

COLORADO LIMITED GAMING CONTROL COMMISSION

CERTIFICATION

Pursuant to Colorado Gaming Regulation 30-4.509(1),(4)(a)

Instructions: Please complete this form by supplying the requested information in the blank spaces as indicated, provide supporting documentation, then execute and sign the completed form with the assistance of a notary public, or other similar official. Forward the executed form to the Colorado Division of Gaming at 17301 W. Colfax Avenue, Suite 135, Golden, Colorado, 80401-4880. To obtain answers to questions about completing or delivering this form properly, please contact an investigator at the Colorado Division of Gaming at the address above, or telephone number (303) 205-1355.

IN THE MATTER OF

Colorado Limited Gaming Licensee \_\_\_\_\_ ,

License No. \_\_\_\_\_ .

COMES NOW (Affiant) \_\_\_\_\_ , of full age, before the Colorado Limited Gaming Control Commission, who certifies and says under oath and penalty of perjury:

1. I am the (Position) \_\_\_\_\_

of (Investment Company) \_\_\_\_\_ (hereafter referred to as "Investment Company"). As such, I am fully empowered to make the representations contained within this Certification, I am fully familiar with the facts represented herein, and I am fully empowered to bind the Investment Company to the terms and provisions contained herein, because (fully explain the basis of your authority, attaching additional sheet(s) if necessary)

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

2. Investment Company has reviewed the definition of Institutional Investor, as set forth in Colorado Gaming Regulation 30-4.501 (4), and it is Investment Company's belief that it meets the definition of an Institutional Investor because (fully explain, attaching additional sheet(s) if necessary)

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

Please provide a copy of registration with the SEC as an investment company, if any.

3. Investment Company, with its principal place of business at

\_\_\_\_\_,  
now currently holds within all of its separately managed groups of funds identified below (attach additional sheet(s) if necessary)

<u>Fund</u>	<u>Fund Manager</u>	<u>D.O.B</u>	<u>SSN</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

a combined total of (#) \_\_\_\_\_ shares of Voting Securities (as defined in Colo. Gaming Reg. 30-501(9))  
(hereafter referred to as "Voting Securities") of (Issuing Colorado gaming licensee or applicant, or affiliated or intermediary company)

\_\_\_\_\_,  
(hereafter referred to as "Licensee"), which combined holdings represent \_\_\_\_\_ % of all the issued and  
outstanding (Types of Stock) \_\_\_\_\_ Voting Securities of the Licensee.

4. The Voting Securities held by Investment Company were acquired and are held for investment purposes only, and were acquired and are held in the ordinary course of business as an institutional investor and not for the purposes of causing, directly or indirectly, the election or appointment of any management member of Licensee. Nor are the Voting Securities held for the purpose of causing, directly or indirectly, any change in the chartering documents (including articles of incorporation, bylaws, and other documents), or other operating agreements, management, policies, or operations of the Licensee. Further, Investment Company acquired the Voting Securities disclosed above solely for investment purposes, and Investment Company has no involvement in the business activities of Licensee, nor does Investment Company have any intention of influencing or affecting, or participating in the affairs of the Licensee.

5. If Investment Company subsequently determines to influence or affect the affairs of the Licensee, it shall provide not less than 30 days written notice of such intent, and shall file with the Colorado Division of Gaming an application for associated person licensure before taking any action that may influence or affect the affairs of the Licensee; provided, however, that Investment Company shall be permitted to vote on matters put to the vote of the outstanding security holders at any time without providing notice to the Colorado Division of Gaming.

6. Investment Company acknowledges that it is bound by and shall comply with the Colorado Limited Gaming Act of 1991, and the regulations adopted thereunder, is subject to the jurisdiction of the courts of Colorado, and consents to Colorado as the choice of forum in the event any dispute, question, or controversy arises regarding the application of this regulation.

7. On a separate page, identify the name, address, telephone number, date of birth, and social security, federal tax identification number, or foreign national identification number of the following classes of persons or entities:

- a. Any person or entity which possesses or controls, directly or indirectly, the beneficial ownership (including, but not limited to, Voting Securities and other equivalent) of 10% or more of Investment Company;
- b. Officers and directors, or their equivalent, of Investment Company;
- c. Any person or entity which has direct or indirect control over Investment Company's holdings of Voting Securities of Licensee;
- d. Any person or entity which has direct or indirect power to direct or control the Investment Company's exercise of its voting rights as a holder of Voting Securities of Licensee;
- e. Investment Company's affiliates.

8. On a separate page, identify all securities of the Licensee that are or were, directly or indirectly, beneficially owned by Investment Company (including its affiliates) within the preceding year, setting forth a description of the securities, their amount, and the dates of their acquisition and sale.

9. On a separate page, identify and list all regulatory agencies with which Investment Company (including its affiliates which beneficially owns Voting Securities of Licensee) files periodic reports, and the name, address, and telephone number of the person, if known, to contact at each agency regarding Investment Company's regulatory compliance.

10. On a separate page, disclose all criminal and regulatory sanctions imposed during the preceding ten years, and all administrative and court proceedings filed by any regulatory agency during the preceding five years, concerning Investment Company, its affiliates, any current officer or director, or any former officer or director whose tenure ended within the preceding twelve months. As pertains to any former officer or director, such information need only be provided to the extent it relates to actions arising out of or during such person's tenure with Investment Company (including its affiliates).

11. Attach a copy of any filing made pursuant to 15 U.S.C. section 18a, with respect to the acquisition or proposed acquisition of Voting Securities of the Licensee.

12. I certify that the statements made by me herein, and all attachments submitted herewith, are true, correct, and complete to the best of my knowledge and belief, under penalty of perjury.

Sworn to this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

Affiant \_\_\_\_\_

Position \_\_\_\_\_

Investment Company \_\_\_\_\_

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

SWORN TO AND SUBSCRIBED before me by \_\_\_\_\_ ,  
a person known to me or whose identity I confirmed, and who did make the foregoing Certification statement  
under oath and penalty of perjury this \_\_\_\_\_ day of \_\_\_\_\_ , \_\_\_\_\_ .

Notary Public \_\_\_\_\_

My Commission expires \_\_\_\_\_