

FIRST AMENDED AND RESTATED
FACILITIES GROUND LEASE AGREEMENT

This First Amended and Restated Facilities Ground Lease Agreement (the "Amendment") made as of this 13th day of SEPTEMBER, 2010, by and between the THE PEOPLE OF THE STATE OF NEW YORK ACTING BY AND THROUGH THE STATE FRANCHISE OVERSIGHT BOARD PURSUANT TO CHAPTER 18 OF THE LAWS OF 2008, as amended, having an address at c/o Executive Chamber, The Capitol, Albany, New York 12224, Attn: Chairman (the "Lessor"), and GENTING NEW YORK LLC, having an address at c/o Steven Wilner, 1 Liberty Plaza, New York, New York 10006 (the "Lessee"), sometimes collectively referred to herein as the "Parties" or singularly as a "Party."

WHEREAS, the Lessor and the New York State Racing Association, Inc. ("NYRA") entered into a Facilities Ground Lease Agreement, dated September 12, 2008, (the "Facilities Ground Lease Agreement");

WHEREAS, on August 3, 2010, the New York State Division of the Lottery (the "Lottery") recommended Lessee as the Video Lottery Gaming ("VLG") agent to develop and operate a VLG facility at Aqueduct Racetrack (the "VLG Facility") in the Borough of Queens in the City of New York to the Governor, Temporary President of the Senate, the Speaker of the Assembly;

WHEREAS, the Governor, the Temporary President of the Senate, the Speaker of the Assembly and the Lessee executed a Memorandum of Understanding (the "MOU") pursuant to New York State Tax Law Section 1612 (e) with an initial term of thirty (30) years and an option to extend the term for an additional ten (10) years;

WHEREAS, NYRA and the Lessee executed an Assignment and Assumption of Facilities Ground Lease Agreement, dated September 12, 2008, and a Sublease Agreement, both of which shall be effective when the MOU is approved and filed in the Office of the State Comptroller pursuant to Section 112 of the State Finance Law, wherein that Facilities Ground Lease Agreement, dated September 12, 2008, was assigned to Lessee and Lessee subleased certain premises described in that Sublease to NYRA;

WHEREAS, the Parties desire to amend and restate the Facilities Ground Lease Agreement, dated September 12, 2008; and

NOW, THEREFORE, in consideration of the promises and the agreements of the Parties contained herein, the Parties agree as follows:

1. Section 1.2 of Article I of the Facilities Ground Lease Agreement is hereby deleted and replaced with the following:

"1.2 (a) Term. The term of this Lease (the "Term") shall be for a period commencing on the date on which the fully executed MOU shall have been approved and filed in the Office of the State Comptroller pursuant to Section 112 of the State Finance Law ("Commencement Date") and, unless the MOU is terminated earlier pursuant to the provisions therein, shall terminate on a date that is thirty (30) years following substantial completion of the Video Lottery Facility, which shall be evidenced by issuance by the New York State Office of General Services of a temporary certificate of occupancy for the entire Video Lottery Facility (the "Expiration Date")."

(b) Extension Term. If the term of the MOU is extended pursuant to Section 4.2 of the MOU, the term of this Lease shall be extended by an additional ten (10) years or whatever lesser term is agreed to by the Parties.

2. All other provisions of the Facilities Ground Lease Agreement, dated September 12, 2008, remain in full force and effect, and are restated herein.

3. It is understood by and between the parties that this First Amended and Restated Facilities Ground Lease Agreement shall have no force or effect unless and until the MOU has been approved and filed in the Office of the State Comptroller as set forth herein.

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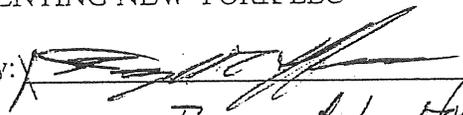
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be
executed as of the date set forth above.

THE NEW YORK STATE FRANCHISE
OVERSIGHT BOARD

By: _____

Name:
Title:

GENTING NEW YORK LLC

By: 

Name: *Barry A L Hoffman*
Title: *Director*

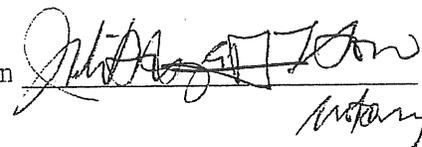
September 2, 2010

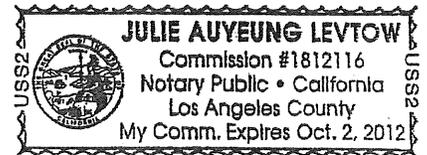
ACKNOWLEDGMENT

STATE OF *California*
COUNTY OF *Los Angeles*: ss.

On the *2nd* day of *September* in the year 2010, before me the undersigned, personally
appeared *Barry A. Hoffman*, personally known to me or proved to me on
the basis of satisfactory evidence to be the individual whose name is subscribed to the within
instrument and acknowledged to me that he or she executed the same in his capacity, and
that by his signature on the instrument, the individual, or the person upon behalf of which the
individual acted, executed the instrument.

Signature

My Commission expires on *Oct 2, 2012*

Notary



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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be
executed as of the date set forth above.

THE NEW YORK STATE FRANCHISE
OVERSIGHT BOARD

By: Robert L Megna

Name: ROBERT L MEGNA
Title: CHAIR

GENTING NEW YORK LLC

By: _____

Name:
Title:



ACKNOWLEDGMENT

STATE OF New York)
COUNTY OF Albany) ss.

On the 8th day of September, in the year 2010, before me, the undersigned, personally appeared Robert L. Megna, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he or she executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Signature Donna J. Ehmke

My Commission expires on 4-30-2014

DONNA J. EHMKE
Notary Public - State of New York
No. 4769802
County of Saratoga
My Commission Expires 4-30-2014

APPROVED September 13 2010

Donna D. Taylor
FOR THE STATE COMPTROLLER