

STATE OF NEW JERSEY CASINO CONTROL COMMISSION

**INSTITUTIONAL INVESTOR CERTIFICATION
CASINO SERVICE INDUSTRY**

_____, of full age, certifies and says:

1. I am the _____
(Position)
of _____
(Investment Company)

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

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

currently holds _____ shares of voting stock of _____
(Number of Shares)
_____, which represents _____ % of
(Applicant/Holding Company)

the issued and outstanding common/preferred voting stock of the applicant or holding company.

3. _____
(Investment Company)
has reviewed the definition of institutional investor as set forth in N.J.S.A. 5:12-27.1, and it is

belief that it meets the definition of institutional investor because _____

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.

5. If _____ subsequently
(Investment Company)

determines to 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 Casino Control Commission 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.

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)

Date

By: _____
Signature (Corporate Counsel)

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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 commission may determine for reasons consistent with the policies of the "Casino Control Act," P.L. 1977, c. 110 (C. 5:12-1 et seq.). L. 1991, c. 182, § 11, eff. June 29, 1991.

NOTE: Select the portion of the definition that applies to your company to answer Item #3 of this certification.