

OTCQB Certification

I, Lawrence A Kenyon, Chief Operating Officer and Chief Financial Officer of Arno Therapeutics, Inc. (“the Company”), certify that:

a. The Company is registered with the SEC or exempt from SEC registration as indicated below (check one):

- Company is registered under Section 12g of the Exchange Act
- Company is relying on Exchange Act Rule 12g3-2(b)
- Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- Other (describe) _____

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC’s EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of December 30, 2014 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company’s most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Christopher J Melsha, Fredrickson & Byron PA

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company’s prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

The Ruth Group
757 Third Avenue, 22nd Floor
New York, NY 10017

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer’s equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
Alexander Zukiwski	Flemington, NJ	4.60%
Lawrence A Kenyon	Flemington, NJ	0.27%
Stefan Proniuk	Flemington, NJ	0.74%
Arie S Beldegrun	Flemington, NJ	19.77%
William F Hamilton	Flemington, NJ	0.64%
Tomer Kariv/Pontifax	Herzeliya, Israel	15.40%
Yacov Reizman	Flemington, NJ	0.59%
David M. Tanen	Flemington, NJ	1.22%
Steven B. Ruchefsky/Commercial Street Capital	Rye Brook, NY	19.68%
Auriga Investors/Raj Mehra	Luxembourg	9.9%
Bonderman Family LP/Leonard Potter	Fort Worth, TX	9.9%

Frost Gamma Investments Trust/Phillip Frost OPKO Health, Inc./Phillip Frost	Miami, FL	9.5%
Green Fields Offshore, Inc./Anton Linderum	Jakarta, Indonesia	9.9%
Perceptive Life Sciences Master Fund/Joseph Edelman	New York, NY	9.9%
Quantum Partners LP/George Soros, Robert Soros	New York, NY	9.9%
Sabby Management/Hal Mintz	Upper Saddle River, NJ	9.9%
Talpion Equity Partners Master Fund/Henry Swieca	New York, NY	9.9%

Date: December 30, 2014

Name of Certifying CEO or CFO: Lawrence A Kenyon

Title: COO and CFO

Signature: /s/ LAWRENCE A KENYON
 (Digital Signatures should appear as "/s/ [OFFICER NAME]")