, or (vi) changing their intention with respect to any or all matters referred to in this Item 4. The factors the Reporting Persons may consider in reviewing their investment include, without limitation, a continuing analysis of the Issuer’s business, financial condition, operations and prospects, board composition and, actions, management structure, general market and economic conditions, the relative attractiveness of alternative business and investment opportunities, and other future developments.

#### **Item 7. Material to Be Filed as Exhibits**

- |           |  |
|-----------|--|
| Exhibit 1 | Petition for a Writ of Mandamus filed on January 11, 2012 by the Kazuo Okada against Wynn Resorts, Limited in the District Court of Clark County Nevada. |
| Exhibit 2 | Joint Filing Agreement, dated January 11, 2012 among Aruze USA, Inc., Universal Entertainment Corporation and Kazuo Okada.                               |

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this amended statement is true, complete and correct.

Date: January 11, 2012

ARUZE USA, INC.

/s/ Kazuo Okada

By: Kazuo Okada

Its: President

UNIVERSAL ENTERTAINMENT CORPORATION

/s/ Kazuo Okada

By: Kazuo Okada

Its: Chairman and Director

/s/ Kazuo Okada

Kazuo Okada, Individually

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
1	Petition for a Writ of Mandamus filed on January 11, 2012 by the Kazuo Okada against Wynn Resorts, Limited in the District Court of Clark County Nevada.
2	Joint Filing Agreement, dated January 11, 2012 among Aruze USA, Inc., Universal Entertainment Corporation and Kazuo Okada.

0016

Paul R. Hejmanowski (SBN #94)  
Charles H. McCrea, Jr. (SBN #104)  
LIONEL SAWYER & COLLINS  
1700 Bank of America Plaza  
300 South Fourth Street  
Las Vegas, Nevada 89101  
Telephone: (702) 383-8888  
Facsimile: (702) 383-8845

Gidon M. Caine (*Pro Hac Vice Pending*)  
ALSTON & BIRD LLP  
275 Middlefield Road, Suite 150  
Menlo Park, California 94025  
Telephone: 650-838-2000  
Facsimile: 650-838-2001

*Attorneys for Petitioner*  
KAZUO OKADA

**DISTRICT COURT  
CLARK COUNTY, NEVADA**

KAZUO OKADA, an individual,

CASE NO.

Petitioner,

DEPT. NO.

-against-

**PETITION FOR A WRIT  
OF MANDAMUS**

WYNN RESORTS, LIMITED, a Nevada corporation,

**[ARBITRATION EXEMPTION CLAIMED: PETITION SEEKS  
INJUNCTIVE RELIEF]**

Respondent.

**[BUSINESS COURT REQUESTED: NRS CHAPTER 78]**

COMES NOW Petitioner KAZUO OKADA (“Mr. Okada”), by and through his counsel LIONEL SAWYER & COLLINS and ALSTON & BIRD LLP, against Respondent Wynn Resorts, Limited (“Wynn Resorts” or the “Company”), and pursuant to Nev. Rev. Stat. § 34.150 *et seq.* respectfully petitions the Court for a writ of mandamus compelling Respondent to produce certain books and records. This verified Petition is made and based on the facts set forth below and the Affidavit of Charles H. McCrea, Jr. and Memorandum of Law filed herewith:



## NATURE OF THE ACTION

1. This action arises because Wynn Resorts has refused Mr. Okada access to the books and records of the Company. As a Director of Wynn Resorts (indeed, one who indirectly owns 19.66 percent of the Company), Mr. Okada has an irrefutable right to review the books and records of the Company. Yet, despite several written demands, Wynn Resorts insists on keeping its books and records hidden from its Director's scrutiny. This action seeks an order that Mr. Okada and his attorneys be permitted to inspect the Company's books and records.

2. In October 2000, Mr. Okada caused Aruze USA, Inc. ("Aruze USA"), a Nevada company he indirectly controls, to invest \$260 million in the predecessor organization to Wynn Resorts in Las Vegas, Nevada.

3. In April 2002, Aruze USA invested a further \$120 million in the predecessor organization to Wynn Resorts at the request of Stephen A. Wynn, the Company's Chairman and Chief Executive Officer ("Mr. Wynn"), including \$30 million because Mr. Wynn said that the Company needed help to advance the Company's development of a casino project in the Macau Special Administrative Region of the People's Republic of China.

4. As a Director of the Company, Mr. Okada has the right and obligation to be informed concerning the Company's business so that he may ensure that it is being managed properly for the benefit of all of its shareholders. Recent events, including the Company's July 2011 pledge of HK\$1 billion to the University of Macau Development Foundation (to which Mr. Okada formally objected), have led Mr. Okada to seek to exercise his right as a Director to review the books and records of the Company. In particular, on November 2, Mr. Okada sought information regarding: (a) the Company's HK\$1 billion (\$135 million) donation to the University of Macau, (b) the use of the \$30 million Aruze USA invested in Wynn Resorts in April 2002, and (c) the 2010 Amendment to the Stockholders Agreement among Mr. Okada, Mr. Wynn, and Elaine Wynn (Mr. Wynn's ex-wife).

5. Mr. Okada's request was denied. Not only was the request summarily denied but, shockingly, Wynn Resorts asked for evidence that the \$30 million investment had even occurred. Aruze USA immediately provided such evidence, and the Company then

acknowledged receipt of the \$30 million and the subsequent \$90 million invested by Aruze USA. Nevertheless, the Company still denied access to any records showing how the funds were used. Thus, on November 29, 2011, Mr. Okada sought inspection with regard to the full \$120 million invested by Aruze USA in April 2002 (which was ostensibly to be used in relation to the Macau resort). In response, Wynn Resorts has continued to deny Mr. Okada's requests to inspect its books and records and there has been no explanation for how the \$120 million was actually spent.

6. This action seeks an order that Mr. Okada and his attorneys be permitted to inspect the Company's books and records.

**PARTIES, JURISDICTION AND VENUE**

7. Petitioner Kazuo Okada is a resident of Hong Kong and citizen of Japan. In 1969, Mr. Okada founded Universal Lease Co. Ltd., which is now known as Universal Entertainment Corporation ("Universal"), and is its majority owner and Chairman. Mr. Okada is a Director, President, Secretary, and Treasurer of Aruze USA, Inc., a wholly-owned subsidiary of Universal. Aruze USA owns 24,549,222 shares of Wynn Resorts, or 19.66 percent of the outstanding shares of the Company. Mr. Okada has been found suitable by the Nevada Gaming Commission as a stockholder and as a controlling stockholder of Universal Entertainment Corporation.

8. Mr. Okada has served as a member of Wynn Resorts' Board of Directors since October 2002. Mr. Okada also serves as a member of the Board of Directors of Wynn Macau, Limited, a majority owned subsidiary of the Company.

9. Respondent Wynn Resorts, Limited is a publicly traded corporation organized and existing under the laws of the State of Nevada with its principal place of business in Las Vegas, Nevada. Wynn Resorts trades on NASDAQ under the ticker symbol "WYNN." Wynn Resorts, together with its subsidiaries, develops, owns, and operates destination casinos and resorts. The Company owns the Wynn Las Vegas casino resort in Las Vegas, Nevada, and the Wynn Macau casino resort located in the Macau Special Administrative Region of the People's Republic of China.

10. This Court has jurisdiction over this action pursuant to Nevada Constitution, Article 6, § 6.

11. Venue is proper in this Court pursuant to Nev. Rev. Stat. § 13.040.

**GENERAL ALLEGATIONS**

12. Petitioner reasserts and realleges Paragraphs 1 through 11 above.

**A. Mr. Okada and Mr. Wynn Create Wynn Resorts**

13. Mr. Wynn had a track record of planning and opening casino and resort projects such as the Golden Nugget, the Mirage, Treasure Island, and Bellagio. He lost control of these ventures, however, to MGM. In 2000, Mr. Wynn purchased the former Desert Inn in Las Vegas and tried to develop it. He was having trouble finding investors, until he met Mr. Okada.

14. Mr. Okada first came to know about Mr. Wynn through Universal. At the time, Universal was a distributor of electronic gaming machines in Nevada, and Mr. Wynn was a customer. Universal had developed the first computerized slot machine.

15. In October 2000, Aruze USA invested \$260 million for a 50 percent membership interest in Valvino Lamore, LLC (“Valvino Lamore”), Mr. Wynn’s venture to develop the Desert Inn property. In connection with that investment, the parties entered into the Amended and Restated Operating Agreement of Valvino Lamore, LLC (the “Valvino Lamore Operating Agreement”).

16. In 2002, in connection with the development of the Wynn Macau project, Mr. Wynn first asked Mr. Okada for \$30 million, supposedly to finance “due diligence,” and then an additional \$90 million to fund other elements of the enterprise, for a total of \$120 million. Mr. Okada provided this funding through Aruze USA. The document memorializing this investment is the Third Amended and Restated Operating Agreement of Valvino Lamore, LLC (the “Third Amended and Restated Operating Agreement of Valvino Lamore,”) executed by Mr. Wynn, Aruze USA, and Baron Asset Fund. Mr. Okada has never seen an accounting for how any of this money was spent. The Third Amended and Restated Operating Agreement of Valvino Lamore also provided that Mr. Wynn would receive a reimbursement for expenses incurred to develop a property in Macau.

17. In light of recent developments, Mr. Okada has become concerned regarding how Mr. Wynn caused these funds to be used. Mr. Okada’s recent requests to inspect the books and records in order to determine how these monies were used, and for substantiation of the reimbursement to Mr. Wynn, have been repeatedly and summarily denied by the Company.

18. In September 2002, less than two years after Mr. Okada and Mr. Wynn joined forces, the members of Valvino Lamore contributed 100% of their membership interests to Wynn Resorts in exchange for common stock in Wynn Resorts. Valvino Lamore is now a wholly-owned subsidiary of Wynn Resorts. Wynn Resorts now controls the books and records of Valvino Lamore.

19. In conjunction with the transition of Valvino Lamore to Wynn Resorts, Aruze USA, Mr. Wynn, and Baron Asset Fund entered into a stockholders agreement ("2002 Stockholders Agreement").

20. On October 25, 2002, Wynn Resorts went public on the NASDAQ at \$13 per share. After the initial public offering, and other subsequent dilution, Mr. Okada and Mr. Wynn each owned approximately twenty percent of the common stock.

**B. Mr. Wynn Loses A Significant Portion Of His Stake in Wynn Resorts**

21. In March 2009, Mr. Wynn and his wife filed for divorce in Las Vegas. In a January 6, 2010 filing with the Securities and Exchange Commission, they reported that 11,076,708 shares previously held as community property were transferred to Ms. Wynn, leaving Mr. Wynn with an equal number of shares. Meanwhile, Aruze USA held 24,549,222 shares, or more than double what Mr. Wynn had.

22. As a result of this transfer to his ex-wife, Mr. Wynn owned approximately nine percent of Wynn Resorts' outstanding common stock, compared to the almost twenty percent owned by Aruze USA.

23. As Mr. Wynn was losing a significant portion of his shares to his ex-spouse, he procured an amendment to the stockholders agreement ("2010 Amendment"), which, among other things, purports to impose restrictions on the shares of Wynn Resorts owned by Azure USA and Ms. Wynn and confirm the ability to Mr. Wynn to exercise certain rights in respect of such shares.

**C. Mr. Okada Objects to HK\$1 Billion Donation to the University of Macau**

24. In May 2011, Wynn Macau pledged to donate HK\$1 billion (about \$135 million) to the University of Macau Development Foundation. This contribution consists of a \$25 million contribution made in May 2011, and a commitment for additional donations of \$10 million each year for the calendar years 2012 through 2022 inclusive, for a total of \$135 million. Wynn Macau's gaming concession expires in June 2022. Mr. Okada objected to this donation, which appears to be unprecedented in the annals of that University. Mr. Okada noted in this regard that the University sits on land owned by the government, and there was no discussion regarding whether such a large gift, over such a long period, is an appropriate use of corporate funds.

25. Mr. Okada's recent requests to inspect the Company's books and records regarding this donation have been denied by the Company.

**D. Wynn Rebuffs Mr. Okada's Efforts To Review The Company's Books and Records**

26. On November 2, 2011, Mr. Okada formally requested to inspect Wynn Resorts' books and records for the purpose of determining the manner in which the \$30 million obtained from Aruze USA, on or about April 22, 2002, was spent.

27. Mr. Okada also sought to inspect the books and records of Wynn Resorts for the purpose of determining the details of the HK\$1 billion pledge (and partial donation) by Wynn Resorts or its affiliates to the University of Macau, which was made over Mr. Okada's objection. In this regard, he seeks all electronic and hard copy records referring or relating to the University.

28. Mr. Okada further sought to inspect the books and records of Wynn Resorts for all evidence regarding the negotiation, drafting, and execution of the 2010 Amendment.

29. On November 3, 2011, the Company summarily rejected Mr. Okada's requests for access to the Company's books and records.

30. On November 9, the Company sent a letter indicating that it could not locate the \$30 million transferred to it by Aruze USA in April 2002. As a result, on November 17, 2011, Mr. Okada wrote to Wynn Resorts, enclosing a bank statement showing the \$30

million withdrawal, and again seeking inspection. On November 28, 2011, Wynn Resorts indicated that they had indeed located the money, and the other \$90 million invested in April 2002 by Aruze USA, but refused to provide any accounting or records for how it was spent.

31. On November 29, 2011, Mr. Okada formally asked for inspection regarding how the full \$120 million was spent, as well as all books and records regarding the Macau Reimbursement Amount, as that term is used in the Third Amended and Restated Operating Agreement of Valvino Lamore.

32. On December 12, 2011, Mr. Okada formally requested inspection of books and records of Wynn Resorts and its predecessor entities for the years 2000-2002. On December 15, 2011, Wynn Resorts rejected the requested inspection.

33. Mr. Okada's right as a Director to inspect the books and records of the Company is unqualified. Nevertheless, the Company has steadfastly refused to allow Mr. Okada to review any documents or other records on the matters he has raised, even though he is a Director of the Company, and the indirect owner of 19.66 percent of its shares.

### **FIRST CLAIM FOR RELIEF**

#### **Inspection of the Wynn Resorts Books and Records**

##### **(Against Wynn Resorts)**

34. Petitioner reasserts and realleges Paragraphs 1 through 33 above as if set forth in full below.

35. Mr. Okada is a Director of Wynn Resorts, and has been so continuously since October 2002.

36. By letters dated November 2, November 17, November 29, and December 12, 2011, Mr. Okada requested inspection of specific categories of the books and records of Wynn Resorts, and other matters which are not the subject of this Petition. The records requested for inspection include:

- a. All books and records related to how the manner in which the \$120 million invested by Aruze USA in April 2002 was spent;
- b. All books and records related to a HK\$1 billion pledge (and partial donation) by the Company or its affiliates to the University of Macau;

- c. All books and records regarding the Macau Reimbursement Amount, as that term is used in the Third Amended and Restated Operating Agreement of Valvino Lamore;
- d. Books and records of Wynn Resorts and its predecessor entities for the years 2000 through 2002; and
- e. All evidence regarding negotiation, drafting, and execution of the Amended and Restated Stockholders Agreement dated January 6, 2010 between Mr. Wynn, Ms. Wynn, and Aruze USA, Inc.

37. The November 2, 2011 requests have been summarily denied. The November 17 and November 29, 2011 requests have been met by silence. The December 12, 2011 request has been summarily denied.

WHEREFORE, Petitioner prays for judgment as follows:

- A. A writ of mandamus requiring Wynn Resorts to permit Mr. Okada and his counsel to inspect and make copies of the books and records of the Company;
- B. That Petitioner be awarded his costs and expenses, including reasonable attorneys' fees incurred herein; and
- C. Any and all such other and further relief as this Court deems just and proper.

Dated: January 11th, 2012

**LIONEL SAWYER & COLLINS**

By: /s/ Charles H. McCrea, Jr.  
Paul R. Hejmanowski (SBN #94)  
Charles H. McCrea, Jr. (SBN #104)  
1700 Bank of America Plaza  
300 South Fourth Street  
Las Vegas, Nevada 89101  
Telephone: 702-383-8888  
Fax: 702-383-8845

**ALSTON & BIRD, LLP**  
Gidon M. Caine (Pro Hac Vice Pending)  
275 Middlefield Road  
Suite 150  
Menlo Park, California 94025  
Telephone: 650-838-2000  
Facsimile: 650-838-2001  
  
Attorneys for Petitioner  
KAZUO OKADA

**VERIFIATION**

I, Kazuo Okada, being duly sworn, deposes and says:

I am the Petitioner in the foregoing Petition for a Writ of Mandamus (the "Petition"). I have read a certified Japanese translation of the Petition and know its contents. The Petition is true to my knowledge. The basis of my knowledge is my personal involvement in the matters described, review of documents, discussions with employees of Universal Entertainment Corp. and Aruze USA, and the investigation of my counsel.

/s/ Kazuo Okada\*  
KAZUO OKADA

Sworn to me this  
day of January, 2012

/s/ \*  
Notary Public

\* Mr. Okada is not fluent in English. Accordingly, this Petition, including the Verification, was translated into Japanese. A certified copy of the translation, including the signed and notarized Verification, is attached hereto.



**JOINT FILING AGREEMENT**

The undersigned hereby agree that the Statement on Schedule 13D, dated January 11, 2012, with respect to the common stock, par value \$0.01 per share, of Wynn Resorts, Limited is, and any amendments thereto executed by each of us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to the Schedule 13D and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

ARUZE USA, INC.

/s/ Kazuo Okada

By: Kazuo Okada

Its: President

UNIVERSAL ENTERTAINMENT CORPORATION

/s/ Kazuo Okada

By: Kazuo Okada

Its: Chairman and Director

/s/ Kazuo Okada

Kazuo Okada, Individually