

Minutes of the Mississippi Gaming Commission October 15, 2001

MINUTES OF THE MISSISSIPPI GAMING COMMISSION

Regular Monthly Meeting October 15, 2001

The regular monthly meeting of the Mississippi Gaming Commission was held at 9:00 a.m., Thursday, October 15, 2001, at the offices of the Mississippi Gaming Commission, 202 E. Pearl Street, Jackson, Mississippi. Staff attending:

Leonard A. Blackwell, 11, Chairman, MS Gaming Commission Victor P. Smith, Commissioner, MS Gaming Commission

A. J. Pitts Commissioner, MS Gaming Commission

Chuck Patton, Executive Director, MS Gaming Commission

Larry Gregory, Deputy Executive Director, MS Gaming Commission

Charlene R. Pierce, Special Assistant Attorney General, Attorney General's Office

Sam Weaver, Corporate Securities, MS Gaming Commission

John Carpenter, Director of Investigations, MS Gaming Commission

J. Ledbetter, Director of Intelligence, MS Gaming Commission

Amy Ellis, Assistant Director of Compliance, MS Gaming Commission

Leigh Ann Wilkins, Staff Officer I, MS Gaming Commission

Joan Myers, Special Assistant Attorney General, Attorney General's Office

Regina Holbrooks, Bureau Director, MS Gaming Commission

Stephanie Quist, Compliance Officer Advanced, MS Gaming Commission

David Bethea, Assistant Director of Investigations, MS Gaming Commission

Brad Hetherington, Investigations, MS Gaming Commission

D. C. Ladner, Director of the Gaming Lab, MS Gaming Commission

Rich Randle, Branch Director II - Biloxi, MS Gaming Commission

Chairman Leonard A. Blackwell, II, presided and called the meeting to order at 9:04 a.m.

ITEM 1.

Chairman Blackwell gave the invocation and led the Pledge of Allegiance.

Chuck Patton, Executive Director, made the following administrative announcements:

The November commission meeting is scheduled for November 20th. The December commission meeting is scheduled for December 19'. The regular commission meeting date will be changed to the first Wednesday after the 15th of each month.

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Mr. Patton recognized the gaming law class from the University of Mississippi School of Law which was observing the October commission meeting.

Mr. Patton also announced that he was retiring as Executive Director effective December 31, 2001. He thanked the Commission for "the best job in the world" and said that he had no plans "except to play with the grandkids." Chairman Blackwell thanked Mr. Patton for his service to the Commission, stating that he had been an outstanding executive director and representative of the Commission.

ITEM II.

APPROVAL OF MINUTES

A. August 16, 2001

EXECUTIVE

DIRECTOR'S RECOMMENDATION: "The Executive Director recommends that the minutes of the August 16, 2001, meeting be adopted." Commissioner Smith:

Commissioner Pitts:

Move to adopt

Second recommendation

RECORDED VOTE:

Chairman Blackwell:

YES

Commissioner Smith:

YES

Commissioner Pitts:

YES

B. September 20, 2001

ITEM III. GAMING MATTERS L. REQUEST FOR APPROVALS - Etablissements Bourgogne et Grasset, S.A. 1. Application for Finding of Suitability as a Greater than 5% Shareholder 2. Recommendation for Licensure

Dan McDaniel, with Phelps Dunbar, was present to represent Etablissements Bourgogne et Grasset, S.A. Also present was Gerard Chevalier.

EXECUTIVE DIRECTOR'S RECOMMENDATION: "With past Commission action, key principals of the company have been found suitable. The Executive Director recommends that:

1. Holding Wilson, S.A. be granted a finding of suitability as a greater than 5% shareholder of Etablissements Bourgogne et Grasset, S.A.; and
- B. Etablissements Bourgogne et Grasset, S.A. be granted a manufacturer and distributor's license to conduct business in the State of Mississippi subject to the following conditions:
 - A. The license will be issued for a two-year period, beginning December 17, 2001;
 - B. Licensee shall implement a compliance review and reporting system, which shall include a compliance committee. No later than December 15, 2001, licensee shall submit for approval to the Executive Director a written compliance review and reporting plan that meets the requirements of Mississippi Gaming Commission Regulation II.A.§3 and such other conditions as may be required by the Executive Director;
 - C. Licensee will comply with all federal and state laws, including the laws of Mississippi and particularly the Mississippi Gaming control Act;
 - D. Licensee will comply with all the policies, rules and regulations adopted by the Mississippi Gaming Commission;
 - E. Licensee will comply with and does hereby agree to be bound by all laws, including the Gaming Control Act, of the State of Mississippi; further, licensee agrees to adjudicate all legal proceedings (both state and federal) relative to said license in the courts located in the State of Mississippi; and
 - F. Pending the results of any background agency checks of key principals."

Commissioner Pitts: Move to adopt recommendation

Commissioner Smith: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

A. APPLICATION FOR FINDING OF SUITABILITY - Paul-Son Gaming Supplies, Inc.

1. Mr. Paul Stewart Dennis (Initial) Independent Outside Director.

ITEM III.A. WAS TABLED.

B. APPLICATION FOR FINDING OF SUITABILITY - Kilmartin Industries, Inc. d/b/a Roger Williams Mint

1. Mr. David Farrell Kilmartin (Updated) President, Rainbow Entertainment, Inc.

Mr. David Farrell Kilmartin came forward to introduce himself to the Commission.

EXECUTIVE DIRECTOR'S RECOMMENDATION: "Based upon the investigative reports, the Executive Director recommends that Mr. David Farrell Kilmartin be found suitable to be associated with a gaming license granted under the Mississippi Gaming Control Act."

Commissioner Smith: Move to adopt recommendation

Commissioner Pitts: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

C. APPLICATION FOR FINDING OF SUITABILITY - Atronic International, GmbH

1. Mr. Ludwig Martin Beckmann (Initial)
Managing Director and Chief Financial Officer; and
2. Mr. Gerhard Helmut Burda (Initial)
Managing Director and Chief Operating Officer.

Scott Andress, of Balch and Bingham, came forward to introduce Mr. Ludwig Martin Beckmann and Mr. Gerhard Helmut Burda to the Commission.

EXECUTIVE DIRECTOR'S RECOMMENDATION: "Based upon the investigative report, the Executive Director recommends that Mr. Ludwig Martin Beckmann and Mr. Gerhard Helmut Burda be found suitable to be associated with a gaming license granted under the Mississippi Gaming Control Act."

Commissioner Pitts: Move to adopt recommendation

Commissioner Smith: Second
RECORDED VOTE: Chairman Blackwell: YES
Commissioner Smith: YES
Commissioner Pitts: YES

D. REQUEST FOR APPROVALS - IGT, Silicon Gaming-Mississippi, Inc., Anchor Coin, Spin for Cash Wide Area Progressive Joint Venture and A.C. Coin / IGT Proprietary Games Alliance

1. Registration as a Publicly Traded Corporation
2. Application for Finding of Suitability
3. Merger and Acquisition of Control
4. Imposition of Restriction on Transfer of Equity Securities and Negative Pledge
5. Continuous Approval of Public Offerings and/or Private Placements
6. Pledge of Equity Interests or Securities
7. Imposition of Stock Restrictions Including Negative Stock Pledges
8. Guarantee of Securities and Hypothecation of Assets

Ben Stone and Scott Andress, of Balch and Bingham, came forward to represent IGT, Silicon Gaming-Mississippi and Tommy Shepherd, of Watkins, Ludlam, Winter and Stennis, came forward to represent Anchor Coin. Also present for IGT were: Sara Beth Brown, Senior Vice-President and General Counsel; Michele Chatigny; and, Gale Bower.

Also present for Anchor Coin was Dave Watson.

EXECUTIVE DIRECTOR'S RECOMMENDATION: "The Executive Director recommends that:

1. Effective upon consummation of the proposed merger, the Mississippi Gaming Commission grant approval to International Game Technology for finding of suitability and registration as a publicly traded corporation of both Anchor Coin and the Spin for Cash Wide Area Progressive Joint Venture;
2. The Mississippi Gaming Commission grant approval to NCA Corporation, a wholly owned subsidiary of International Game Technology, for finding of suitability as a merger subsidiary corporation for merger with Anchor Gaming;
3. The Mississippi Gaming Commission grant approval for the proposed merger of NAC Corporation and Anchor Gaming and the resulting acquisition of control of Anchor Gaming, Anchor Coin and the Spin for Cash Wide Area Progressive Joint Venture;
4. The Mississippi Gaming Commission grant approval for the imposition of restriction on the transfer of equity securities and negative pledge by International Game Technology, Anchor Gaming, Anchor Coin and the Spin for Cash Wide Area Progressive Joint Venture relative to International Game Technology's existing \$450 million Senior Unsecured Revolving Credit Facility;
5. The Mississippi Gaming Commission exempt International Game Technology, a publicly traded corporation, from the requirement to obtain prior approval of continuous public offerings and/or private placements of its securities for a period of two (2) years. The Mississippi Gaming Commission grants the Executive Director the power to issue an interlocutory stop order with respect to any public offering and/or private placement by International Game Technology. The Mississippi Gaming Commission further grants the Executive Director the power, at any time and upon notice to International Game Technology, to require that International Game Technology submit any proposed public offerings and/or private placements of its securities to the Executive Director at least fourteen (14) calendar days prior to offering such public offerings and/or private placements. At the request of International Game Technology, the fourteen (14) calendar day period may be reduced, in the sole discretion of the Executive Director, to such period of time as shall be designated in writing by the Executive Director. This recommendation for exemption is conditioned on compliance with the laws of the State of Mississippi and the regulations of the Mississippi Gaming Commission. This action is not to be relied upon as a finding by the Mississippi Gaming Commission of the truth or accuracy of any statements contained in documents submitted to the Mississippi Gaming Commission. The Mississippi Gaming Commission, its officers, and employees disclaim any liability in respect to such a public offering and/or private placement of securities;
6. The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to International Game Technology and its affiliated companies and subsidiaries, current and hereafter acquired, for a period of two (2) years, to pledge the equity interests or securities of such affiliated companies and subsidiaries pursuant to a public offering and/or private placement made under the approval granted by paragraph 5 above;
7. The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to International Game Technology and its affiliated companies and

subsidiaries, current and hereafter acquired, for a period of two (2) years, to place restrictions including negative stock pledges, upon the transfer of, and to enter into agreements not to encumber, the equity interests or securities of such affiliated companies and subsidiaries pursuant to a public offering and/or private placement made under the approval granted by paragraph 5 above;

8. The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to the Mississippi licensees, current and hereafter acquired, of International Game Technology for a period of two (2) years, to guarantee the securities issued by International Game Technology pursuant to a public offering and/or private placement made under the approval granted pursuant to paragraph 5 above and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by International Game Technology pursuant to a public offering and/or private placement made under the approval granted by paragraph 5 above; and

9. International Game Technology shall report to the Executive Director of the Mississippi Gaming Commission all public offerings and/or private placements of its securities by simultaneously filing with the Executive Director all related reports, statements, etc. (and amendments thereto) that must be filed with the U.S. Securities and Exchange Commission ("SEC"). If the proposed transaction is not required to be filed/reported to the SEC, International Game Technology shall report such transaction to the Mississippi Gaming Commission by filing copies of all documents related to the transaction within fourteen (14) calendar days of the closing of such transaction. Within fourteen (14) calendar days after the closing of any public offering and/or private placement, International Game Technology shall file with the Executive Director a report of all participants in the public offering and/or private placement, which shall include (at a minimum) name, amount of securities issued and purchase price. If the offering is an equity offering, International Game Technology shall also file, within thirty (30) calendar days after the closing, an updated master list of all shareholders following such offering, which shall include (at a minimum) the names of all record shareholders and number of shares owned."

Commissioner Smith: Move to adopt recommendation

Commissioner Pitts: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

E. REQUEST FOR APPROVALS - Japan Cash Machine Co., Ltd. and JCM American Corporation

1. Approval of Public Offerings and/or Private Placements

2. Pledge of Equity Interests or Securities

3. Continuous Imposition of Stock Restrictions including Negative Stock Pledges

4. Guarantee of Securities and Hypothecation of Assets

Scott Andress, with Balch and Bingham, came forward to represent Japan Cash Machine Co. and JCM American Corporation.

EXECUTIVE DIRECTOR'S RECOMMENDATION: "The Executive Director recommends that:

1. The Mississippi Gaming Commission exempt Japan Cash Machine Co., Ltd., a foreign publicly traded corporation, from the requirement to obtain prior approval of continuous public offerings and/or private placements of its securities for a period of two (2) years. The Mississippi Gaming Commission grants the Executive Director the power to issue an interlocutory stop order with respect to any public offering and/or private placement by Japan Cash Machine Co., Ltd.. The Mississippi Gaming Commission further grants the Executive Director the power, at any time and upon notice to Japan Cash Machine Co., Ltd., to require that Japan Cash Machine Co., Ltd. submit any proposed public offerings and/or private placements of its securities to the Executive Director at least fourteen (14) calendar days prior to offering such public offerings and/or private placements. At the request of Japan Cash Machine Co., Ltd., the fourteen (14) calendar day period may be reduced, in the sole discretion of the Executive Director, to such period of time as shall be designated in writing by the Executive Director. This recommendation for exemption is conditioned on compliance with the laws of the State of Mississippi and the regulations of the Mississippi Gaming Commission. This action is not to be relied upon as a finding by the Mississippi Gaming Commission of the truth or accuracy of any statements contained in documents submitted to the Mississippi Gaming Commission. The Mississippi Gaming Commission, its officers, and employees disclaim any liability in respect to such a public offering and/or private placement of securities;

2. The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to Japan Cash Machine Co., Ltd. and its affiliated companies and subsidiaries, current and hereafter acquired, for a period of two (2) years, to pledge the equity interests or

securities of such affiliated companies and subsidiaries pursuant to a public offering and/or private placement made under the approval granted by paragraph 1 above;

3. The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to Japan Cash Machine Co., Ltd. and its affiliated companies and subsidiaries, current and hereafter acquired, for a period of two (2) years, to place restrictions including negative stock pledges, upon the transfer of, and to enter into agreements not to encumber, the equity interests or securities of such affiliated companies and subsidiaries pursuant to a public offering and/or private placement made under the approval granted by paragraph 1 above;

4. The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to the Mississippi licensees, current and hereafter acquired, of Japan Cash Machine Co., Ltd. for a period of two (2) years, to guarantee the securities issued by Japan Cash Machine Co., Ltd. pursuant to a public offering and/or private placement made under the approval granted pursuant to paragraph 1 above and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Japan Cash Machine Co., Ltd. pursuant to a public offering and/or private placement made under the approval granted by paragraph 1 above; and

5. Japan Cash Machine Co., Ltd. shall report to the Executive Director of the Mississippi Gaming Commission all public offerings and/or private placements of its securities by simultaneously filing with the Executive Director all related reports, statements, etc. (and amendments thereto) that must be filed with the Japanese Finance Ministry. If the proposed transaction is not required to be filed/reported to the Japanese Finance Ministry, Japan Cash Machine Co., Ltd. shall report such transaction to the Mississippi Gaming Commission by filing copies of all documents related to the transaction within fourteen (14) calendar days of the closing of such transaction. Within fourteen (14) calendar days after the closing of any public offering and/or private placement, Japan Cash Machine Co., Ltd. shall file with the Executive Director a report of all participants in the public offering and/or private placement, which shall include (at a minimum) name, amount of securities issued and purchase price. If the offering is an equity offering, Japan Cash Machine Co., Ltd. shall also file, within thirty (30) calendar days after the closing, an updated master list of all shareholders following such offering, which shall include (at a minimum) the names of all record shareholders and number of shares owned."

Commissioner Smith: Move to adopt recommendation

Commissioner Pitts: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

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F. REQUEST FOR WAIVER OF STOCK LEGEND REQUIREMENT - Robinson Property Group, L.P. d/b/a Horseshoe Casino and Hotel

EXECUTIVE DIRECTOR'S RECOMMENDATION: "The Executive Director recommends that the Mississippi Gaming Commission grant approval to Horseshoe Gaming Holding Corp. for waiver of the stock legend requirement."

Commissioner Pitts: Move to adopt recommendation

Commissioner Smith: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

G. APPLICATION FOR FINDING OF SUITABILITY - Bally'S Olympia Limited Partnership d/b/a Bally's Saloon and Gambling Hall, Grand Casinos of Mississippi LLC - Gulfport d/b/a Grand Casino Gulfport, Grand Casinos of Mississippi, Inc. - Biloxi d/b/a Grand Casino Biloxi, BL Development Corp. d/b/a Grand Casino - Tunica, Sheraton Tunica Corporation d/b/a Sheraton Casino & Hotel and Consolidated Supplies, Services and Systems

1. Mr. Thomas E. Gallagher (Initial)

Director, President, and Chief Executive Officer - Park Place Entertainment

Tommy Shepherd, with Watkins, Ludlam, Winter and Stennis, came forward to introduce Mr. Thomas E. Gallagher to the Commission. Also present were: Lorenzo Creighton, Vice-President for Government and Community Affairs; Jim Darcy; Bernie DeLurie; and, Robert Stewart.

EXECUTIVE DIRECTOR'S RECOMMENDATION: "Based upon the investigative reports, the Executive Director recommends that Mr. Thomas E. Gallagher be found suitable to be associated with a gaming license granted under the Mississippi Gaming Control Act."

Commissioner Pitts: Move to adopt recommendation

Commissioner Smith: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

H. APPLICATION FOR FINDING OF SUITABILITY - Barden Mississippi Gaming, LLC d/b/a Fitzgeralds Casino Hotel

1. Mr. Don Hamilton Barden (Initial)

President, Chief Executive Officer, and Manager - Barden Mississippi Gaming, LLC d/b/a Fitzgeralds Casino Hotel, Majestic Investor Holdings, LLC, Majestic Investor, LLC and The Majestic Star Casino, LLC; and Greater than 5% Shareholder, Director, President and Chief Executive Officer - Barden Development, Inc., and

2. Mr. Michael Edward Kelly (Initial)

Chief Operating Officer, Chief Financial Officer and Manager - Barden Mississippi Gaming, LLC d/b/a Fitzgeralds Casino Hotel, Majestic Investor Holdings, LLC, Majestic Investor, LLC and The Majestic Star Casino, LLC; and Vice President - Barden Development, Inc.

Tommy Shepherd, with Watkins, Ludlam, Winter and Stennis, came forward to introduce Mr. Don Hamilton Barden and Mr. Michael Edward Kelly to the Commission.

EXECUTIVE DIRECTOR'S RECOMMENDATION: "Based upon the investigative reports, the Executive Director recommends that the following individuals be found suitable to be associated with a gaming license granted under the Mississippi Gaming Control Act."

1. Mr. Don Hamilton Barden, and

2. Mr. Michael Edward Kelly

Commissioner Smith: Move to adopt recommendation

Commissioner Pitts: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

1. REQUEST FOR APPROVALS - Barden Mississippi Gaming, LLC d/b/a Fitzgeralds Casino Hotel

1. Registration as a Holding Company

2. Registration as a Publicly Traded Corporation

3. Registration as a Holding Company

4. Registration as a Publicly Traded Corporation

5. Recommendation for Licensure

6. Public Offering and/or Private Placement

7. Guarantee and Hypothecation of Assets

8. Pledges of Equity Interests or Securities

9. Negative Pledges and Imposition of Restriction on Transfers of Equity Interests or Securities

10. Continuous Involvement in Foreign Gaming

Tommy Shepherd, with Watkins, Ludlam, Winter and Stennis, came forward to represent Barden Mississippi Gaming, LLC d/b/a Fitzgeralds Casino Hotel. Also present were Mr. Don Hamilton Barden and Mr. Michael Edward Kelly.

EXECUTIVE DIRECTOR'S RECOMMENDATION: "With past Commission action, key principals of the company have been found suitable. The Executive Director recommends that:

1. The Mississippi Gaming Commission grant approval to Barden Development, Inc. for finding of suitability and registration as a holding company;

2. The Mississippi Gaming Commission grant approval to The Majestic Star Casino, LLC for finding of suitability and registration as a publicly traded corporation;

3. The Mississippi Gaming Commission grant approval to Majestic Investor, LLC for finding of suitability and registration as a holding company;

4. The Mississippi Gaming Commission grant approval to Majestic Investor Holdings, LLC for finding of suitability and registration as a publicly traded corporation;

5. Barden Mississippi Gaming, LLC d/b/a Fitzgeralds Casino be granted an

operator's license to conduct business in the State of Mississippi subject to the following conditions:

- a) The license will be issued for a three-year period only when both of the following conditions are satisfied: (i) the Purchase and Sale Agreement closes and (ii) the required surety bond is provided to the State of Mississippi;
- b) Licensee shall implement a compliance review and reporting system, which shall include a compliance committee. No later than December 15, 2001, licensee shall submit for approval to the Executive Director a written compliance review and reporting plan that meets the requirements of Mississippi Gaming commission Regulation II.A. §3 and such other conditions as may be required by the Executive Director;
- c) Licensee will comply with all federal and state laws, including the laws of Mississippi and particularly the Mississippi Gaming control Act;
- d) Licensee will comply with all the policies, rules and regulations adopted by the Mississippi Gaming Commission;
- e) Licensee will comply with and does hereby agree to be bound by all laws, including the Gaming Control Act, of the State of Mississippi; further, licensee agrees to adjudicate all legal proceedings (both state and federal) relative to said license in the courts located in the State of Mississippi; Licensee must comply with the definition of navigable waters in §27-109-1 of the Miss. Code of 1972, as amended; and

Pending the results of any background agency checks of key principals.

6. The Mississippi Gaming Commission grant approval to Majestic Investor Holdings, LLC for a private offering of \$140 million % Senior Secured Notes and subsequent registered offering of Senior Secured Notes in exchange for such notes issued in a private placement. The Mississippi Gaming Commission grants the Executive Director the power to issue an interlocutory stop order. This action is not to be relied upon as a finding by the Mississippi Gaming Commission of the truth or accuracy of any statements contained in documents submitted to the Mississippi Gaming commission. The Mississippi Gaming Commission, its officers, and employees disclaim any liability in respect to such a public offering and/or private placement of securities;

7. The Mississippi Gaming Commission grant approval to Barden Mississippi Gaming, LLC to guarantee any and all obligations and hypothecate its assets with respect to the \$140 million % Senior Secured Notes of Majestic Investor Holdings, LLC;

8. The Mississippi Gaming Commission grant approval to Barden Mississippi Gaming, LLC to pledge its equity interests or securities in connection with the \$15 million Credit Facility of Majestic Investor Holdings, LLC and the \$140 million % Senior Secured Notes of Majestic Investor Holdings, LLC;

9. The Mississippi Gaming Commission grant approval to Barden Development, Inc., The Majestic Star Casino, LLC, Majestic Investor, LLC, Majestic Investor Holdings, LLC and/or Barden Mississippi Gaming, LLC and/or any other related persons or entities may be required to (a) enter into negative stock pledges and (b) place restrictions upon the transfer of, and agree not to encumber, the equity interests or securities of Barden Development, Inc., The Majestic Star Casino, LLC, Majestic Investor, LLC, Majestic Investor Holdings, LLC and/or Barden Mississippi Gaming, LLC. Such restrictions or agreements may be made in connection with the Purchase and Sale Agreement, the existing financing for The Majestic Star Casino, LLC, the Majestic Investor Holdings, LLC Credit Facility or the Majestic Investor Holdings, LLC Senior Secured Notes, or as any of the same may be amended from time to time; and

10. The Mississippi Gaming Commission waive the requirements of Sections 75-76-269 through 75-76-277 of the Gaming Control Act, as consistent with public policy of the State of Mississippi concerning gaming, for Barden Development, Inc. and any related "licensee", as defined in Section 75-76-269(b), to be involved in foreign gaming in the jurisdictions of Nevada, Colorado and Indiana."

Commissioner Pitts: Move to adopt recommendation

Commissioner Smith: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

J. APPLICATION FOR FINDING OF SUITABILITY - Riverboat Corporation of Mississippi d/b/a Isle of Capri Casino - Biloxi, Riverboat Corporation of Mississippi - Vicksburg d/b/a Isle of Capri - Vicksburg, Isle of Capri Casino - Tunica, Inc., IOC - Natchez, Inc. d/b/a Isle of Capri - Natchez and IOC - Lula, Inc. d/b/a Isle of Capri - Lula

1. Mr. Robert Scott Goldstein (Updated) Director - Isle of Capri Casinos, Inc.
Dan McDaniel, with Phelps Dunbar, came forward to present Robert Scott Goldstein to the Commission.
EXECUTIVE DIRECTOR'S RECOMMENDATION: "Based upon the investigative reports, the Executive Director recommends that Mr. Robert Scott Goldstein be found suitable to be associated with a gaming license granted under the Mississippi Gaming Control Act."

Commissioner Smith: Move to adopt recommendation

Commissioner Pitts: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

K. REQUEST FOR APPROVALS - Riverboat Corporation of Mississippi d/b/a Isle of Capri Casino - Biloxi, Riverboat Corporation of Mississippi - Vicksburg d/b/a Isle of Capri - Vicksburg, Isle of Capri Casino - tunica, Inc., IOC - Natchez, Inc. d/b/a Isle of Capri - Natchez and IOC - Lula, Inc. d/b/a Isle of Capri - Lula

1. Continuous Approval of Public Offerings and/or Private Placements

2. Pledge of Equity Interests or Securities

3. Imposition of Stock Restrictions Including Negative Stock Pledges

4. Guarantee of Securities and Hypothecation of Assets

Dan McDaniel, with Phelps Dunbar, came forward to represent Isle of Capri Casinos,

Also present was Robert Scott Goldstein.

EXECUTIVE DIRECTOR'S RECOMMENDATION: "The Executive Director recommends that:

1. The Mississippi Gaming Commission exempt Isle of Capri Casinos, Inc., a publicly traded corporation, from the requirement to obtain prior approval of continuous public offerings and/or private placements of its securities

for a period of two (2) years. The Mississippi Gaming Commission grants the Executive Director the power to issue an interlocutory stop order with respect to any public offering and/or private placement by Isle of Capri Casinos, Inc. The Mississippi Gaming Commission further grants the Executive Director the power, at any time and upon notice to Isle of Capri Casinos, Inc. to require that Isle of Capri Casinos, Inc. submit any proposed public offerings and/or private placements of its securities to the Executive Director at least fourteen (14) calendar days prior to offering such public offerings and/or private placements. At the request of Isle of Capri Casinos, Inc., the fourteen (14) calendar day period may be reduced, in the sole discretion of the Executive Director, to such period of time as shall be designated in writing by the Executive Director. This recommendation for exemption is conditioned on compliance with the laws of the State of Mississippi and the regulations of the Mississippi Gaming Commission. This action is not to be relied upon as a finding by the Mississippi Gaming Commission of the truth or accuracy of any statements contained in documents submitted to the Mississippi Gaming commission. The Mississippi Gaming Commission, its officers, and employees disclaim any liability in respect to such a public offering and/or private placement of securities;

2. The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to Isle of Capri Casinos, Inc. and its affiliated companies and subsidiaries, current and hereafter acquired, for a period of two (2) years, to pledge the equity interests or securities of such affiliated companies and subsidiaries pursuant to a public offering and/or private placement made under the approval granted by paragraph 1 above;

3. The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to Isle of Capri Casinos, Inc. and its affiliated companies and subsidiaries, current and hereafter acquired, for a period of two (2) years, to place restrictions including negative stock pledges, upon the transfer of, and to enter into agreements not to encumber, the equity interests or securities of such affiliated companies and subsidiaries pursuant to a public offering and/or private placement made under the approval granted by paragraph 1 above;

4. The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to the Mississippi licensees, current and hereafter acquired, of Isle of Capri Casinos, Inc. for a period of two (2) years, to guarantee the securities issued by Isle of Capri Casinos, Inc. pursuant to a public offering and/or private placement made under the approval granted pursuant to paragraph 1 above and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Isle of Capri Casinos, Inc. pursuant to a public offering and/or private placement made under the approval granted by paragraph 1 above; and

5. Isle of Capri Casinos, Inc. shall report to the Executive Director of the Mississippi Gaming Commission all public offerings and/or private placements of its securities by simultaneously filing with the Executive Director all related reports, statements, etc. (and amendments thereto) that must be filed with the U.S. Securities and Exchange Commission ("SEC"). If the proposed transaction is not required to be filed/reported to the SEC, Isle of Capri Casinos, Inc. shall report such transaction to the Mississippi Gaming Commission by filing copies of all documents related to the transaction within fourteen (14) calendar days of the closing of such transaction. Within fourteen (14) calendar days after the closing of any public offering and/or private placement, Isle of Capri Casinos, Inc. shall file with the Executive Director a report of all participants in the public offering and/or private placement, which shall include (at a minimum) name, amount of securities issued and purchase price. If the offering is an equity offering, Isle of Capri Casinos, Inc. shall also file, within thirty (30) calendar days after the closing, an updated master list of all shareholders following such offering, which shall include (at a minimum) the names of all record shareholders and number of shares owned."

Commissioner Pitts: Move to adopt recommendation

Commissioner Smith: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

M. APPLICATION FOR FINDING OF SUITABILITY AS A LIMITED PARTNER OF A LIMITED PARTNERSHIP - Greenville Casino Partners, L.P. d/b/a Bayou Caddy's Jubilee Casino

Dan McDaniel, with Phelps Dunbar, came forward to represent Greenville Casino Partners, L.P. d/b/a Bayou Caddy's Jubilee Casino

EXECUTIVE DIRECTOR'S RECOMMENDATION: "The Executive Director recommends that Alpha Gulf Coast, Inc be granted approval for finding of suitability as a 25% limited partner of Greenville Casino partners, L.P. d/b/a Bayou Caddy's Jubilee Casino.

Commissioner Smith: Move to adopt recommendation

Commissioner Pitts: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

N. APPLICATION FOR FINDING OF SUITABILITY - Atlantic City Coin & Slot Service Co., Inc. ITEM III.N WAS TABLED.

O. REQUEST FOR APPROVAL OF RESTRICTION ON THE TRANSFER OF STOCK - Atlantic City Coin & Slot Service Co., Inc.

Dan Hise, with Butler, Snow, came forward to represent Atlantic City Coin & Slot Service Co., Inc.

EXECUTIVE DIRECTOR'S RECOMMENDATION: "The Executive Director recommends that the request for approval of restriction on the transfer of stock be approved for Atlantic City Coin & Slot Service Co., Inc. relative to the \$15 million credit facility.

Commissioner Pitts: Move to adopt recommendation

Commissioner Smith: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

P. REQUEST FOR APPROVALS - Beau Rivage Resorts, Inc. and Beau Rivage Distribution Corp. Dan Hise, with Butler, Snow, came forward to represent Atlantic City Coin & Slot Service Co., Inc. Also present was Carol Brand.

EXECUTIVE DIRECTOR'S RECOMMENDATION: "The Executive Director recommends that:

1. The Mississippi Gaming Commission exempt MGM MIRAGE, a publicly traded corporation, from the requirement to obtain prior approval of continuous public offerings and/or private placements of its securities for a period of two (2) years. The Mississippi Gaming Commission grants the Executive Director the power to issue an interlocutory stop order with respect to any public offering and/or private placement by MGM MIRAGE. The Mississippi Gaming Commission further grants the Executive Director the power, at any time and upon notice to MGM MIRAGE to require that MGM MIRAGE submit any proposed public offerings and/or private placements of its securities to the Executive Director at least fourteen (14) calendar days prior to offering such public offerings and/or private placements. At the request of MGM MIRAGE, the fourteen (14) calendar day period may be reduced, in the sole discretion of the Executive

Director, to such period of time as shall be designated in writing by the Executive Director. This recommendation for exemption is conditioned on compliance with the laws of the State of Mississippi and the regulations of the Mississippi Gaming Commission. This action is not to be relied upon as a finding by the Mississippi Gaming Commission of the truth or accuracy of any statements contained in documents submitted to the Mississippi Gaming Commission. The Mississippi Gaming Commission, its officers, and employees disclaim any liability in respect to such a public offering and/or private placement of securities;

2. The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to MGM MIRAGE and its affiliated companies and subsidiaries, current and hereafter acquired, for a period of two (2) years, to pledge the equity interests or securities of such affiliated companies and subsidiaries pursuant to a public offering and/or private placement made under the approval granted by paragraph 1 above;

3. The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to MGM MIRAGE and its affiliated companies and subsidiaries, current and hereafter acquired, for a period of two (2) years, to place restrictions including negative stock pledges, upon the transfer of, and to enter into agreements not to encumber, the equity interests or securities of such affiliated companies and subsidiaries pursuant to a public offering and/or private placement made under the approval granted by paragraph 1 above;

4. The Mississippi Gaming Commission grant approval, as otherwise required by the Mississippi Gaming Commission Regulations, to the Mississippi licensees, current and hereafter acquired, of MGM MIRAGE for a period of two (2) years, to guarantee the securities issued by MGM MIRAGE pursuant to a public offering and/or private placement made under the approval granted pursuant to paragraph 1 above and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by MGM MIRAGE pursuant to a public offering and/or private placement made under the approval granted by paragraph 1 above; and

5. MGM MIRAGE shall report to the Executive Director of the Mississippi Gaming Commission all public offerings and/or private placements of its securities by simultaneously filing with the Executive Director all related reports, statements, etc. (and amendments thereto) that must be filed with the U.S. Securities and Exchange Commission ("SEC"). If the proposed transaction is not required to be filed/reported to the SEC, MGM MIRAGE shall report such transaction to the Mississippi Gaming Commission by filing copies of all documents related to the transaction within fourteen (14) calendar days of the closing of such transaction. Within fourteen (14) calendar days after the closing of any public offering and/or private placement, MGM MIRAGE shall file with the Executive Director a report of all participants in the public offering and/or private placement, which shall include (at a minimum) name, amount of securities issued and purchase price. If the offering is an equity offering, MGM MIRAGE shall also file, within thirty (30) calendar days after the closing, an updated master list of all shareholders following such offering, which shall include (at a minimum) the names of all record shareholders and number of shares owned."

Commissioner Pitts: Move to adopt recommendation Commissioner Smith: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

Q.

REQUEST FOR RENEWAL OF SITE APPROVAL - Phoenix Mississippi, Inc. d/b/a Paradise Bay Resort & Casino

Sean McGuinness, of the Nevada law firm of Gordon & Silver, came forward to represent Phoenix Mississippi, Inc.

EXECUTIVE DIRECTOR'S RECOMMENDATION: "Having observed that the site meets all statutory and regulatory requirements, the Executive Director recommends that the site be approved on the following conditions:

1. The site approval will expire on June 15, 2003, within which time the holder of the site approval must complete the site development, obtain all agency approvals, and open the property to the public;

2. The holder of the site approval will complete the construction of its casino and infrastructure facilities as set forth in the plan for development which has been presented to the Commission, any deviations from this plan must be specifically approved by the Commission prior to implementation;

3. The holder of the site approval will comply with all federal and state laws, including the laws of Mississippi and particularly the Mississippi Gaming Control Act;

4. The holder of the site approval will comply with all the policies, rules and regulations adopted by the Mississippi Gaming Commission;

5. The holder of the site approval will comply with and does hereby agree to be bound by all laws, including the Gaming control Act, of the State of Mississippi; further, the holder of the site approval agrees to adjudicate all legal proceedings (both state and federal) relative to said site approval, in the courts located in the State of Mississippi; and

6. The holder of the site approval must locate its vessel in compliance with the definition of navigable waters in Miss. Code Ann. §27-109-1 as amended and Mississippi Gaming Regulations.

Commissioner Smith: Move to adopt recommendation

Commissioner Pitts: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

R. PROPOSED AMENDMENT - Public Comment

1. MGC Regulation VII. Internal Controls for Gaming Establishments, P. Procedure for Filling Payout Reserve Containers of slot Machines (2)

This regulation was presented for public comment. There were none. Written comments will be accepted for thirty days.

EXECUTIVE DIRECTOR'S RECOMMENDATION: "The Executive Director recommends to the Commission that the proposed amendment to MGC Regulation VII. Internal Controls for Gaming Establishments, P. Procedure for Filling Payout Reserve Containers of Slot Machines (2) be adopted for public comment. Written comments will be accepted for thirty days and public oral comments will be taken today."

Commissioner Pitts: Move to adopt recommendation

Commissioner Smith: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

S. RECOMMENDATION REGARDING WORK PERMIT HEARINGS HELD AND DECISIONS RENDERED ON AUGUST 14 -15, 2001

(Copies attached to the record as Exhibit "1").

HEARING EXAMINER'S DECISIONS:

The following work permits were revoked: Donald W. Craig

Rickel L. Hickey

Connell Moore Josie J. Phillips Eric A. Washington Willie E. Washington Kisha A. James Angela M.

Trahan Terrill L. Virgin

The following work permit was not revoked but remains in place on conditions: Lakeisia W. Badger

The following work permit denials were affirmed: Angela L. Hanner

Rudolph S. Houston Jeanette M. Dee Larry E. Joyner Marcus E. Steade

EXECUTIVE DIRECTOR'S RECOMMENDATION: "The Executive Director recommends that the Commission accepts into the minutes the Findings of Facts and recommended actions of the Hearing Examiner, Special Assistant Attorney General, Larry J. Stroud."

Commissioner Smith: Move to adopt recommendation

Commissioner Pitts: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

T. APPEAL OF HEARING EXAMINER'S DECISION - REVOCATION OF WORK PERMIT

(Copy attached to the record as Exhibit "2").

1. Lam B. Buck, Case No. 01-00662

EXECUTIVE DIRECTOR'S RECOMMENDATION: "The Executive Director recommends that the Commission decline to review the decision of the Hearing Examiner in the case of Larry B. Buck.

Commissioner Pitts: Move to adopt recommendation

Commissioner Smith: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

ITEM. IV.

PUBLIC COMMENTS - GAMING

NONE.

A short recess was taken at 10:40 a.m. Meeting reconvened at 10:54 a.m.

ITEM V.

CHARITABLE BINGO MATTERS

Staff present for Charitable Bingo session:

Leonard A. Blackwell, II, Chairman, MS Gaming Commission Victor P. Smith, Commissioner, MS Gaming Commission

A. J. Pitts, Commissioner, MS Gaming Commission Chuck Patton, Executive Director, MS Gaming Commission Larry Gregory, Deputy Executive Director, MS Gaming Commission

Charlene R. Pierce, Special Assistant Attorney General, Attorney General's Office Doug Tyrone, Director of Charitable Bingo, MS Gaming Commission

Leigh Ann Wilkins, Staff Officer I, MS Gaming Commission

Joel R. Jones, Special Assistant Attorney General, Attorney General's Office Sonny Weathersby, Branch Director, Charitable Bingo, MS Gaming Commission Bob Sharp, Agent, Charitable Bingo, MS Gaming Commission

A. APPROVALS FOR LICENSURE (Copy attached to the record as Exhibit "Y"). EXECUTIVE DIRECTOR'S RECOMMENDATION: "The Executive Director recommends that the previously identified organizations be approved for licensure."

Commissioner Pitts: Move to adopt recommendation

Commissioner Smith: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

B. CHARITABLE BINGO LICENSE

1. Exchange Club Center

2. MS Council of the Blind

3. V. F. W. Post #4800

4. L. L. F. E.

(Copies attached to the record as Exhibit "4".)

EXECUTIVE DIRECTOR'S RECOMMENDATION: "The Executive Director recommends that the Commission issue a 180 day (6 month) renewal license to The Exchange Club Center, MS Council of the Blind, V. F. W. Post #4800 and L. I. F. E. These recommendations are made so that Commission staff may evaluate their expenses for the previous year."

Commissioner Smith: Move to adopt recommendation

Commissioner Pitts: Second

RECORDED VOTE: Chairman Blackwell: YES

Commissioner Smith: YES

Commissioner Pitts: YES

C. DENIALS OF LICENSURE

1. American Legion Post #134

2. Amvets Post #355

(Copies attached to the record as Exhibit "5".)

Bill Wheeler and Jamie Franks came forward to represent Amvets #355 before the Commission. There was extensive discussion of the charity's failure to comply with Charitable Bingo Regulation L., Sec. 12, the "60/40" rule.

Larry Vaughn, John Patton, and John McCormick came forward to represent American Legion #134 before the Commission. There was extensive discussion of the charity's failure to comply with the Charitable Bingo Regulations.

EXECUTIVE DIRECTOR'S RECOMMENDATION: "The Executive Director recommends that American Legion Post #134 and Amvets Post #355 be denied a charitable bingo license."

Commissioner Pitts: Move to adopt recommendation

Commissioner Smith: Second

RECORDED VOTE: Chairman Blackwell: YES
Commissioner Smith: YES
Commissioner Pitts: YES

ITEM VI.

COMMENTS - CHARITABLE BINGO

NONE.

ITEM VII. ADJOURNMENT There being no further business, the meeting was adjourned at 11:45 a.m.

LEONARD A. BLACKWELL, II, CHAIRMAN

VICTOR P. SMITH, COMMISSIONER

A. J. PITTS, COMMISSIONER

CHARLES PATTON, EXECUTIVE DIRECTOR

ATTEST:

Charlene R. Pierce

EXHIBIT 1

BEFORE THE MISSISSIPPI GAMING COMMISSION

Memorandum of Decisions of the Hearing Examiner

Re: Work Permit Hearings Held and Decisions Rendered on August 14 and August 15, 2001, in Jackson, Mississippi

THERE CAME ON FOR HEARING the work permit appeals of the following person(s) aggrieved by the decision of the Executive Director of the Mississippi Gaming Commission recommending revocation of the work permit. After such hearings and upon consideration of the evidence and arguments presented, the Hearing Examiner, the Honorable Larry Stroud, did make the following recommendations:

The following work permits were revoked:

Donald W. Craig Rickel L. Hickey Connell Moore Josie J. Phillips Eric A. Washington Willie E. Washington Kisha A. James Angela M. Trahan Terrill L. Virgin

The following work permits were not revoked but remain in place on conditions:

Lakeisia W. Badger

The following work permit denials were affirmed:

Angela L. Banner Rudolph S. Houston Jeanette M. Dee Larry E. Joyner Marcus E. Steade

The Hearing Examiner has written, a finding of facts and conclusions of law and mailed same to all of the above listed persons, and notified them of their rights of appeal. The appeal time has expired and none of the above persons have appealed the decision of the Hearing Examiner.

This report is made to the Commission and should be made a part of the minutes. All findings and conclusions of the Hearing Examiner are attached and also should be placed upon the minutes.

LS

This the 1- day
of October, 2001.



Larry J. Stroud Hearing Examiner MISSISSIPPI GAMING COMMISSION