



## OFFICER'S CERTIFICATE OF

\_\_\_\_\_  
(TRANSFEROR)

This Officer's Certificate, dated as of \_\_\_\_\_, 20\_\_ (this "Certificate"), is furnished pursuant to Section 4.1(b)(x) of Stockholders Agreement, dated as of December 20, 2010, by and among MGM Holdings Inc. and the Stockholders (as amended, supplemented or otherwise modified from time to time in accordance with the terms thereof, the "Stockholders Agreement"). Capitalized terms used and not defined herein shall have the meanings ascribed to such terms in the Stockholders Agreement.

The undersigned, in his or her capacity as an authorized officer of \_\_\_\_\_  
\_\_\_\_\_ (the "Transferor"), and not in his or her individual capacity, hereby certifies on behalf of Transferor, that, as of the date hereof:

1. The Transferor beneficially owns less than ten percent (10%) of the shares of Common Stock currently issued and outstanding.
2. The Transferor is not an "Affiliate" (as such term is defined in Rule 405 under the Securities Act) of the Company.
3. The Transferor did not receive the securities proposed to be Transferred with a view to a subsequent distribution.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first above written.

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(TRANSFEROR)

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Name:  
Title: