

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q**

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2003

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Commission File No. 1-4748

**KERZNER INTERNATIONAL NORTH AMERICA, INC.**  
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

59-0763055

(I.R.S. Employer  
Identification No.)

1000 South Pine Island Road, Plantation, FL  
(Address of principal executive offices)

33324  
(Zip Code)

(954) 809-2000

(Registrant's telephone number,  
including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Number of shares outstanding of registrant's common stock as of March 31, 2003: 100, all of which are owned by one shareholder. Accordingly there is no current market for any of such shares.

The registrant meets the conditions set forth in General Instruction H (1)(a) and (b) of Form 10-Q and is therefore filing this Form 10-Q with the reduced disclosure format permitted by that General Instruction.

**KERZNER INTERNATIONAL NORTH AMERICA, INC.**  
**FORM 10-Q**  
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**PART I. – FINANCIAL INFORMATION****Item 1. Financial Statements****KERZNER INTERNATIONAL NORTH AMERICA, INC.****CONSOLIDATED BALANCE SHEETS****(In Thousands of U.S. Dollars, except share data)**

	<b>March 31, 2003 (Unaudited)</b>	<b>December 31, 2002</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 5,695	\$ 5,018
Restricted cash	938	95
Receivables, net	1,815	1,792
Inventories	57	45
Prepaid expenses	3,100	2,651
Due from affiliates	58,955	65,857
Total current assets	70,560	75,458
Property and equipment, net	63,277	63,150
Due from affiliate, non-current	200,000	200,000
Deferred tax asset, net	6,070	6,119
Deferred charges and other assets, net	10,961	11,634
Investment in associated company	1,669	1,692
Total assets	<u>\$ 352,537</u>	<u>\$ 358,053</u>
<b>LIABILITIES AND SHAREHOLDER'S DEFICIT</b>		
Current liabilities:		
Current maturities of long-term debt	\$ 142	\$ 135
Accounts payable and accrued liabilities	25,630	36,812
Total current liabilities	25,772	36,947
Other long-term liabilities	3,644	2,696
Long-term debt, net of current maturities	405,853	406,026
Total liabilities	435,269	445,669
Commitments and contingencies (Note H)		
Shareholder's deficit:		
Common stock – 100 shares outstanding, \$.01 par value	-	-
Capital in excess of par	192,635	192,635
Accumulated deficit	(275,367)	(280,251)
Total shareholder's deficit	(82,732)	(87,616)
Total liabilities and shareholder's deficit	<u>\$ 352,537</u>	<u>\$ 358,053</u>

See Notes to Consolidated Financial Statements.

**KERZNER INTERNATIONAL NORTH AMERICA, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In Thousands of U.S. Dollars)  
(Unaudited)

	<b>Quarter Ended March 31,</b>	
	<b>2003</b>	<b>2002</b>
Revenues:		
Management and other fees	\$ 13,445	\$ 11,998
Tour operations	8,216	6,984
	<u>21,661</u>	<u>18,982</u>
Expenses:		
Tour operations	6,658	5,518
Selling, general and administrative	4,073	3,638
Depreciation and amortization	1,009	918
	<u>11,740</u>	<u>10,074</u>
Operating income	9,921	8,908
Other income (expense):		
Interest income	49	546
Interest income from affiliates	4,569	4,540
Interest expense	(9,013)	(9,302)
Equity in losses of associated company	(225)	-
Other	-	(136)
Income before income taxes	<u>5,301</u>	<u>4,556</u>
Provision for income taxes	<u>(417)</u>	<u>(292)</u>
Net income	<u>\$ 4,884</u>	<u>\$ 4,264</u>

See Notes to Consolidated Financial Statements.

**KERZNER INTERNATIONAL NORTH AMERICA, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In Thousands of U.S. Dollars)  
(Unaudited)

	Quarter Ended March 31,	
	<u>2003</u>	<u>2002</u>
Cash flows from operating activities:		
Reconciliation of net income to net cash provided by operating activities:		
Net income	\$ 4,884	\$ 4,264
Depreciation and amortization	1,009	918
Amortization of debt issuance costs	131	363
Equity in losses of associated company	225	-
Provision for doubtful receivables	21	21
Deferred tax benefit (expense)	1,867	(252)
Restricted cash related to deferred compensation plan	(843)	-
Net change in working capital accounts:		
Receivables	(44)	(799)
Inventories and prepaid expenses	(461)	(987)
Due from affiliates	6,987	6,952
Accounts payable and accrued liabilities	(13,085)	(7,326)
Net change in deferred charges and other assets	1,275	550
Net cash provided by operating activities	<u>1,966</u>	<u>3,704</u>
Cash flows from investing activities:		
Payments for property and equipment	(1,036)	(245)
Collection of subordinated note receivable	-	18,018
Purchase of short-term investments	-	(4,884)
Net cash provided by (used in) investing activities	<u>(1,036)</u>	<u>12,889</u>
Cash flows from financing activities:		
Advances to affiliates	(202)	(1,622)
Repayment of long-term debt	(51)	(17)
Debt issuance and modification costs	-	(101)
Net cash used in financing activities	<u>(253)</u>	<u>(1,740)</u>
Net increase in cash and cash equivalents	677	14,853
Cash and cash equivalents at beginning of period	5,018	3,084
Cash and cash equivalents at end of period	<u>\$ 5,695</u>	<u>\$ 17,937</u>

See Notes to Consolidated Financial Statements.

**KERZNER INTERNATIONAL NORTH AMERICA, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**A. General**

The accompanying consolidated interim financial statements, which are unaudited, include the operations of Kerzner International North America, Inc. ("KINA") and its subsidiaries. The term "Company", "we", "our" and "us" as used herein includes KINA and its subsidiaries. KINA is a wholly owned subsidiary of Kerzner International Limited ("KZL").

While the accompanying interim financial information is unaudited, management believes that all adjustments necessary for a fair presentation of these interim results have been made and all such adjustments are of a normal recurring nature. The seasonality of the business is described in Management's Discussion and Analysis of Financial Condition and Results of Operations in The Company's 2002 Form 10-K. The results of operations for the three-month periods presented are not necessarily indicative of the results to be expected for the entire fiscal year ending December 31, 2003.

The notes presented herein are intended to provide supplemental disclosure of items of significance occurring subsequent to December 31, 2002 and should be read in conjunction with the financial statements and notes to consolidated financial statements contained in the Company's 2002 Form 10-K. The accounting policies followed for interim financial reporting are the same as those disclosed in Note 2 to the financial statements included in the Company's 2002 Form 10-K.

**B. Palmilla Resort**

KZL closed Palmilla Resort, its 50% owned luxury resort in Los Cabos, Mexico, at the end of the quarter in order to commence the previously announced \$75.0 million expansion project that will increase the room count from 115 rooms to 174 rooms and will significantly upgrade the amenities and public areas offered by the resort. The expansion is expected to be completed by early 2004 and will be financed through local project financing.

In connection with the Palmilla Resort operating agreement, we agreed that in the event that Palmilla Resort obtains third-party debt financing for its planned redevelopment, we, along with KZL, would guarantee up to a total of \$38.0 million of such financing. In March 2003 we entered into a guaranty agreement with respect to certain interim financing for the redevelopment, whereby we have guaranteed \$20.0 million of such financing. We have agreed to provide these guarantees for a period ending no later than the later of (i) the date of repayment at maturity of the underlying obligations or (ii) three years from the date of the guarantee. The purpose of these guarantees is to assist Palmilla Resort in obtaining financing for its planned redevelopment on commercially reasonable terms. As of March 31, 2003, we have recorded the fair value of the \$20.0 million guarantee of \$0.1 million in accounts payable and accrued liabilities in the accompanying consolidated balance sheet. The corresponding entry is reflected as a receivable due from KZL and is included within due from affiliates on the accompanying balance sheet.

### **C. Sale of Resorts Atlantic City**

We previously owned and operated Resorts Atlantic City, a 644-room casino and hotel property. On April 25, 2001, we completed the sale of Resorts Atlantic City (the "Resorts Atlantic City Sale") to an affiliate of Colony Capital LLC ("Colony"). Pursuant to the terms of the Resorts Atlantic City Sale, we granted Colony a two-year option (the "Atlantic City Option") to acquire certain undeveloped real estate which we own, adjacent to Resorts Atlantic City, for a purchase price of \$40 million, which option can be extended by Colony for two additional one-year periods upon notice to us prior to the expiration of the then-current option period and payment to us of a \$2.5 million extension payment for each renewal period. We and Colony have agreed to extend the current option period through May 30, 2003 by which time Colony must either exercise the option or provide us with a renewal notice and extension payment. Effective April 25, 2001, Colony leases from us certain of the property included in the Atlantic City Option for \$100,000 per month. If Colony does not exercise the Atlantic City Option, upon its expiration, the land lease will continue on a month-to-month basis. At that time the lease can be terminated by either Colony or us with thirty days notice, subject to certain conditions.

### **D. Cash and Cash Equivalents**

Cash equivalents at March 31, 2003 consisted primarily of reverse repurchase agreements (federal government securities purchased under agreements to resell those securities) under which we had not taken delivery of the underlying securities. These agreements matured during the first week of April 2003.

### **E. Restricted Cash**

Restricted cash at March 31, 2003 consisted primarily of cash held by the Company from participants' deferrals in connection with the Company's deferred compensation plan. This amount will be used to purchase investments related to this plan.

### **F. Statements of Cash Flows**

Supplemental disclosure of cash flow :

(In thousands of U.S. Dollars)	Quarter Ended March 31,	
	2003	2002
Interest paid	\$17,757	\$17,927
Income taxes paid	1,404	747

### **G. Comprehensive Income**

Comprehensive income is equal to net income for all periods presented.

## **H. Commitments and Contingencies**

### **Litigation**

In the ordinary course of business, we are defendants in certain litigation. In the opinion of management, based upon advice of counsel, the aggregate liability, if any, arising from such litigation will not have a material adverse effect on the accompanying consolidated financial statements.

### **I. Provision for Income Taxes**

Realization of future tax benefits related to deferred tax assets is dependent on many factors, including our ability to generate future taxable income. The valuation allowance is adjusted in the period we determine it is more likely than not that deferred tax assets will or will not be realized. We considered these factors in reaching our conclusion to reduce the valuation allowance by \$1.8 million during the first quarter of 2003, which resulted in a reduction to our income taxes.

### **J. Reclassifications**

Certain balances in the accompanying consolidated financial statements for 2002 have been reclassified to conform to the current year presentation.



## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **RESULTS OF OPERATIONS - Three Months Ended March 31, 2003 Compared to Three Months Ended March 31, 2002**

#### **Management and Other Fees**

Management and other fees for the three months ended March 31, 2003 increased by \$1.4 million as compared to the previous year. We have a fifty percent interest in Trading Cove Associates ("TCA"), a Connecticut general partnership, which receives income pursuant to a relinquishment agreement related to the Mohegan Sun Casino in Uncasville, Connecticut. We recorded income from TCA of \$8.1 million during the first three months of 2003, as compared to income of \$6.3 million in the first three months of 2002. This increase resulted primarily from additional relinquishment income being earned by us during 2003, as the Mohegan Sun Casino expansion project was fully completed and operational in the first quarter of 2003 as compared to the same period last year.

#### **Tour Operations**

Revenues and expenses from our tour operator increased by \$1.2 million and \$1.1 million, respectively, for the three months ended March 31, 2003 as compared to the same period of 2002. These increases primarily resulted from increased occupancy related to wholesale operators in the first three months of 2003 as compared to the same period last year at resort properties in The Bahamas operated by certain of our unconsolidated affiliates and a tour operator in California acquired as part of the Palmilla acquisition whose results of operations were included in KINA's consolidated results of operations effective January 1, 2003.

#### **Interest Income**

In the first three months of 2003, interest income decreased by \$0.5 million from the same period in the previous year. This resulted primarily from \$0.5 million of interest earned during the first three months ended March 31, 2002 related to the \$17.5 million Colony promissory note received in connection with the Resorts Atlantic City Sale during 2001. The Colony promissory note was paid in full in March 2002.

#### **Equity in losses of associated company**

During the three months ended March 31, 2003, we recorded equity in losses in an associated company of \$0.2 million, representing our proportionate share of loss in our 50% investment in Trading Cove New York, LLC.

#### **Accounts payable and accrued liabilities**

During the three months ended March 31, 2003, accounts payable and accrued liabilities decreased by \$11.3 million from the same period in the previous year. This resulted primarily from a decrease of \$8.9 million in accrued interest due to the timing of the interest payments on

the \$400.0 million 8-7/8% Senior Subordinated Notes and a bonus accrual decrease of \$2.7 million due to the timing of the payment of year end bonuses.

### **Liquidity, Capital Resources and Capital Spending**

Our working capital at March 31, 2003 amounted to \$44.8 million, including cash, cash equivalents and restricted cash of \$6.6 million.

During the next twelve months, we expect the primary source of funds from operations to be income received from TCA pursuant to the relinquishment agreement. In addition, we will continue to earn management fees for services provided to certain of our unconsolidated affiliates. We do not have any immediate plans for significant capital expenditures during the next twelve months.

We believe that available cash on hand at March 31, 2003, combined with funds generated from operations and, if required, funds available under a revolving credit facility under which we are co-borrowers with KZL (the "Amended Revolving Credit Facility"). Our Amended Revolving Credit Facility will be sufficient to finance our cash needs for at least the next twelve months.

### **New Accounting Pronouncements**

#### ***Classification of Extraordinary Items***

In April 2002, the Financial Accounting Standards Board ("FASB") issued SFAS No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections" ("SFAS 145"). SFAS 145 rescinds FASB Statement No. 4, "Reporting Gains and Losses from Extinguishment of Debt" ("Statement 4"), and an amendment of Statement 4, FASB Statement No. 64, "Extinguishments of Debt Made to Satisfy Sinking Fund Requirements" ("Statement 64"). SFAS 145 also rescinds FASB Statement No. 44, and amends FASB Statement No. 13. SFAS 145 also amends other existing authoritative pronouncements to make various technical corrections, clarify meanings or describe their applicability under changed conditions. The provisions of SFAS 145 related to the rescission of Statement 4 shall be applied in fiscal years beginning after May 15, 2002. Any gain or loss on extinguishment of debt that was classified as an extraordinary item in prior periods presented that does not meet the criteria in APB Opinion 30 for classification as an extraordinary item shall be reclassified.

Under Statement 4, all gains and losses from extinguishment of debt were required to be aggregated and, if material, classified as an extraordinary item, net of related income tax effect. SFAS 145 eliminates Statement 4 and, thus, the exception to applying APB Opinion 30 to all gains and losses related to extinguishments of debt (other than extinguishments of debt to satisfy sinking fund requirements-the exception to application of Statement 4 noted in Statement 64). As a result, gains and losses from the extinguishment of debt should be classified as extraordinary items only if they meet the criteria in APB Opinion 30. Applying the provisions of APB Opinion 30 will distinguish transactions that are part of an entity's recurring operations from those that are unusual or infrequent or that meet the criteria for classification as an extraordinary item.

We believe the adoption of SFAS 145 will require the \$14.6 million extraordinary loss on early extinguishment of our 9% Senior Subordinated Notes recognized during the year ended December 31, 2002 to be reclassified to other expense upon adoption of SFAS 145 in future applicable quarters.

### ***Guarantees***

In November 2002, the FASB issued FASB Interpretation ("FIN") No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others." This interpretation clarifies that a guarantor is required to disclose (a) the nature of the guarantee, including the approximate term of the guarantee, how the guarantee arose and the events or circumstances that would require the guarantor to perform under the guarantee; (b) the maximum potential amount of future payments under the guarantee; (c) the carrying amount of the liability, if any, for the guarantor's obligations under the guarantee; and (d) the nature and extent of any recourse provisions or available collateral that would enable the guarantor to recover the amounts paid under the guarantee. This interpretation also clarifies that a guarantor is required to recognize, at the inception of a guarantee, a liability for the obligations it has undertaken in issuing the guarantee, including its ongoing obligations to stand ready to perform over the term of the guarantee in the event that the specified triggering events or conditions occur.

The initial recognition and initial measurement provisions of this interpretation are applicable on a prospective basis to guarantees issued or modified after December 31, 2002, irrespective of the guarantor's fiscal year-end. The disclosure requirements in this interpretation are effective for financial statements of interim or annual periods ending after December 15, 2002. We are one of the guarantors under the Amended Revolving Credit Facility. The amount outstanding on this facility as of March 31, 2003 was \$47.0 million. In addition, during March 2003, we issued a \$20.0 million guarantee in connection with the Palmilla Resort. As of March 31, 2003, we have recorded the fair value of the \$20.0 million guarantee of \$0.1 million in accounts payable and accrued liabilities in the accompanying consolidated balance sheet. The corresponding entry is reflected as a receivable due from KZL and is included within due from affiliates on the accompanying balance sheet.

### ***Consolidation of Variable Interest Entities***

In January 2003, the FASB issued Interpretation No. 46 "Consolidation of Variable Interest Entities" ("FIN 46"). This interpretation of Accounting Research Bulletin 51, "Consolidated Financial Statements," addresses consolidation by business enterprises of variable interest entities which have one or both of the following characteristics: (i) the equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support from other parties, which is provided through other interests that will absorb some or all of the expected losses of the entity, or (ii) the equity investors lack one or more of the following characteristics of a controlling financial interest: (a) the direct or indirect ability to make decisions about the entity's activities through voting rights or similar rights, (b) the obligation to absorb the expected losses of the entity if they occur, which makes it possible for the entity to finance its activities, or (c) the right to receive the expected residual returns of the entity if they occur, which is the compensation of the risk of absorbing the expected losses.

FIN 46 applies immediately to variable interest entities created after January 31, 2003 and to variable interest entities in which an enterprise obtains an interest after that date. It applies in the first fiscal year or interim period beginning after June 15, 2003 to variable interest entities in which an enterprise holds a variable interest that it acquired before February 1, 2003. We have not yet assessed the impact that FIN 46 will have on our financial position or results of operations.

### **Forward Looking Statements**

The statements contained herein include forward looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on current expectations, estimates, projections and management's beliefs and assumptions. Words such as "expects", "anticipates", "intends", "plans", "believes", "estimates" and variations of such words and similar expressions are intended to identify such forward-looking statements. Such statements include information relating to plans for future expansion and other business development activities as well as capital spending, financing sources and the effects of regulation (including gaming and tax regulation) and competition. Such forward-looking information involves important risks and uncertainties that could significantly affect anticipated results in the future and accordingly, such results may differ from those expressed in any forward-looking statements made herein. These risks and uncertainties include, but are not limited to, those relating to development and construction activities, dependence on existing management, leverage and debt service (including sensitivity to fluctuations in interest rates), availability of financing, global economic conditions, pending litigation, the impact of actual or threatened terrorist activity or war on the economy in general and the travel and hotel industries in particular, acts of God, including hurricanes and other natural disasters (which may result in uninsured losses), changes in tax laws or the administration of such laws and changes in gaming laws or regulations (including the legalization of gaming in certain jurisdictions). You should not place undue reliance on any forward-looking statements. Other than as required by applicable law or the applicable rules of any exchange on which our securities may be listed, we have no intention or obligation to update forward-looking statements.

### **Item 3. Quantitative and Qualitative Disclosure about Market Risk**

Our major market risk exposure is interest rate risk associated with our long-term debt. As previously noted, we are part of a consolidated group for which KZL is the parent corporation. KZL attempts to limit the exposure of the consolidated group to interest rate risk by managing the mix of fixed and floating rate debt and by entering into variable rate swap agreements to hedge certain of its fixed rate debt. KINA does not have any derivative instruments.

As of March 31, 2003, the carrying value of long-term debt reflected on our balance sheet includes \$405.6 million of 8-7/8% Senior Subordinated Notes.

We are a co-borrower under the Amended Revolving Credit Facility, and therefore, have future borrowing capacity comprised of variable rate debt based on LIBOR. As of March 31, 2003, KINA had not drawn any amounts on this facility.

#### **Item 4. Controls and Procedures**

Within 90 days prior to the filing of this report, management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to provide reasonable assurance that material information regarding the Company, including its subsidiaries, required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is made known to them in a timely manner. Subsequent to the date of this evaluation, there have not been any significant changes in our internal controls or, to our knowledge, in other factors that could significantly affect our internal controls.

## **PART II. OTHER INFORMATION**

#### **Item 6. Exhibits and Reports on Form 8-K**

##### **A. Exhibits**

The following Part I exhibits are filed herewith:

Exhibit Number	Exhibit
99(1)	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

##### **B. Reports on Form 8-K**

There were no Current Reports on Form 8-K filed by KINA during the first quarter of 2003.

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### **KERZNER INTERNATIONAL NORTH AMERICA, INC.**

(Registrant)

Date: May 15, 2003

By /s/ Anne Robertson

Anne Robertson

Senior Vice President

Chief Financial Officer

(Authorized Officer of Registrant  
and Chief Financial Officer)

## CERTIFICATION

I, Anne Robertson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kerzner International North America, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 15, 2003

/s/ Anne Robertson

Anne Robertson  
Chief Financial Officer

## CERTIFICATION

I, John R. Allison, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kerzner International North America, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 15, 2003

/s/ John R. Allison

John R. Allison  
Chief Executive Officer



**KERZNER INTERNATIONAL NORTH AMERICA, INC.**

**Form 10-Q for the three months ended March 31, 2003**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit</b>	<b>Page Number in Form 10-Q</b>
99(1)	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	See Exhibit 99(1).

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Each of the undersigned hereby certifies in their capacity as an officer of Kerzner International North America, Inc. (the "Company") that the Quarterly Report of the Company on Form 10-Q for the period ended March 31, 2003 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in such report fairly presents, in all material respects, the financial condition and result of operations of the Company for such period.

Date: May 15, 2003

/s/ John R. Allison

John R. Allison  
Chief Executive Officer

Date: May 15, 2003

/s/ Anne Robertson

Anne Robertson  
Chief Financial Officer