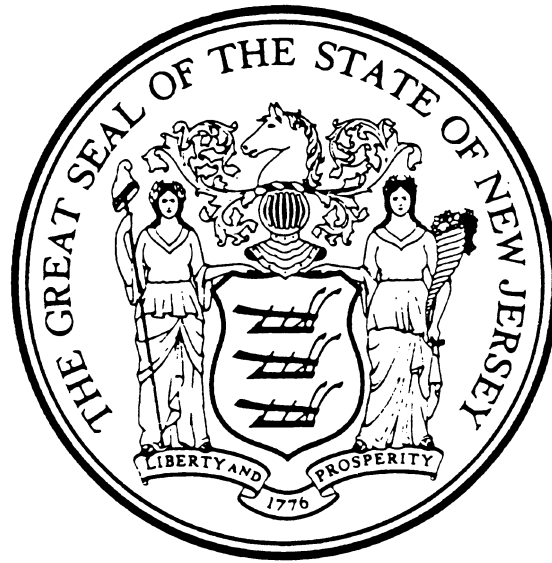


**STATE OF NEW JERSEY**  
**Division of Gaming Enforcement**



**INSTITUTIONAL INVESTOR CERTIFICATION**

**Institutional Investor Certification**

I, \_\_\_\_\_, of full age, certifies and says:  
(Name)

1. I am the \_\_\_\_\_ of \_\_\_\_\_ .  
(Position) (Investment Company)

As such, I am fully familiar with the facts herein.

2. \_\_\_\_\_, with its principal place of business at  
(Investment Company)

\_\_\_\_\_  
(Location/Address of Business)

currently holds \_\_\_\_\_ shares of voting stock of \_\_\_\_\_ ,  
(# of Shares) (Applicant/Holding Company)

which represents \_\_\_\_\_% of the issued and outstanding common/preferred voting stock of the  
(Percent)

applicant or holding company.

3. \_\_\_\_\_, has reviewed the definition of  
(Investment Company)

institutional investor as set forth in *N.J.S.A. 5:12-27.1, et seq.*, and it is:<sup>1</sup>

\_\_\_\_\_'s  
(Investment Company)

belief that it meets the definition of institutional investor because: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

<sup>1</sup> *N.J.S.A. 5:12-27.1* Institutional Investor:

“Institutional Investor” – Any retirement fund administered by a public agency for the exclusive benefit of federal, state, or local public employees; investment company registered under the Investment Company Act of 1940 (15 U.S.C. §80a-1, *et seq.*); collective investment trust organized by banks under Part Nine of the Rules of the Comptroller of the Currency; closed end investment trust; chartered or licensed life insurance company or property and casualty insurance company; banking and other chartered or licensed lending institution; investment advisor registered under the Investment Advisors Act of 1940 (15 U.S.C. §80b-1, *et seq.*); and such other persons as the Division may determine for reasons consistent with the policies of the Casino Control Act.

**Note:** Select the portion of the definition that applies to your company to answer item 3. of this Certification.

4. The purchase of the above stock was for investment purposes only, and

\_\_\_\_\_ has no involvement in the business activities of  
*(Investment Company)*

\_\_\_\_\_ nor does \_\_\_\_\_  
*(Issuer)* *(Investment Company)*

have any intention of influencing or affecting the affairs of the issuer, or its holding or intermediary companies and/or a casino licensee or its holding or intermediary companies.

5. If \_\_\_\_\_ subsequently determines to  
*(Investment Company)*

influence or affect the affairs of the issuer, it shall provide not less than 30 days notice of such intent, and shall file with the Division of Gaming Enforcement (Division) an application for qualification before taking any action that may influence or affect the affairs of the issuer; provided, however, that it shall be permitted to vote on matters put to the vote of the outstanding security holders.

6. I submit to the jurisdiction of the State of New Jersey, the Division of Gaming Enforcement, the Casino Control Commission, the Casino Control Act, and the regulations promulgated thereunder.

7. I agree to promptly comply with all requests for information by the Division; and, I certify that the foregoing statements made by me are true to the best of my knowledge. I am aware that if any of the foregoing statements are willfully false, I am subject to punishment.

\_\_\_\_\_  
*(Investment Company)*

By: \_\_\_\_\_  
*(Signature – Corporate Counsel)*

Dated: \_\_\_\_\_