



**MASSACHUSETTS GAMING COMMISSION
INSTITUTIONAL INVESTOR CERTIFICATION FORM**

Pursuant to 205 CMR 134.04(5)(a)

Institutional investors holding up to 15 per cent of the stock of the gaming vendor or applicant for a gaming vendor license, or holding, intermediary or subsidiary company thereof, upon a showing by the person seeking the waiver that it purchased the securities for investment purposes only and does not have any intention to influence or affect the affairs or operations of the gaming vendor or applicant for a gaming vendor license or a holding, intermediary or subsidiary company thereof.

An “institutional investor” shall be any of the following entities having a 5 per cent or greater ownership interest in a gaming establishment or gaming licensee: a corporation, bank, insurance company, pension fund or pension fund trust, retirement fund, including funds administered by a public agency, employees’ profit-sharing fund or employees’ profit-sharing trust, an association engaged, as a substantial part of its business or operation, in purchasing or holding securities, or any trust in respect of which a bank is a trustee or co-trustee, investment company registered under the federal Investment Company Act of 1940, collective investment trust organized by banks under part 9 of the Rules of the Comptroller of Currency, closed end investment trust, chartered or licensed life insurance company or property and casualty insurance company, investment advisor registered under the federal Investment Advisers Act of 1940, and such other persons as the Commission may reasonably determine to qualify as an institutional investor.

- 1) This petition is being submitted on behalf of _____
Name of Entity
- 2) The entity’s principal place of business is: _____
- 3) The entity currently holds _____ shares of stock of _____
Name of Entity
which represents _____% of the issued and outstanding stock of the gaming vendor or applicant for a gaming vendor license, or holding, intermediary or subsidiary company thereof.
- 4) I certify that the above named entity purchased the stock identified in question 3 for investment purposes only.
- 5) I certify that the above named entity does not have any intention to influence or affect the affairs or operations of the gaming vendor or applicant for a gaming vendor license or a holding, intermediary or subsidiary company thereof.
- 6) I understand that any institutional investor granted a waiver which subsequently determines to influence or affect the affairs or operations of the gaming vendor or applicant for a gaming vendor license, or a holding, intermediary there or shall provide not less than 30 days’ notice to the Commission of such intent and shall file an application and be subject to the licensing requirements of 205 CMR 134.00 before taking any action that may influence or affect the affairs of the gaming vendor or applicant for a gaming vendor license or a holding, intermediary or subsidiary company.

I hereby attest under the pains and penalties of perjury that the foregoing statements made by me are true to the best of my knowledge and understanding and that I have actual authority to submit this petition on behalf of the gaming vendor. I acknowledge that any false or misleading statement may be cause for rescission of any grant of waiver, and disciplinary action against me and/or the gaming vendor.

Signature of person on behalf of entity

Date

Print name of signatory

Title of signatory