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Attorneys for Defendants

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

S. BLAKE MURCHISON,

Plaintiffs,

vs.

STATION CASINOS, INC., FERTITTA
COLONY PARTNERS, LLC, FERTITTA
PARTNERS, LLC, COLONY CAPITAL, LLC,
FRANK J. FERTITTA, III, LORENZO J.
FERTITTA, THOMAS J. BARRACK, JR.,
JONATHAN H. GRUNZWEIG, JAMES E.
NAVE, D.V.M, THOMAS M. FRIEL, SCOTT
M. NIELSON, and KEVIN L. KELLEY,

Defendants.

Case No.: 2:09-cv-00293-KJD-
GWF

**DECLARATION OF RICHARD
HASKINS IN OPPOSITION TO
PLAINTIFF'S MOTION FOR A
PRELIMINARY INJUNCTION**

I, Richard Haskins, declare as follows:

1. I am the Executive Vice President, General Counsel and Secretary for Station Casinos, Inc. ("Station"). I submit this declaration in Opposition to Plaintiff's Motion for a Preliminary Injunction. I am authorized by Station to make this declaration on Station's behalf.

2. I am personally familiar with the facts and circumstances related to this action, and, if called upon to be a witness, I could testify competently thereto.

3. Station is currently seeking advanced consent from its bondholder to what is commonly known as a “prepackaged” bankruptcy plan of reorganization.

4. In its first step towards approval of its “prepackaged bankruptcy,” Station sent a Solicitation Statement on February 3, 2009 to all qualified institutional buyers (“QIBs”) holding its 6% Senior Notes due 2012, 7¼% Senior Notes due 2016, 6½% Senior Subordinated Notes due 2014, 6⁷/₈% Senior Subordinated Notes due 2016, and 6⁵/₈% Senior Subordinated Notes due 2018 (collectively, the “Notes”). Attached hereto as **Exhibit A** is a true and correct copy of the Solicitation Statement.

5. The Solicitation Statement sought from the qualified institutional holders of the Notes (who comprise a super-majority in interest and a majority in number) advanced acceptance of Station’s anticipated Chapter 11 reorganization plan.

6. Station solicited consents pursuant to the private placement exemption set forth in Section 4(2) of the Securities Act of 1933. In order to comply with that exemption and ensure that the solicitation was not a “public offering” under the federal securities laws, Station sought consent only from the QIB bondholders.

7. The Solicitation Statement followed efforts by Station in December 2008 to restructure the Notes without having to file a Chapter 11 case. The December 2008 proposal was rejected by the holders of Notes, and Station has since determined that it will need to file for bankruptcy protection under Chapter 11 of the Bankruptcy Code.

8. Station plans to file for bankruptcy on or before April 15, 2009.

9. The Notes will not be “exchanged” until the bankruptcy plan is reviewed and approved by the bankruptcy court.

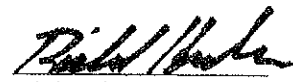
10. The exchange proposed in the Solicitation Statement will not result in any holder of the Notes receiving proportionally less than any other holder of those Notes. The Solicitation Statement provides that any Note holder "that did not submit its Ballots indicating Acceptance of the Plan will nonetheless have the right to receive cash and New Notes in exchange for its Old Notes in accordance with the Plan." If consent is achieved and the prepackaged bankruptcy plan is approved by the bankruptcy court, all Note holders will receive precisely the same notes as the QIBs that have been asked to approve the plan.

11. On February 17, 2009, Station filed an 8-K with the Securities and Exchange Commission that explained that all holders of the Company's outstanding senior notes and senior subordinated notes would receive the same consideration pursuant to the proposed plan of reorganization regardless of whether such holders were eligible to participate in the solicitation of votes for the plan. The 8-K also explained that no old notes would remain outstanding following consummation of the proposed plan. Attached hereto as **Exhibit B** is a true and correct copy of the 8-K filed by Station with the Securities and Exchange Commission on February 17, 2009.

12. I have reviewed the copies of the documents that are attached hereto. Each of the attached documents is a true and correct copy of corresponding documents maintained by Station in the ordinary course of its business.

13. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on March 16, 2009
in Los Angeles, California


Richard Haskins