

MANDALAY RESORT GROUP  
Form 424B3  
February 25, 2004

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**PROSPECTUS**

**Offer to Exchange  
its 6<sup>3</sup>/<sub>8</sub>% Senior Notes due 2011,  
Which Have Been Registered Under the Securities Act of 1933,  
for any and all of its Outstanding 6<sup>3</sup>/<sub>8</sub>% Senior Notes due 2011**

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**The Exchange Notes**

The terms of the notes Mandalay Resort Group is issuing will be substantially identical to the outstanding notes that we issued on November 25, 2003, except for the elimination of some transfer restrictions, registration rights and liquidated damages provisions relating to the outstanding notes.

Interest on the notes will accrue at the rate of 6<sup>3</sup>/<sub>8</sub>% per year, payable semi-annually in cash in arrears on each June 15 and December 15, beginning on June 15, 2004, and the notes will mature on December 15, 2011.

The notes will be unsecured senior obligations of Mandalay and will rank equal in right of payment with our existing and future unsecured senior indebtedness. The notes will effectively rank junior to all secured indebtedness of Mandalay and to all indebtedness and other liabilities of our subsidiaries.

We may redeem the notes at any time prior to their maturity at the redemption price described more fully in this prospectus.

**Material Terms of the Exchange Offer**

The exchange offer expires at 5:00 p.m., New York City time, on March 29, 2004, unless extended. The maximum period of time the offer will remain open after the date of this prospectus, including any extensions of the expiration date, is 90 days.

Our completion of the exchange offer is subject to customary conditions, which we may waive.

Upon our completion of the exchange offer, all outstanding notes that are validly tendered and not withdrawn will be exchanged for an equal principal amount of notes that are registered under the Securities Act of 1933.

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Tenders of outstanding notes may be withdrawn at any time prior to the expiration of the exchange offer.

The exchange of registered notes for outstanding notes will not be a taxable exchange for U.S. Federal income tax purposes.

We will not receive any proceeds from the exchange offer.

**For a discussion of factors that you should consider before participating in this exchange offer, see "Risk Factors" beginning on page 15 of this prospectus.**

Neither the Securities and Exchange Commission, the Nevada Gaming Commission, the Nevada State Gaming Control Board, the Mississippi Gaming Commission, the Michigan Gaming Control Board, the Illinois Gaming Board, nor any state securities commission or other gaming authority, has passed on the adequacy or accuracy of this prospectus or the investment merits of the notes offered hereby. Any representation to the contrary is a criminal offense.

The date of this prospectus is February 25, 2004.

We have not authorized any dealer, salesman or other person to give any information or to make any representation other than those contained or incorporated by reference in this prospectus. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus as if we had authorized it. This prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities other than the registered securities to which it relates, nor does this prospectus constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

### TABLE OF CONTENTS

	Page
Summary	1
Risk Factors	15
Documents Incorporated by Reference	23
Available Information	24
Market Data	25
Forward-Looking Statements	25
Use of Proceeds	26
Capitalization	27
Description of Other Indebtedness	28
The Exchange Offer	30
Description of the Exchange Notes	42
Material Federal Income Tax Consequences of the Exchange	56
Plan of Distribution	57
Legal Matters	59
Experts	59

### SUMMARY

*The following summary highlights selected information from this document and may not contain all the information that may be important to you. You should read this entire prospectus, including the financial data and related notes and documents incorporated by reference in this*

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*prospectus, before making an investment decision. The terms "we," "our," and "us," as used in this prospectus, refer to Mandalay Resort Group and its majority owned subsidiaries as a combined entity, except where it is clear that the terms mean only Mandalay Resort Group. When we use the term "Mandalay," it refers only to Mandalay Resort Group. These terms, as used in this prospectus, do not include our unconsolidated joint ventures, unless the context otherwise requires. The term "old notes" refers to our outstanding 6<sup>3</sup>/<sub>8</sub>% Senior Notes due 2011 that we issued on November 25, 2003 and that have not been registered under the Securities Act of 1933. The term "exchange notes" refers to the 6<sup>3</sup>/<sub>8</sub>% Senior Notes due 2011 offered by this prospectus. The term "notes" refers to the old notes and the exchange notes collectively.*

### Mandalay Resort Group

#### Overview

We are one of the largest hotel-casino operators in the United States. Our operations consist of 12 wholly owned resorts in Nevada and Mississippi, as well as investments in four joint ventures with operating resorts in Nevada, Illinois and Michigan. Our resorts cater to a wide variety of customers and we strive to provide the best value in each of the market segments where we compete. We generate approximately half of our net revenues from gaming activities, with hotel operations contributing approximately 25%.

We have the largest scaled hotel-casino resort development in Las Vegas, the world's largest gaming market where we generate approximately two-thirds of our operating income. This "Mandalay Mile" consists of three interconnected megaresorts on 230 acres, including our flagship property, Mandalay Bay. Mandalay Bay is typically the best performer among our properties in this market, as it possesses amenities that appeal to higher-income customers. Strong demand from this segment of our customer base has permitted us greater pricing leverage, thus helping to drive results at this property. With the addition of our expanded convention center, an all-suites hotel tower and a retail center (each discussed more fully below), Mandalay Bay should continue to be the leading driver of future growth for our company.

Our operating results are highly dependent on the volume of customers visiting and staying at our resorts. This is particularly evident in our two principal revenue centers – the casino and the hotel. The volume of casino activity is measured by "drop," which refers to amounts wagered by our customers. The amount of drop that we keep and that is recognized as casino revenue is referred to as our "win" or "hold." Meanwhile, revenue per available room, or REVPAR, is a key metric for our hotel business. REVPAR reflects both occupancy levels and room rates, each of which is impacted by customer demand, among other factors.

1

We have provided below information as of October 31, 2003 about our properties and those of the joint ventures in which we participate. Except as otherwise indicated, we wholly own and operate these properties.

Location/Property	Guest Rooms	Approximate Casino Square Footage	Slots(1)	Gaming Tables(2)	Parking Spaces
<i>Las Vegas, Nevada</i>					
Mandalay Bay(3)	3,643(4)	135,000	2,002	130	7,000
Luxor	4,408	120,000	1,927	104	3,200
Excalibur	4,002	110,000	1,829	73	4,000
Circus Circus	3,744	109,000	1,988	73	4,700
Monte Carlo (50% Owned)	3,002	90,000	1,910	74	4,000
Slots-A-Fun		16,700	605	22	
<i>Reno, Nevada</i>					
Circus Circus	1,572	60,000	1,451	67	3,000
Silver Legacy (50% Owned)	1,711	85,000	1,908	77	1,800
<i>Laughlin, Nevada</i>					
Colorado Belle	1,226	64,000	1,230	38	1,700
Edgewater	1,450	44,000	1,154	37	2,300
<i>Jean, Nevada</i>					
Gold Strike	812	37,000	821	17	2,100
Nevada Landing	303	36,000	810	17	1,400

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Location/Property	Guest Rooms	Approximate Casino Square Footage	Slots(1)	Gaming Tables(2)	Parking Spaces
<i>Henderson, Nevada</i>					
Railroad Pass	120	21,000	354	7	600
<i>Tunica County, Mississippi</i>					
Gold Strike	1,149	48,000	1,398	49	1,400
<i>Detroit, Michigan</i>					
MotorCity (53.5% Owned)(5)		75,000	2,506	88	3,800
<i>Elgin, Illinois</i>					
Grand Victoria (50% Owned)		36,000	1,072	41	2,300
<b>Total</b>	<b>27,142(4)</b>	<b>1,086,700</b>	<b>22,965</b>	<b>914</b>	<b>43,300</b>

- (1) Includes slot machines and other coin-operated devices.
- (2) Generally includes blackjack ("21"), craps, pai gow poker, Caribbean stud poker, wheel of fortune and roulette. Mandalay Bay, Luxor and MotorCity Casino also offer baccarat.
- (3) This property, which opened March 2, 1999, includes a Four Seasons Hotel with 424 guest rooms that we own and Four Seasons Hotels Limited manages. On December 17, 2003, we opened THEhotel, an additional 43-story, all-suites tower.
- (4) Does not include 1,117 suites in THEhotel.
- (5) This property, which opened December 14, 1999, is being operated pending the construction of an expanded hotel-casino facility.

**Property Descriptions**

We are providing below additional information concerning the properties we, and the joint ventures in which we participate, own and operate.

*Las Vegas, Nevada*

*Mandalay Bay.* This property is located on approximately 95 acres on the Las Vegas Strip adjacent to our Luxor property and is the first major resort on the Las Vegas Strip to greet visitors arriving in Las Vegas on I-15, the primary thoroughfare between Las Vegas and southern California. The South Seas themed hotel-casino resort has two 43-story towers. The original tower offers

3,643 guest rooms, including a Four Seasons Hotel with 424 guest rooms that provides visitors with a luxury "five diamond" hospitality experience, and THEhotel, a new all suites tower which opened on December 17, 2003, that includes 1,117 suites. Mandalay Bay's attractions include an 11-acre tropical lagoon featuring a sand-and-surf beach, a three-quarter-mile lazy river ride and a 30,000 square-foot spa. The property features 13 restaurants, such as Charlie Palmer's Aureole, Wolfgang Puck's Trattoria Del Lupo, China Grill, rumjungle, Red Square, Red, White and Blue and Border Grill, as well as a House of Blues nightclub and restaurant, including its signature Foundation Room (situated on Mandalay Bay's top floor). Mandalay Bay offers multiple entertainment venues that include the Shark Reef at Mandalay Bay featuring sharks and rare sea predators, a 1,760-seat showroom where the Broadway hit "Mamma Mia!" opened February 3, 2003, the rumjungle nightclub and a 12,000-seat special events arena that features additional entertainment and sporting events.

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In January 2003, we opened a new convention and meeting complex adjacent to the Mandalay Bay Conference Center. The new complex includes more than one million square feet of exhibit space. With this new building and the original conference center, Mandalay Bay now offers almost two million gross square feet of conference and exhibit space.

On December 17, 2003, we opened THEhotel, an 1,117-suite, 43-story tower at Mandalay Bay. The new suites average 750 square feet, among the largest room product in the Las Vegas market. The new tower also includes meeting suites, a spa and fitness center, a lounge and two restaurants. We expect that the new suites will serve the demand generated by the new convention center. The total cost of the new tower is estimated to be \$230 million, excluding land, capitalized interest and preopening expenses. As of October 31, 2003, we had incurred costs of \$176.6 million related to this project.

In October 2003, we opened Mandalay Place, a retail center located between Mandalay Bay and Luxor. The center will eventually include approximately 90,000 square feet of retail space and approximately 40 stores and restaurants, including several upscale, internationally branded retailers. The cost is estimated to be approximately \$50 million, excluding land, capitalized interest and preopening expenses. As of October 31, 2003, we had incurred costs of \$39.8 million related to this project.

*Luxor.* This property is an Egyptian-themed hotel and casino complex situated on 64 acres of our Mandalay Mile, between Mandalay Bay and Excalibur. The resort features a 30-story pyramid and two 22-story hotel towers. Luxor offers 20,000 square feet of convention space, a 20,000-square-foot spa, a 1,200-seat showroom currently featuring the off-Broadway show "Blue Man Group," a nightclub, and food and entertainment venues on three different levels beneath a soaring hotel atrium. The pyramid's guest rooms can be reached from the four corners of the building by state-of-the-art "inclinator" that travel at a 39-degree angle. Above the pyramid's casino, the property offers a special format motion base ride and an IMAX 2D/3D theater. Luxor's other public areas include a buffet, eight restaurants including three gourmet restaurants, as well as a snack bar, a food court featuring national fast food franchises, several cocktail lounges and a variety of specialty shops.

*Excalibur.* This property is a castle-themed hotel and casino complex situated on a 53-acre site immediately to the north of Luxor. Excalibur's public areas include a Renaissance fair, a medieval village, an amphitheater with a seating capacity of nearly 1,000 where nightly mock jousting tournaments and costume drama are presented, two dynamic motion theaters, various artisans' booths and medieval games of skill. In addition, Excalibur has a buffet restaurant, six themed restaurants, as well as several snack bars, cocktail lounges and a variety of specialty shops.

*Circus Circus-Las Vegas.* This property, which is our original resort, is a circus-themed hotel and casino complex situated on approximately 69 acres on the north end of the Las Vegas Strip. From a "Big Top" above the casino, Circus Circus-Las Vegas offers its guests a variety of circus acts performed daily, free of charge. A mezzanine area overlooking the casino has a circus midway with carnival-style

games and an arcade that offers a variety of amusements and electronic games. Four specialty restaurants, a buffet, a coffee shop, four fast food snack bars, several cocktail bars and a variety of gift shops and specialty shops are also available to the guests at Circus Circus-Las Vegas. The Adventuredome, covering approximately five acres, offers theme park entertainment that includes a high-speed, double-loop, double-corkscrew roller coaster, a coursing river flume ride on white-water rapids, an IMAX motion base ride, several rides and attractions designed for preschool age children, themed carnival-style midway games, a state-of-the-art arcade, a 65-foot waterfall, food kiosks and souvenir shops, all in a climate-controlled setting under a giant space-frame dome.

*Monte Carlo (50%-owned).* Through wholly owned entities, we are a 50% participant with a subsidiary of MGM MIRAGE in, and manage the operations of, Victoria Partners, a joint venture which owns Monte Carlo, a hotel and casino resort situated on 46 acres with approximately 600 feet of frontage on the Las Vegas Strip. Monte Carlo is situated between Bellagio, a 3,000-room resort owned and operated by MGM MIRAGE, and New York-New York, a 2,000-room hotel-casino resort owned by MGM MIRAGE. Monte Carlo's casino reflects a palatial style reminiscent of the *Belle Epoque*, the French Victorian architecture of the late 19th century. Amenities at Monte Carlo include three specialty restaurants, including the popular Andre's gourmet restaurant, a buffet, a coffee shop, a food court, a microbrewery which features live entertainment, approximately 15,000 square feet of meeting and banquet space, and tennis courts. A 1,200-seat replica of a plush vaudeville theater, including a balcony and proscenium arch, features an elaborately staged show of illusions with the world-renowned magician, Lance Burton.

### *Reno, Nevada*

*Circus Circus-Reno.* This property is a circus-themed hotel and casino complex situated in downtown Reno, Nevada. Like its sister property in Las Vegas, Circus Circus-Reno offers its guests a variety of circus acts performed daily, free of charge. A mezzanine area has a circus midway with carnival-style games and an arcade that offers a variety of amusements and electronic games. The property also has two

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specialty restaurants, a buffet, a coffee shop, a deli/bakery, a fast food snack bar, cocktail lounges, a gift shop and specialty shops.

*Silver Legacy (50%-owned).* Through a wholly owned entity, we are a 50% participant with Eldorado Limited Liability Company in Circus and Eldorado Joint Venture, a joint venture which owns and operates Silver Legacy, a hotel-casino and entertainment complex situated on two city blocks in downtown Reno, Nevada. Silver Legacy is situated between Circus Circus-Reno and the Eldorado Hotel & Casino, which is owned and operated by an affiliate of our joint venture partner at Silver Legacy. Silver Legacy's casino and entertainment complex is connected at the mezzanine level with Circus Circus-Reno and the Eldorado Hotel & Casino by enclosed climate-controlled skyways above the streets between the respective properties. The property's exterior is themed to evoke images of historical Reno. Silver Legacy features four restaurants and several bars, a 25,000-square-foot special events center, custom retail shops, a health spa and an outdoor pool and sun deck. Circus and Eldorado Joint Venture's executive committee, which functions in a manner similar to a corporation's board of directors, is responsible for overseeing the performance of Silver Legacy's management. Under the terms of the joint venture agreement, we appoint three of the executive committee's five members.

### *Laughlin, Nevada*

*Colorado Belle.* This property is situated on a 22-acre site on the bank of the Colorado River (with nearly 1,080 feet of river frontage) in Laughlin, Nevada. The Colorado Belle features a 600-foot replica of a Mississippi riverboat and also includes a buffet, a coffee shop, three specialty restaurants, a

4

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microbrewery, fast-food snack bars and cocktail lounges, as well as a gift shop and other specialty shops.

*Edgewater.* This property is situated on a 16-acre site adjacent to the Colorado Belle with nearly 1,640 feet of frontage on the Colorado River. Edgewater's facilities include a specialty restaurant, a coffee shop, a buffet, a snack bar and cocktail lounges.

### *Jean, Nevada*

Jean is located between Las Vegas and southern California, approximately 25 miles south of Las Vegas and 12 miles north of the California-Nevada state line. Jean attracts gaming customers almost entirely from the large number of people traveling between Las Vegas and southern California on Interstate-15, the principal highway between Las Vegas and southern California, which passes directly through Jean.

*Gold Strike.* This property is an "Old West" themed hotel-casino located on approximately 51 acres of land on the east side of Interstate-15. The property has, among other amenities, a swimming pool and spa, several restaurants, a banquet center, a gift shop and an arcade. The casino has a stage bar with regularly scheduled live entertainment and a casino bar.

*Nevada Landing.* This property is a turn-of-the-century riverboat themed hotel-casino located on approximately 55 acres of land across Interstate-15 from Gold Strike. Nevada Landing includes a 70-seat Chinese restaurant, a full-service coffee shop, a buffet, a snack bar, a gift shop, a swimming pool and spa and a 300-guest banquet facility.

### *Henderson, Nevada*

Henderson is a suburb located southeast of Las Vegas.

*Railroad Pass.* This property is situated on approximately 56 acres along US-93, the direct route between Las Vegas and Phoenix, Arizona. This property includes, among other amenities, two full-service restaurants, a buffet, a gift shop, two bars, a swimming pool and a banquet facility. In contrast with our other Nevada properties, Railroad Pass caters to local residents, particularly from Henderson.

### *Tunica County, Mississippi*

Tunica County is located 20 miles south of Memphis, Tennessee on the Mississippi River. Tunica County attracts customers from Mississippi and surrounding states, including cities such as Memphis, Tennessee and Little Rock, Arkansas.

*Gold Strike-Tunica.* This property is a dockside casino situated on a 24-acre site along the Mississippi River in Tunica County, approximately three miles west of Mississippi State Highway 61 (a major north/south highway connecting Memphis with Tunica County) and 20 miles south of Memphis. The property features an 800-seat showroom, a coffee shop, a specialty restaurant, a buffet, a snack bar and several

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cocktail lounges. Gold Strike-Tunica is part of a three-casino development covering approximately 72 acres. The other two casinos are owned and operated by unaffiliated third parties. We also own an undivided one-half interest in an additional 388 acres of land which may be used for future development.

### *Detroit, Michigan*

*MotorCity Casino (53.5%-owned).* On December 14, 1999, along with our joint venture partner, Atwater Casino Group, we opened MotorCity Casino, a casino facility in Detroit, Michigan. The casino includes approximately 75,000 square feet of casino space, five restaurants and a 3,800-space parking

5

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facility. Under a revised development agreement with the City of Detroit, MotorCity Casino is to be expanded at its current location by December 31, 2005, into a facility that will include approximately 400 hotel rooms, 100,000 square feet of casino space, a 1,200-seat theater, convention space, and additional restaurants, retail space and parking. We are committed to contribute 20% of the cost of the permanent facility in the form of an investment in the joint venture, and the joint venture will seek to borrow the balance of the cost. The cost of the additional facilities, excluding land, capitalized interest and preopening expenses, is currently estimated to be \$275 million.

Various lawsuits have been filed in the state and federal courts challenging the constitutionality of the Detroit Casino Competitive Selection Process and the Michigan Gaming Control and Revenue Act, and seeking to appeal the issuance of a certificate of suitability to MotorCity Casino. No assurance can be given regarding the timing and outcome of these proceedings. An adverse ruling in any of these lawsuits could affect the joint venture's operation of the facility, as well as its ability to maintain its certificate of suitability and a casino license for its facility. All three casinos in Detroit are currently prevented from beginning construction of their new or expanded facilities as a result of one of these lawsuits.

On November 26, 2003, we announced that MotorCity Casino signed a settlement agreement with the Lac Vieux Desert Bank of Lake Superior Chippewa Indians. The settlement agreement must still be approved by the courts in which the Lac Vieux litigation is pending. The parties have also requested dissolution of the injunction preventing MotorCity from proceeding with construction of its expanded facility. Upon the courts' approval of the settlement agreement, MotorCity will pay to the Lac Vieux Tribe \$3 million, plus attorney's fees. Under the terms of the settlement agreement, MotorCity will pay an additional \$5.75 million on the first and second anniversaries of the first payment and \$1 million annually for 25 years, beginning on the third anniversary. The occurrence of certain events would suspend, lower and/or terminate the payments. There can be no assurance as to when the courts will act with respect to this matter, or what action the courts will take.

### *Elgin, Illinois*

*Grand Victoria (50%-owned).* Through wholly owned entities, we are a 50% participant with RBG, L.P. in a joint venture which owns Grand Victoria. Grand Victoria is a Victorian themed riverboat casino and land-based entertainment complex in Elgin, Illinois, a suburb approximately 40 miles northwest of downtown Chicago. The two-story vessel is 420 feet in length and 110 feet in width, and provides a maximum 80,000 square feet of casino space, approximately 36,000 square feet of which was being used as of October 31, 2003. The boat offers dockside gaming, which means its operation is conducted at dockside without cruising. The property also features a dockside complex that contains an approximately 83,000-square-foot pavilion with a buffet, a fine dining restaurant, a VIP lounge and a gift shop. Grand Victoria, which is strategically located in Elgin among the residential suburbs of Chicago, with nearby freeway access and direct train service from downtown Chicago, is located approximately 20 miles and 40 miles, respectively, from its nearest competitors in Aurora, Illinois and Joliet, Illinois, and holds one of only ten riverboat gaming licenses currently granted state-wide, nine of which are presently operational. Legislation in Illinois, which would allow a casino in Rosemont, approximately 16 miles from Grand Victoria, is being challenged in court. We manage the Grand Victoria, subject to the oversight of an executive committee which functions in a manner similar to a corporation's board of directors. Each joint venture partner is equally represented on the executive committee.

6

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## Summary Financial Information

We have derived the following summary consolidated financial information for the fiscal year ended January 31, 1999 from the audited Consolidated Financial Statement included in Mandalay's Annual Report on Form 10-K for the fiscal year ended January 31, 1999, as amended. We have derived the following summary consolidated financial information for each of the four fiscal years ended January 31, 2000, 2001, 2002 and 2003 from Mandalay's reaudited Consolidated Financial Statements for each of the fiscal years ended January 31, 2000, 2001 and 2002 in

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Mandalay's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 6, 2003 (as amended on February 11, 2003) and the audited Consolidated Financial Statements included in Amendment No. 1 on Form 10-K/A to Mandalay Resort Group's Annual Report on Form 10-K for the fiscal year ended January 31, 2003, which are incorporated by reference in this prospectus. Our summary consolidated financial information presented in the table below as of and for the nine months ended October 31, 2002 and 2003 is derived from the unaudited consolidated financial statements included in our Quarterly Report on Form 10-Q for the quarter ended October 31, 2003, which is incorporated by reference in this prospectus. However, in management's opinion, all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for these periods have been included. The results of operations for the nine months ended October 31, 2003 may not be indicative of the results of operations for the full year. The table should be read together with our consolidated financial statements and accompanying notes, as well as management's discussion and analysis of results of operations and financial condition, all of which can be found in publicly available documents, including those incorporated by reference in this prospectus.

Fiscal Year Ended January 31,					Nine Months Ended October 31,	
1999	2000	2001	2002	2003	2002	2003

(dollars in thousands, except ratios and statistical measures)

### Statement of Operations Data (1):

Net revenues (2)	\$ 1,370,498	\$ 1,926,278	\$ 2,381,139	\$ 2,348,512	\$ 2,354,118	\$ 1,809,891	\$ 1,886,965
Income from operations	242,779	273,736	431,534	351,060	452,306	371,515	396,860
Pretax income	140,815	103,116	194,392	93,006	195,334	179,234	196,669
Net income (3)	85,198	42,163	119,700	53,044	115,603	111,412	127,024

### Other Data:

Capital expenditures	\$ 671,547	\$ 352,133	\$ 110,220	\$ 156,742	\$ 300,532	\$ 217,381	\$ 454,225
Rooms (4)	27,118	27,118	27,118	27,142	27,142	27,142	27,142
Casino square footage (4)	1,030,700	1,086,700	1,086,700	1,086,700	1,086,700	1,086,700	1,086,700
Number of slot machines (4)	23,571	25,580	24,929	24,178	23,406	23,817	22,965
Number of table games (4)	921	1,014	991	945	932	941	914
Ratio of earnings to fixed charges (5)	1.62x	1.47x	1.85x	1.50x	1.91x	2.09x	2.39x

As of October 31,  
2003

(dollars in  
thousands)

### Balance Sheet Data:

Cash and cash equivalents	\$ 169,978
Total assets	4,728,612
Long-term debt, net of current portion	3,011,910
Stockholders' equity	1,014,264

- (1) Mandalay Bay opened on March 2, 1999 and MotorCity Casino opened on December 14, 1999. Silver City, a small casino on the Las Vegas Strip, was operated under a lease which expired October 31, 1999.
- (2) During fiscal 2003, we reclassified equity in earnings of unconsolidated affiliates from revenues to a separate component within income from operations. Prior fiscal years have been reclassified to conform to the new presentation. This reclassification had no impact on previously reported income from operations or net income.
- (3) Net income includes charges for the cumulative effect of an accounting change of \$1.9 million related to goodwill in fiscal 2003 and \$22.0 million related to preopening expenses in fiscal 2000. In accordance with the adoption of Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142") on February 1, 2002,

Mandalay no longer amortizes goodwill. The following table presents our results for each of the four fiscal years ended January 31 as if the non-amortization provisions of SFAS 142 had been applied. All goodwill amortization was related to continuing operations.



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	Fiscal Year Ended January 31,			
	1999	2000	2001	2002
	(dollars in thousands, except per share data)			
Net income as reported	\$ 85,198	\$ 42,163	\$ 119,700	\$ 53,044
Goodwill amortization adjustment	10,217	10,453	11,801	11,801
Adjusted net income	\$ 95,415	\$ 52,616	\$ 131,501	\$ 64,845
Basic net income per share as reported	\$ 0.90	\$ 0.47	\$ 1.53	\$ 0.73
Goodwill amortization adjustment	0.11	0.12	0.15	0.16
Adjusted basic net income per share	\$ 1.01	\$ 0.59	\$ 1.68	\$ 0.89
Diluted net income per share as reported	\$ 0.90	\$ 0.46	\$ 1.50	\$ 0.71
Goodwill amortization adjustment	0.11	0.11	0.15	0.16
Adjusted diluted net income per share	\$ 1.01	\$ 0.57	\$ 1.65	\$ 0.87

- (4) These items include 100% of Mandalay's joint venture properties. Mandalay acquired its 50% interest in the Grand Victoria, a then-operating riverboat casino in Elgin, Illinois, on June 1, 1995. Joint ventures in which Mandalay owns 50% interests opened Silver Legacy in Reno, Nevada on July 28, 1995 and Monte Carlo in Las Vegas, Nevada, on June 21, 1996. A joint venture in which Mandalay owns a 53.5% interest opened MotorCity Casino, a temporary casino in Detroit, Michigan, on December 14, 1999. The information as of January 31, 1999 includes figures for Mandalay Bay, which opened March 2, 1999. Silver City, a small casino on the Las Vegas Strip, was operated under a lease which expired October 31, 1999.
- (5) For purposes of determining the ratio of earnings to fixed charges, earnings are defined as net income before fixed charges, income taxes and minority interest, adjusted to exclude capitalized interest. Fixed charges consist of interest, whether expensed or capitalized, amortization of debt discount and issuance costs, Mandalay's proportionate share of the interest cost of 50%-owned ventures, and the estimated interest component of rental expense. Fixed charges for the nine months ended October 31, 2003 do not include the loss on early extinguishment of debt of \$6.3 million (net of related gain on swap terminations).

### Executive Offices

Our executive offices are located at 3950 Las Vegas Boulevard South, Las Vegas, Nevada 89119. Our telephone number is (702) 632-6700.

### Summary of the Exchange Offer

The Exchange Offer	<p>We are offering to exchange \$1,000 principal amount of our exchange notes for each \$1,000 principal amount of old notes. As of the date of this prospectus, \$250 million in aggregate principal amount of old notes are outstanding.</p> <p>We have registered the exchange notes under the Securities Act of 1933 and they are substantially identical to the old notes, except for the elimination of some transfer restrictions, registration rights and liquidated damages provisions relating to the old notes.</p>
Accrued Interest on the Exchange Notes and the Old Notes	Interest on the exchange notes will accrue from the last interest payment date on which interest was paid on the old notes or, if no interest was paid on the old notes, from the

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	<p>date of issuance of the old notes, which was November 25, 2003. Holders whose old notes are accepted for exchange will be deemed to have waived the right to receive any interest accrued on the old notes.</p>
No Minimum Condition	<p>We are not conditioning the exchange offer on the tender of any minimum principal amount of old notes.</p>
Expiration Date	<p>The exchange offer will expire at 5:00 p.m., New York City time, on March 29, 2004, unless we decide to extend the exchange offer.</p>
Withdrawal Rights	<p>You may withdraw your tender at any time prior to 5:00 p.m., New York City time, on the expiration date.</p>
Conditions to the Exchange Offer	<p>The exchange offer is subject to customary conditions, which we may waive. We currently anticipate that each of the conditions will be satisfied and that we will not need to waive any conditions. We reserve the right to terminate or amend the exchange offer at any time before the expiration date if any of the conditions occurs. For additional information, see the section "The Exchange Offer" in this prospectus under the subheading "Certain Conditions to the Exchange Offer."</p>
Procedures for Tendering Old Notes	<p>If you are a holder of old notes who wishes to accept the exchange offer, you must:</p> <p>complete, sign and date the accompanying letter of transmittal, or a facsimile of the letter of transmittal, and mail or otherwise deliver the letter of transmittal, together with your old notes, to the exchange agent at the address set forth in the section "The Exchange Offer" in this prospectus under the subheading "Exchange Agent"; or</p>
	<p>arrange for The Depository Trust Company to transmit certain required information, including an agent's message forming part of a book-entry transfer in which you agree to be bound by the terms of the letter of transmittal, to the exchange agent in connection with a book-entry transfer.</p>
	<p>By tendering your old notes in either manner, you will be representing among other things, that:</p>
	<p>the exchange notes you receive pursuant to the exchange offer are being acquired in the ordinary course of your business;</p>
	<p>you are not participating, do not intend to participate, and have no arrangement or understanding with any person to participate, in the distribution of the exchange notes issued to you in the exchange offer; and</p>
	<p>you are not an "affiliate" of ours.</p>
Special Procedures for Beneficial Owners	<p>If you beneficially own old notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your old notes in the exchange offer, you should contact the registered holder promptly and instruct it to tender on your behalf. If you wish to tender on your own behalf, you must, prior to completing and executing the letter of transmittal and delivering your old notes, either arrange to have your old notes registered in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time.</p>
Guaranteed Delivery Procedures	<p>If you wish to tender your old notes and time will not permit your required documents to reach the exchange agent by the expiration date, or the procedures for book-entry</p>

	transfer cannot be completed on time, you may tender your old notes according to the guaranteed delivery procedures described in the section "The Exchange Offer" in this prospectus under the subheading "Procedures for Tendering Old Notes."
Acceptance of Old Notes and Delivery of Exchange Notes	We will accept for exchange all old notes which are properly tendered in the exchange offer prior to 5:00 p.m., New York City time, on the expiration date. The exchange notes issued in the exchange offer will be delivered promptly following the expiration date. For additional information, see the section "The Exchange Offer" in this prospectus under the subheading "Acceptance of Old Notes for Exchange; Delivery of Exchange Notes."
Use of Proceeds	We will not receive any proceeds from the issuance of exchange notes in the exchange offer. We will pay for our expenses incident to the exchange offer.

10

Federal Income Tax Consequences	The exchange of exchange notes for old notes in the exchange offer will not be a taxable event for federal income tax purposes. For additional information, see the section "Material Federal Income Tax Consequences of the Exchange" in this prospectus.
Effect on Holders of Old Notes	As a result of this exchange offer, we will have fulfilled a covenant contained in the registration rights agreement dated as of November 25, 2003 among Mandalay Resort Group and Banc of America Securities LLC and each of the other initial purchasers named in the agreement and, accordingly, there will be no increase in the interest rate on the old notes. If you do not tender your old notes in the exchange offer: <p style="margin-left: 40px;">you will continue to hold the old notes and will be entitled to all the rights and limitations applicable to the old notes under the indenture governing the notes, except for any rights under the registration rights agreement that terminate as a result of the completion of the exchange offer; and</p> <p style="margin-left: 40px;">you will not have any further exchange rights or, except for any rights under the registration rights agreement, any registration rights, and your old notes will continue to be subject to restrictions on transfer. Accordingly, the trading market for untendered old notes could be adversely affected.</p>
Restrictions on Transferability of Old Notes following Completion of the Exchange Offer	Following the completion of the exchange offer, holders of any old notes that are not exchanged may sell those notes only in transactions which are exempt from the registration requirements of the Securities Act of 1933, or in a transaction pursuant to an effective registration statement, if we subsequently register the old notes. Except as required by the terms of the registration rights agreement, we do not intend to register any old notes that remain outstanding following completion of the exchange offer. See the section "The Exchange Offer" in this prospectus under the subheading "Shelf Registration Statement."
Exchange Agent	The Bank of New York is serving as exchange agent in connection with the exchange offer.

11

**Summary of the Exchange Notes**

Issuer	Mandalay Resort Group.
Total Amount of Exchange Notes Offered	Up to \$250 million in principal amount of 6 <sup>3</sup> / <sub>8</sub> % senior notes due 2011.
Maturity	December 15, 2011.
Interest	6 <sup>3</sup> / <sub>8</sub> % per year.

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Interest Payment Dates	June 15 and December 15, beginning June 15, 2004.
Optional Redemption	Other than as permitted to comply with an order or other requirement of a gaming regulatory authority, Mandalay will not have the right to redeem the exchange notes prior to their maturity, except that, prior to maturity, Mandalay may redeem the exchange notes in whole but not in part at a redemption price equal to 100% of the principal amount of the exchange notes plus a make-whole premium described in the section "Description of the Exchange Notes" in this prospectus under the subheading "Optional Redemption."
Ranking	The exchange notes will be unsecured senior obligations and will rank equal in right of payment to our unsecured senior indebtedness. The exchange notes will rank senior in right of payment to our subordinated indebtedness. The exchange notes will effectively rank junior to all secured indebtedness of Mandalay and to all indebtedness and other liabilities of our subsidiaries.
Change of Control	If a change of control event occurs, each holder of exchange notes may require Mandalay to repurchase all or a portion of its exchange notes at a purchase price equal to 101% of the principal amount of the exchange notes, plus accrued interest.
Certain covenants	<p>The indenture governing the exchange notes contains covenants that, among other things, limit our ability and, in certain instances, the ability of our subsidiaries, to:</p> <ul style="list-style-type: none"><li>enter into sale and lease-back transactions;</li><li>incur liens; and</li><li>merge, consolidate or transfer all or substantially all of our assets.</li></ul> <p>These covenants are subject to a number of important qualifications and exceptions. See the section "Description of the Exchange Notes" in this prospectus under the subheading "Additional Covenants of Mandalay."</p>

12

Comparison of the Old Notes and the Exchange Notes	<p>Exchange notes will be identical to the old notes except that</p> <p>the old notes are, and following the exchange offer will be, subject to the restrictions on transfer described above under "Summary of the Exchange Offer" opposite the caption "Restrictions on Transferability of Old Notes following Completion of the Exchange Offer" compared with the more limited transfer restrictions applicable to the exchange notes described below opposite the caption "Resales of Exchange Notes;" and</p> <p>any exchange notes acquired in exchange for old notes by any holder other than a broker-dealer will cease to be entitled to be included in any shelf registration statement we may become obligated to file under the registration rights agreement and will cease to be entitled to any liquidated damages we may become obligated to pay on account of our failure to comply with the terms of the registration rights agreement with respect to a shelf registration statement. See the section "The Exchange Offer" in this prospectus under the subheadings "Shelf Registration Statement" and "Liquidated Damages."</p>
Resales of Exchange Notes	Based on interpretations by the staff of the Securities and Exchange Commission as set forth in interpretive letters addressed to third parties in other transactions, we believe that the exchange notes issued pursuant to the exchange offer may be offered for resale, resold and otherwise transferred by a holder, other than any holder who is a broker-dealer or an "affiliate" of ours within the meaning of Rule 405 of the Securities

Act of 1933, without further compliance with the registration and prospectus delivery requirements of the Securities Act of 1933, provided that:

the exchange notes are acquired in the ordinary course of the holder's business; and

the holder is not participating and has no arrangement or understanding with any person to participate, in a distribution of the exchange notes.

However, any holder who is:

an "affiliate" of ours;

who has an arrangement or understanding with respect to the distribution of the exchange notes to be acquired pursuant to the exchange offer; or

any broker-dealer who purchased old notes from us to resell pursuant to Rule 144A or any other available exemption under the Securities Act of 1933,

could not rely on the applicable interpretations of the staff and must comply with the registration and prospectus delivery

13

requirements of the Securities Act of 1933. A broker-dealer who holds old notes that were acquired for its own account as a result of market-making or other trading activities may be deemed to be an "underwriter" within the meaning of the Securities Act of 1933 and must, therefore, deliver a prospectus meeting the requirements of the Securities Act of 1933 in connection with any resale of exchange notes. Each broker-dealer that receives exchange notes for its own account in exchange for old notes, where the broker-dealer acquired the old notes as a result of market-making activities or other trading activities, must acknowledge, as provided in the letter of transmittal, that it will deliver a prospectus in connection with any resale of the exchange notes. For more detailed information, see the section "Plan of Distribution" in this prospectus.

#### **Risk Factors**

See the section "Risk Factors" in this prospectus for a discussion of the factors you should carefully consider before deciding to invest in the exchange notes, including factors affecting forward-looking statements.

14

#### **RISK FACTORS**

*You should carefully consider the following factors in addition to the other information set forth in this prospectus before making an investment in the exchange notes.*

#### **Risks Relating to Mandalay Resort Group**

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*Our substantial indebtedness could adversely affect our financial results and prevent us from fulfilling our obligations under the notes.*

We have a significant amount of indebtedness. As of October 31, 2003, we had total consolidated indebtedness of approximately \$3.0 billion and stockholders' equity of approximately \$1.0 billion. As of the date of this prospectus, we have total consolidated indebtedness of approximately \$3.0 billion, including \$470 million outstanding under our \$850 million revolving credit facility. In addition, Mandalay is a party to keep-well agreements relating to an existing joint venture in which we have an interest, and may become a party to other keep-well agreements relating to the same or other joint ventures in which we have or may acquire an interest. These agreements may require us to make additional cash contributions.

The notes do not restrict our ability to borrow substantial additional funds on a secured or unsecured basis in the future nor do they provide holders any protection should we be involved in transactions that increase our leverage. If we add new indebtedness to our anticipated debt levels following the date of this prospectus, it could increase the related risks that we face.

Our high level of indebtedness could have important consequences to you, such as:

limiting our ability to obtain additional financing to fund our growth strategy, working capital, capital expenditures, debt service, acquisitions or other obligations, including our obligations with respect to the notes;

limiting our ability to use operating cash flow in other areas of our business because we must dedicate a significant portion of these funds to make principal and interest payments on our indebtedness;

increasing our interest expense if there is a rise in interest rates, because a significant portion of our borrowings are and will continue to be under our revolving credit facility and, as such, the rates are of short-term duration (typically 1 to 90 days) that require ongoing refunding of advances under the revolving credit facility;

causing our failure to comply with the financial and restrictive covenants contained in the agreements and indentures governing our indebtedness which could cause a default under our other debt or the notes and which, if not cured or waived, could have a material adverse effect on us;

limiting our ability to compete with others who are not as highly leveraged, including our ability to explore business opportunities; and

limiting our ability to react to changing market conditions, changes in our industry and economic downturns.

If we do not generate sufficient cash from our operations to make scheduled payments on the notes or to meet our other obligations and/or our joint venture obligations, we will need to take one or more actions including the refinancing of our debt, obtaining additional financing, selling assets, obtaining additional equity capital, or reducing or delaying capital expenditures. We cannot assure you that our business will generate cash flow or that we will be able to obtain funding sufficient to satisfy our debt service requirements.

On March 5, 2003, Mandalay's board of directors authorized the repurchase of up to an additional 10 million shares of Mandalay's common stock, as market conditions and other factors warrant, when the board's prior repurchase authorization was fully utilized. As of the date of this prospectus, we are authorized by our board to purchase up to an additional 10.3 million shares of our common stock. If Mandalay incurs additional indebtedness to repurchase shares of its common stock pursuant to the board's March 5, 2003 authorization or any subsequent authorization of the board, it will increase its leverage.

Until June 12, 2003, Mandalay had not declared a cash dividend on its common stock since it became publicly owned in 1983, although it had returned cash to its stockholders through its policy of periodic share repurchases, as cash flows, borrowing capacity and market conditions warranted. On June 12, 2003, Mandalay's board of directors instituted a policy of quarterly cash dividends and declared the first cash dividend to Mandalay's stockholders. This first quarterly dividend, which was \$0.23 per share, was paid on August 1, 2003 to stockholders of record on June 26, 2003. On August 27, 2003, Mandalay's board of directors declared a dividend of \$0.25 per share which was paid on October 31, 2003

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to stockholders of record on October 15, 2003. On December 2, 2003, we declared a dividend of \$0.27 per share which was paid on February 2, 2004 to stockholders of record on January 15, 2004. If Mandalay incurs additional indebtedness as a result of its payment of cash dividends to its stockholders, it will increase its leverage.

### ***Our debt agreements impose restrictions on our operations.***

Our credit facilities impose operating and financial restrictions on us. These restrictions include, among other things, limitations on our ability to:

- incur additional debt;
- create liens or other encumbrances;
- pay dividends or make other restricted payments;
- make investments, loans or other guarantees;
- sell or otherwise dispose of a portion of our assets; or
- merge or consolidate with another entity.

Each of our credit facilities contains a financial covenant that requires us not to exceed a total indebtedness ratio. Each credit facility also requires us to comply with a minimum interest coverage ratio. Our ability to borrow funds for any purpose will depend on our satisfying these tests.

If we fail to comply with either of the financial covenants or any of the other restrictions contained in our credit facilities or any future financing agreements, an event of default could occur. An event of default could result in the acceleration of some or all of our debt. We would not have, and are not certain we would be able to obtain, sufficient funds to repay our indebtedness if it is accelerated, including our obligations under the notes.

***The terrorist attacks of September 11, 2001 adversely impacted our operations and any future attacks, as well as any hostilities which may develop between the United States and other countries, could have a material adverse effect on our future operations.***

The terrorist attacks which occurred on September 11, 2001 had a pronounced impact on our operating results for the years ended January 31, 2002 and 2003. In addition, any hostilities between the United States and other countries, such as the recent war in Iraq, as well as any terrorist reprisals against American interests for such hostilities, or concern that such reprisals may be made, could also negatively affect our business and the travel market. Our Las Vegas properties are particularly dependent on air travel for a substantial portion of their customers. We cannot predict the extent to

which the war with Iraq and its aftermath, future security alerts or additional terrorist attacks may impact our operations.

***We and the joint ventures in which we participate are subject to extensive state and local regulation, and licensing and gaming authorities have significant control over our operations which could have an adverse effect on our business.***

The ownership and operation of casino gaming facilities are subject to extensive state and local regulation. We currently conduct licensed gaming operations in Illinois, Michigan, Mississippi and Nevada through wholly owned subsidiaries and/or joint ventures. We are required by each of these states as well as the applicable local authorities in these states to hold various licenses and registrations, findings of suitability, permits and approvals to engage in gaming operations and to meet requirements of suitability. The gaming authorities in each state where we or a joint venture in which we participate conduct business may deny, limit, condition, suspend or revoke a gaming license, registration or finding

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of suitability. These gaming authorities also control approval of ownership interests in gaming operations. These gaming authorities may deny, limit, or suspend our or our joint ventures' gaming licenses, registrations, findings of suitability or the approval of any of our or our joint ventures' ownership interests in any of the licensed gaming operations conducted in these states for any cause they may deem reasonable.

If we violate gaming laws or regulations that are applicable to us or any joint venture in which we participate, we may have to pay substantial fines or forfeit assets. If any of our or our joint ventures' gaming licenses are denied, suspended, revoked or not renewed this could have a material adverse effect on our business.

To date, we and the joint ventures in which we participate have obtained all gaming licenses necessary for the operation of our existing gaming activities. However, gaming licenses and related approvals are privileges under Illinois, Michigan, Mississippi and Nevada law, and we cannot assure you that any new gaming license or related approvals that may be required in the future will be granted, or that our or our joint ventures' existing gaming licenses or related approvals will not be revoked, suspended or limited or will be renewed.

The Nevada Gaming Commission may, in its discretion, require the holder of any securities that we issue, including the notes, to file applications, be investigated and be found suitable to own our securities if it has reason to believe that the security ownership would be inconsistent with the declared policies of the State of Nevada. If the Nevada Gaming Commission determines that a person is unsuitable to own our securities, then, under the Nevada Gaming Control Act and the regulations promulgated under this Act, we can be sanctioned, including the loss of our approvals, if without the prior approval of the Nevada Gaming Commission, we:

pay to the unsuitable person any dividend, interest or any distribution whatsoever;

recognize any voting right by the unsuitable person in connection with the securities;

pay the unsuitable person remuneration in any form; or

make any payment to the unsuitable person including any principal, redemption, conversion, exchange, liquidation or similar payment.

Similar to Nevada, the Illinois Gaming Board, the Michigan Gaming Control Board and the Mississippi Gaming Commission have jurisdiction over the holders and beneficial owners of securities that we issue and may also require their investigation and approval. An applicant must pay all costs of investigation incurred by a gaming authority in conducting an investigation relating to the applicant.

In Nevada as well as Illinois, Michigan and Mississippi, we may not make a public offering of our securities without the prior approval of the applicable gaming authorities if we intend to use the securities or proceeds from the offering to:

construct, acquire or finance gaming properties in these states; or

17

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retire or extend obligations incurred for these purposes or for similar transactions.

On April 17, 2003, the Nevada Gaming Commission granted to us prior approval to make public offerings of our securities for a period of two years subject to some conditions. This approval also applies to any affiliated company that we wholly own which is a publicly traded corporation or would become a publicly traded corporation after a public offering. This approval also permits our registered and licensed subsidiaries to guarantee any security, and to pledge their assets to secure the payment or performance of any obligation evidenced by a security, issued by us or our wholly owned public affiliates in a public offering under the approval. However, this approval may be rescinded for good cause without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Nevada State Gaming Control Board and must be renewed biennially. The approval does not constitute a finding, recommendation or approval by the Nevada Gaming Commission or the Nevada State Gaming Control Board as to the accuracy or adequacy of this prospectus or the investment merits of the securities being offered by this prospectus. Any statement indicating otherwise is unlawful. We have received a similar approval from the Mississippi Gaming Commission which is effective until January 16, 2006.



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From time to time, various proposals are introduced in the legislatures of some of the jurisdictions in which we operate that, if enacted, could adversely affect the tax, regulatory, operational or other aspects of the gaming industry and our company in particular. Legislation of this type may be enacted in the future. The federal government has also previously considered a federal tax on casino revenues and may consider such a tax in the future. In addition, gaming companies are currently subject to significant state and local taxes and fees in addition to normal federal and state corporate income taxes, and such taxes and fees are subject to increase at any time. For example, effective July 1, 2002, Grand Victoria began paying higher gaming taxes pursuant to new legislation in Illinois and, effective July 1, 2003, it began paying even higher gaming taxes pursuant to new legislation signed by the Governor of Illinois on June 20, 2003. New tax legislation signed into law by the Governor of Nevada on July 22, 2003 also increased the taxes applicable to our Nevada operations and those of our Nevada joint ventures. If additional legislation of a similar nature is enacted in one or more of the states where we or our joint ventures operate, or if there is any material increase in state and local taxes and fees, our business, financial condition and results of operations could be adversely affected.

### *We face substantial competition in the hotel and casino industry.*

The hotel and casino industry is very competitive. Our hotel-casino operations in Las Vegas, which are conducted primarily from properties located along the Las Vegas Strip, currently compete with numerous other major hotel-casinos and a number of smaller casinos located on or near the Las Vegas Strip. Our Las Vegas operations also compete with casinos located in downtown Las Vegas, in Las Vegas' suburban areas and, to a lesser extent, with casino and hotel properties in other parts of Nevada, including Laughlin, Reno and along I-15 (the principal highway between Las Vegas and southern California) near the California-Nevada state line. Las Vegas casinos, including our own, also compete with Native American casinos in southern California (the principal source of business for Las Vegas casinos, including our own) and central Arizona and, to a lesser extent, with casinos in other parts of the country.

Circus Circus-Reno competes with seven other major casinos (the majority of which offer hotel rooms), including Silver Legacy, a hotel-casino complex with 1,711 guest rooms, which is 50%-owned by one of our wholly owned subsidiaries. Circus Circus-Reno and Silver Legacy also compete with numerous other smaller casinos in the greater Reno area and, to a lesser extent, with casinos and hotels in Lake Tahoe and other parts of Nevada. Reno casinos, including our own, also compete with Native American gaming in California and the northwestern United States.

18

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In Laughlin, Colorado Belle and Edgewater, which together accounted for approximately 25% of the rooms in Laughlin as of October 31, 2003, compete with seven other Laughlin casinos. They also compete with the hotel-casinos in Las Vegas and those on I-15 near the California-Nevada state line, as well as a growing number of Native American casinos in Laughlin's regional market. The expansion of hotel and casino capacity in Las Vegas in recent years and the growth of Native American casinos in central Arizona and southern California have had a negative impact on Laughlin area properties, including Colorado Belle and Edgewater, by drawing visitors from the Laughlin market. This has, in turn, resulted in increased competition among Laughlin properties for a reduced number of visitors which contributes to generally lower revenues and profit margins at Laughlin properties, including Colorado Belle and Edgewater.

Our Jean, Nevada properties, Gold Strike and Nevada Landing, are located on I-15, approximately 25 miles south of Las Vegas and 12 miles north of the California-Nevada border. These properties attract their customers almost entirely from the large number of people traveling between Las Vegas and southern California. Accordingly, these properties compete with the large concentration of hotel, casino and other entertainment options available in Las Vegas as well as three hotel-casinos located at the California-Nevada border. The growth of Native American casinos in southern California has also drawn visitors from the Jean, Nevada market.

Gold Strike-Tunica competes with other casinos in Tunica County, Mississippi, including a hotel-casino which is closer to Memphis, the largest city in Tunica County's principal market. Gold Strike-Tunica's hotel tower provides this property with the second largest number of guest rooms in Tunica County.

Grand Victoria is a 50%-owned riverboat casino and land-based entertainment complex in Elgin, Illinois, a suburb approximately 40 miles northwest of downtown Chicago. Grand Victoria is one of nine licensed gaming riverboats currently operating in Illinois and is located approximately 20 miles and 40 miles, respectively, from its nearest competitors in Aurora, Illinois and Joliet, Illinois. Legislation in Illinois, which would allow a casino in Rosemont, approximately 16 miles from Grand Victoria, is being challenged in court.

MotorCity Casino, a 53.5%-owned casino in Detroit, Michigan, is one of three licensed casinos in Detroit. In addition to the other two Detroit casinos, MotorCity Casino competes with a government-owned casino and a racetrack which has an estimated 2,000 slot machines, each of which is located in Windsor, Ontario, directly across the Detroit River from Detroit. A number of Native American casinos are currently operating in central and northern Michigan, but the nearest of these casinos is approximately 150 miles from Detroit.

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Gaming has expanded dramatically in the United States in recent years. Forms of gaming include:

riverboats;

dockside gaming facilities;

Native American gaming ventures;

land-based casinos;

state-sponsored lotteries;

racetracks, including slot machines at racetracks;

off-track wagering;

Internet gaming; and

card parlors.

Since 1990, when there were casinos in only three states (excluding casinos on Native American lands), gaming has spread to a number of additional states. In addition, other states are currently considering, or may in the future consider, legalizing casino gaming in specific geographic areas within

their states. Many Native American tribes conduct casino gaming throughout the United States. Other Native American tribes are either in the process of establishing or are considering establishing gaming at additional locations, including sites in California, Arizona and Michigan. The competitive impact on gaming establishments, in general, and our operations, in particular, from the continued growth of gaming in jurisdictions outside Nevada cannot be determined at this time, but, depending on the nature, location and extent of the growth of those operations, the impact could be material.

***The continued growth of Native American gaming in California could have a material adverse effect on our Nevada operations.***

On March 7, 2000, California voters approved Proposition 1A which amended the California constitution and legalized "Nevada-style" gaming on Native American reservations. The passage of this amendment has allowed the expansion of existing Native American gaming operations, as well as the opening of new Native American gaming facilities, in California. Each Native American tribe in California may operate up to 2,000 slot machines, and up to two gaming facilities may be operated on any one reservation. The number of machines each tribe is allowed to operate is subject to change pursuant to negotiations which have been initiated between the tribes and the State of California. Many existing Native American gaming facilities in California are modest compared to the larger Las Vegas and Reno casinos. However, some Native American tribes have established large-scale hotel and gaming facilities in California. In June 2003, a significant new Native American casino development opened in northern California, which will place additional competitive pressure on our operations in the Reno market. Numerous other tribes are at various stages of planning new or expanded facilities.

Our operations in Reno, Nevada have been adversely impacted by the growth in Native American gaming in northern California that has occurred to date, and our operations in Laughlin and Jean, Nevada have been adversely impacted by the growth of Native American gaming in southern California. The continued growth of Native American gaming establishments in California could have a material adverse effect on our Nevada operations.

*Certain construction risks may arise during the building of any new properties.*

Any major construction project we, or any joint venture in which we own an interest, may undertake will involve many risks. These risks include potential shortages of materials and labor, work stoppages, labor disputes, weather interference, unforeseen engineering, environmental or geological problems and unanticipated cost increases, any of which can give rise to delays or cost overruns. Construction, equipment or staffing requirements or problems or difficulties in obtaining any of the requisite licenses, permits, allocations or authorizations from regulatory authorities can increase the cost or delay the construction or opening of the facility or otherwise affect the project's planned design and features. It is possible that we may change budget and construction plans we have developed for a project for competitive or other reasons.

In addition to all of the risks referred to in the preceding paragraph, the Detroit joint venture's construction of its planned expansion to its facility is dependent on the satisfactory resolution of the litigation described in the documents we have incorporated by reference. Although a revised development agreement has been approved by the City of Detroit which eliminates the distinction between a temporary casino and a permanent casino, and, in addition, provides for the expansion of the current MotorCity Casino facility by adding 400 hotel rooms, expanding our gaming area, adding a theater, convention space and additional restaurants, retail space and parking, by court order this construction is currently being held in abeyance pending resolution of litigation.

There can be no assurance as to the commencement or successful completion of any project we or any joint venture in which we are a participant may undertake, including the Detroit joint venture's planned expansion of MotorCity Casino.

20

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**Risks Relating to the Notes**

*Mandalay is a holding company and depends on the business of its subsidiaries to satisfy its obligations under the notes.*

Mandalay is a holding company and its assets consist primarily of investments in its subsidiaries. Our subsidiaries conduct substantially all of our consolidated operations and own substantially all of our consolidated assets. Consequently, Mandalay's cash flow and its ability to meet its debt service obligations depend on:

the cash flow of its subsidiaries; and

the payment of funds by the subsidiaries to Mandalay in the form of loans, dividends or otherwise.

Mandalay's subsidiaries are not obligated to make funds available to it for payment on the notes or otherwise. In addition, the ability of Mandalay's subsidiaries to make any payments to it will depend on:

their earnings;

the terms of their indebtedness;

business and tax considerations; and

legal and regulatory restrictions.

These payments may not be adequate to pay interest and principal on the notes when due. In addition, the ability of Mandalay's subsidiaries to make payments to it depends on applicable law and debt instruments to which they or we are or become parties, which may include requirements to maintain minimum levels of working capital and other assets.

*Your right to receive payments on the notes will be effectively subordinated to the rights of our existing and any future secured creditors. The notes are also effectively subordinated to any existing and future liabilities of our subsidiaries.*

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The notes represent unsecured senior obligations of Mandalay. Although Mandalay's only secured debt as of the date of this prospectus is \$145 million under a lease agreement we entered into on June 30, 2003, we are not restricted under the indenture from incurring additional secured debt, and holders of our existing and any future secured indebtedness will have claims that are superior to your claims as holders of the notes to the extent of the value of the assets securing that other indebtedness. In the event of any distribution or payment of Mandalay's assets in any foreclosure, dissolution, winding-up, liquidation, reorganization, or other bankruptcy proceeding, holders of secured indebtedness will have superior claims to those of Mandalay's assets that constitute their collateral. In any of the foregoing events, we cannot assure you that there will be sufficient assets to pay amounts due on the notes. Holders of the notes will participate ratably in our remaining assets with all holders of our unsecured indebtedness that ranks equally in right of payment with the notes and potentially with all of our other general creditors, based upon the respective amounts owed to each holder or creditor. As a result, holders of the notes may receive less, ratably, than holders of secured indebtedness.

In addition, Mandalay is a holding company and conducts substantially all its operations through its subsidiaries. As a result, holders of the notes will be effectively subordinated to the liabilities of Mandalay's subsidiaries, which totalled \$571.8 million as of October 31, 2003. Therefore, in the event of the insolvency or liquidation of a subsidiary, following payment by such subsidiary of its liabilities, such subsidiary may not have sufficient remaining assets to make payments to Mandalay as a shareholder or otherwise after the payment of its liabilities so that Mandalay can meet its obligations including its obligations to you under the notes. In the event of a default by a subsidiary under any credit arrangement or other indebtedness, its creditors could accelerate such debt, prior to such subsidiary

21

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distributing amounts to Mandalay that it could have used to make payments on the notes. In addition, if Mandalay causes a subsidiary to pay a dividend to it to make payment on the notes and such dividend were determined to be a fraudulent transfer, holders of the notes would be required to return the payment to the subsidiary's creditors.

Our subsidiaries have also guaranteed Mandalay's obligations under its revolving credit facility, making the indebtedness owed under this credit facility structurally senior to the notes. As of the date of this prospectus, we have a total of \$470 million outstanding under our \$850 million revolving credit facility.

***We may not be able to purchase your notes upon a change of control.***

Upon the occurrence of specified "change of control" events, Mandalay will be required to offer to purchase each holder's notes at a price of 101% of their principal amount plus accrued and unpaid interest. We may not have sufficient financial resources to purchase all of the notes that holders tender to us upon a change of control offer. The occurrence of a change of control could also constitute a default under our revolving credit facility and/or any of our future credit facilities. Our bank lenders may also have the right to prohibit any such purchase or redemption, in which event Mandalay would be in default on the notes. For further discussion, see "Description of the Exchange Notes Change of Control."

***As a holder of the notes, you may be required to comply with registration, licensing, qualification or other requirements under gaming laws or dispose of your securities.***

The gaming authority of any jurisdiction in which we currently or in the future conduct or propose to conduct gaming, either through our subsidiaries or a joint venture, may require that a holder or beneficial owner of the notes be registered, licensed, qualified or found suitable, or comply with any other requirement under applicable gaming laws. If you purchase or otherwise accept an interest in the notes, by the terms of the indenture, you will agree to comply with all of these requirements, including your agreement to register or apply for a license, qualification or a finding of suitability, or comply with any other requirement, within the required time period, as provided by the relevant gaming authority. If you fail to apply to be, or fail to become, registered, licensed or qualified, or are found unsuitable or fail to comply with any other requirement of a gaming authority, then we will have the right, at our option, to:

require you to sell your notes or beneficial interest in the notes within 30 days after you receive notice of our election, or any earlier date that the relevant gaming authority may request or prescribe; or

redeem your notes (possibly within less than 30 days following the notice of redemption if requested or prescribed by the gaming authority) at a redemption price equal to the lesser of:

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your cost;

100% of the principal amount of the notes, plus accrued and unpaid interest, if any, to the redemption date or the date of any failure to comply, whichever is earlier; and

any other amount required by applicable law or by order of any gaming authority.

We will notify the indenture trustee in writing of any redemption as soon as practicable. We will not be responsible for any costs or expenses you may incur in connection with your registration, application for a license, qualification or a finding of suitability, or your compliance with any other requirement of a gaming authority. The indenture also provides that as soon as you are required to sell your notes as a result of a gaming authority action, you will, to the extent required by applicable gaming laws, have no further right:

to exercise, directly or indirectly, any right conferred by the notes; or

to receive from us any interest, dividends or any other distributions or payments, or any remuneration in any form, relating to the notes, except the redemption price we refer to above.

22

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See "Description of the Exchange Notes Mandatory Disposition Pursuant to Gaming Laws."

### ***An active trading market may not develop for the exchange notes.***

We do not intend to apply for a listing of the exchange notes on a securities exchange or on any automated dealer quotation system. The exchange notes are new securities for which there is currently no market. We cannot assure you as to the liquidity of markets that may develop for the exchange notes, your ability to sell the exchange notes or the price at which you would be able to sell the exchange notes. If such markets were to exist, the exchange notes could trade at prices that may be lower than their principal amount or purchase price depending on many factors, including prevailing interest rates and the markets for similar securities. The initial purchasers of the old notes have advised us that they currently intend to make a market with respect to the exchange notes. However, they are not obligated to do so, and any market making activities may be discontinued at any time without notice. In addition, any market making activity may be limited during the pendency of the exchange offer.

The liquidity of, and trading market for, the exchange notes also may be adversely affected by changes in our financial performance or prospects or in the prospects for companies in our industry generally.

As a result, you cannot be sure that an active trading market will develop for the exchange notes.

We are offering the exchange notes to the holders of the old notes. The old notes were sold in November 2003 to a small number of institutional investors and are eligible for trading in the Private Offerings, Resale and Trading through Automatic Linkages (PORTAL) Market. To the extent that old notes are tendered and accepted in the exchange offer, the trading market for untendered and tendered but unaccepted old notes will be adversely affected. We cannot assure you that this market will provide liquidity for you if you want to sell your old notes.

## **DOCUMENTS INCORPORATED BY REFERENCE**

The Securities and Exchange Commission allows us to "incorporate by reference" the information we file with it, which means that we can disclose important information to you by referring to those documents. The information incorporated by reference is an important part of this prospectus. Any statement contained in the documents filed with the Securities and Exchange Commission prior to the date of this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus modifies or supersedes the statement. Information that we file later with the Securities and Exchange Commission will automatically update the information incorporated by reference and the information in this prospectus.

We incorporate by reference the following documents we have filed with the Securities and Exchange Commission:

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1. Annual Report on Form 10-K for the year ended January 31, 2003, and Amendment No. 1 thereto on Form 10-K/A;
2. Quarterly Reports on Form 10-Q for the fiscal quarters ended April 30, 2003 (as amended by Amendment No. 1 thereto on Form 10-Q/A), July 31, 2003 and October 31, 2003;
3. Current Reports on Form 8-K filed with the Securities and Exchange Commission on February 6, 2003 (as amended by a Form 8-K/A filed February 11, 2003), March 17, 2003, March 19, 2003, April 1, 2003, April 3, 2003, June 12, 2003, June 30, 2003, July 22, 2003, July 25, 2003, September 9, 2003, November 14, 2003, November 26, 2003 and December 15, 2003; and

23

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4. All documents filed by us with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this prospectus and before termination of the offering.

You may request a free copy of any of the documents incorporated by reference in this prospectus, other than exhibits, unless they are specifically incorporated by reference, by writing or telephoning us at the following address:

Investor Relations  
Mandalay Resort Group  
3950 Las Vegas Boulevard South  
Las Vegas, Nevada 89119  
Attention: Les Martin  
(702) 632-6700

**To obtain timely delivery of documents incorporated by reference in this prospectus, you must request the information no later than five business days prior to the expiration of the exchange offer. The exchange offer will expire on March 29, 2004, unless extended.**

You should rely only on the information incorporated by reference or provided in this prospectus. We have not authorized anyone else to provide you with different information. You should not assume that the information in this prospectus or in the documents incorporated by reference is accurate as of any date other than the respective dates on the front of this prospectus or those documents.

### AVAILABLE INFORMATION

This prospectus is part of a registration statement on Form S-4 that we have filed with the Securities and Exchange Commission under the Securities Act of 1933. This prospectus does not contain all of the information set forth in the registration statement. For further information about us and the notes, you should refer to the registration statement. This prospectus summarizes material provisions of documents to which we refer you. Since this prospectus may not contain all of the information that you may find important, you should review the full text of these documents. We have filed or incorporated by reference these documents as exhibits to our registration statement.

We are subject to the informational reporting requirements of the Securities Exchange Act of 1934 and file reports, proxy and information statements and other information with the Securities and Exchange Commission. You may read and copy any reports, proxy and information statements and other information we file at the public reference facilities of the Securities and Exchange Commission, at 450 Fifth Street, N.W., Washington, D.C. 20549. You may call the Securities and Exchange Commission at 1-800-SEC-0330 for further information on the operation of the Securities and Exchange Commission's Public Reference Room. The Securities and Exchange Commission also maintains a website on the World Wide Web at <http://www.sec.gov> that contains the reports, proxy statements and other information filed by us. We also make available, free of charge, through our website ([www.mandalayresortgroup.com](http://www.mandalayresortgroup.com)) our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports filed or furnished pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission. In addition, you may read our Securities and Exchange Commission filings at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005. Our Securities and Exchange Commission filings are available at the New York Stock Exchange because our common stock

is listed on the New York Stock Exchange. In addition, for so long as any of the notes remain outstanding, we have agreed to make available to any prospective purchaser of the notes or beneficial owner of the notes in connection with any sale thereof the information required by Rule 144A(d)(4) under the Securities Act of 1933.

#### **MARKET DATA**

Market data used throughout this prospectus including information relating to our relative position in the casino and gaming industry is based on our good faith estimates, which estimates we based upon our review of internal surveys, independent industry publications and other publicly available information. Although we believe these sources are reliable, we have not independently verified the information and cannot guarantee its accuracy and completeness.

#### **FORWARD-LOOKING STATEMENTS**

This prospectus and the documents incorporated by reference in this prospectus 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 statements can be identified by the fact that they do not relate strictly to historical or current facts. We have based these forward-looking statements on our current expectations about future events. These forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, intentions, financial condition, results of operations, future performance and business, including:

statements relating to our business strategy;

our current and future development plans; and

statements that include the words "may," "could," "should," "would," "believe," "expect," "anticipate," "estimate," "intend," "plan" or similar expressions.

These forward-looking statements are subject to risks, uncertainties, and assumptions about us and our operations that are subject to change based on various important factors, some of which are beyond our control. The following factors, among others, could cause our financial performance to differ materially from the goals, plans, objectives, intentions and expectations expressed in such forward-looking statements:

our development and construction activities and those of the joint ventures in which we participate;

competition;

our dependence on existing management;

leverage and debt service (including sensitivity to fluctuations in interest rates and ratings which national rating agencies assign to our outstanding debt securities);

domestic and global economic, credit and capital market conditions;

changes in federal or state tax laws or the administration of these laws;

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changes in gaming laws or regulations (including the legalization or expansion of gaming in certain jurisdictions);

expansion of gaming on Native American lands, including lands in California;

applications for licenses and approvals under applicable laws and regulations (including gaming laws and regulations);

regulatory or judicial proceedings;

the consequences of any future security alerts and/or terrorist attacks such as the attacks that occurred on September 11, 2001; and

the consequences of the war in Iraq and its aftermath; and

25

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certain risks described in the section "Risk Factors" in this prospectus.

If one or more of the assumptions underlying our forward-looking statements proves incorrect, then our actual results, performance or achievements in our fiscal 2004 and beyond could differ materially from those expressed in, or implied by, the forward-looking statements contained or incorporated by reference in this prospectus. Therefore, we caution you not to place undue reliance on our forward-looking statements.

We undertake no obligation to publicly update or revise any forward-looking statements, whether written or oral, whether as a result of new information, changed assumptions, the occurrence of unanticipated events, changes in future operating results over time or otherwise. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.

### USE OF PROCEEDS

We will not receive any cash proceeds from the exchange of the exchange notes for the old notes pursuant to the exchange offer.

We used the net proceeds from the offering of the old notes, which were approximately \$245.4 million after deducting fees and expenses associated with the offering, together with borrowings under our revolving credit facility, to repay in full our \$250 million term loan facility.

26

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### CAPITALIZATION

The following table sets forth our capitalization as of October 31, 2003, and as adjusted at that date to give effect to (i) our issuance of the old notes and the application of the net proceeds of approximately \$245.4 million from the issuance of the old notes together with borrowings under our revolving credit facility to repay in full our term loan facility and (ii) our redemption of \$145.6 million principal amount of our 6.70% debentures due 2096 on November 15, 2003 utilizing borrowings under our revolving credit facility.

You should read this information together with the audited consolidated financial statements and related notes for the fiscal year ended January 31, 2003 and the unaudited condensed consolidated financial statements and related notes for the nine months ended October 31, 2003 incorporated by reference in this prospectus.

As of October 31, 2003

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	As of October 31, 2003	
	Actual	As Adjusted
	(Dollars in thousands)	
<b>Cash and cash equivalents</b>	\$ 169,978	\$ 169,978
<b>Current portion of long-term debt</b>	\$ 12,591	\$ 12,591
<b>Long-term debt:</b>		
Credit facilities (1)	560,000	460,210
6.45% senior notes due 2006	199,901	199,901
9 <sup>1</sup> / <sub>2</sub> % senior notes due 2008	200,000	200,000
6 <sup>1</sup> / <sub>2</sub> % senior notes due 2009	250,000	250,000
6 <sup>3</sup> / <sub>8</sub> % senior notes due 2011		248,053
7.00% debentures due 2036	149,931	149,931
6.70% debentures due 2096 (2)	149,996	4,411
10 <sup>1</sup> / <sub>4</sub> % senior subordinated notes due 2007	500,000	500,000
9 <sup>3</sup> / <sub>8</sub> % senior subordinated notes due 2010	298,321	298,321
7 <sup>5</sup> / <sub>8</sub> % senior subordinated debentures due 2013	150,000	150,000
Floating rate convertible senior debentures due 2033	400,000	400,000
Lease agreement (3)	132,710	132,710
Other notes	3,635	3,635
Debt premium from termination of reverse interest rate swaps	19,285	19,285
Market value of reverse interest rate swaps	(1,869)	(1,869)
<b>Total long-term debt, net of current portion</b>	<b>3,011,910</b>	<b>3,014,588</b>
<b>Total stockholders' equity</b>	<b>1,014,264</b>	<b>1,014,264</b>
<b>Total capitalization</b>	<b>\$ 4,038,765</b>	<b>\$ 4,041,443</b>

- (1) Our credit facilities at October 31, 2003 provided us with an \$850 million revolving credit facility and a \$250 million term loan facility. The net proceeds of our offering of the old notes together with borrowings under the revolving credit facility were used to repay in full the term loan facility. Our ability to borrow under the revolving credit facility is subject to our compliance with the covenants in the revolving credit facility. For additional information, see the section "Description of Other Indebtedness" in this prospectus.
- (2) The debentures were redeemable at the option of their holders on November 15, 2003 at 100% of their principal amount plus accrued interest. Of the \$150 million principal amount outstanding, \$145.6 million principal amount of the debentures put to us by the holders were redeemed on that date.
- (3) On June 30, 2003, we entered into a lease agreement pursuant to which we borrowed \$145.0 million. The current portion of this financing is \$12.3 million and is included under "Current portion of long-term debt" in this table.

### DESCRIPTION OF OTHER INDEBTEDNESS

The following is a brief summary of important terms of our material indebtedness other than the notes:

#### *Credit Facility*

We have an \$850 million revolving credit facility which is for general corporate purposes, \$310 million of which was outstanding as of October 31, 2003. This facility is unsecured and provides for the payment of interest, at our option, either at a rate equal to or an increment above the higher of the Bank of America, N.A. "prime rate" and the Federal Reserve Board "Federal Funds Rate" plus 50 basis points or, alternatively, at a Eurodollar-based rate. The facility includes financial covenants regarding our total debt and interest coverage and contains covenants that limit our ability, among other things, to dispose of our assets, make distributions on our capital stock, engage in a merger, incur liens and engage in transactions with our affiliates. On August 26, 2006, the entire principal amount then outstanding under our revolving credit facility becomes due and payable, unless the maturity date is extended with the consent of the lenders.

As of February 5, 2003, we amended the covenants under our revolving credit facility. This amendment modified the definition of Adjusted EBITDA with respect to our 53.5% ownership in MotorCity Casino in Detroit, Michigan. As previously defined in our revolving credit facility, Adjusted EBITDA included only the cash distributions we actually received from MotorCity Casino. Under the amended definition, Adjusted EBITDA includes our 53.5% share of the Adjusted EBITDA of MotorCity Casino, whether or not distributed. The amendment also provided for a more liberal test for total debt coverage during the fiscal year ended January 31, 2004.

We used the net proceeds from the offering of the old notes, which were approximately \$245.4 million after deducting fees and expenses associated with the offering, together with borrowings under the revolving credit facility to repay in full a \$250 million term loan facility. See "Use of Proceeds."

#### *6.45% Senior Notes due 2006*

In February 1996, we issued \$200 million of 6.45% senior notes due February 1, 2006. The 6.45% senior notes are not redeemable prior to their maturity. The 6.45% senior notes are unsecured senior obligations and rank equally with all of our senior unsecured debt.

#### *9½% Senior Notes due 2008*

In August 2000, we issued \$200 million aggregate principal amount of 9½% senior notes due 2008. The 9½% notes are redeemable at any time prior to their maturity at a redemption price equal to 100% of their principal amount plus a make-whole premium. The 9½% notes are unsecured senior obligations and rank equally with our other senior unsecured debt.

#### *6½% Senior Notes due 2009*

In July 2003, we issued \$250 million aggregate principal amount of 6½% senior notes due 2009. The 6½% senior notes are redeemable at any time prior to their maturity at a redemption price equal to 100% of their principal amount plus a make-whole premium. The 6½% senior notes are unsecured senior obligations and rank equally with our other senior unsecured debt.

#### *Floating Rate Convertible Senior Debentures due 2033*

In March 2003, we issued \$350 million original principal amount of Floating Rate Convertible Senior Debentures due March 21, 2033, and in April 2003 we issued additional \$50 million original

principal amount of these debentures. Regular interest on the debentures at an annual rate equal to 3-month LIBOR, reset quarterly, plus .75% is payable quarterly in arrears until March 31, 2008. After that date, we will not pay regular interest on the debentures prior to maturity. Instead, on March 21, 2033, the maturity date of the debentures, a holder will receive the accreted principal amount of a debenture, which will be equal to the original principal amount of \$1,000 per debenture increased daily by a variable yield beginning on March 21, 2008. The yield will be reset

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quarterly to a rate of 3-month LIBOR plus .75% per annum. Regardless of the level of 3-month LIBOR, however, this yield will not exceed 6.75% per annum. The debentures are redeemable for cash at any time on or after March 21, 2008, and holders may require us to purchase for cash, our shares or a combination of cash and shares all or a portion of the debentures on March 21, 2008, 2013, 2018, 2023 and 2028, in each case at prices calculated in accordance with their terms. In addition, holders may require us to purchase for cash all or a portion of the debentures in the event of a "change of control," as defined, occurring on or before March 21, 2008 at a purchase price equal to 100% of their original principal amount plus accrued and unpaid interest to the date of purchase. The debentures are unsecured senior obligations and rank equally with all of our other senior unsecured indebtedness.

### *7.0% Debentures due 2036*

In November 1996, we issued \$150 million aggregate principal amount of 7.0% debentures due 2036. The 7.0% debentures are not redeemable at our option prior to their maturity. The debentures are redeemable at the option of their holders on November 15, 2008 at 100% of their principal amount plus accrued interest. The 7.0% debentures are unsecured senior obligations and rank equally with all of our senior unsecured debt.

### *6.70% Debentures due 2096*

In November 1996, we issued \$150 million aggregate principal amount of 6.70% debentures due 2096. The 6.70% debentures are not redeemable at our option prior to their maturity. The debentures were redeemable at the option of their holders on November 15, 2003 at 100% of their principal amount plus accrued interest. Of the \$150 million principal amount outstanding, \$145.6 million principal amount of the debentures put to us by the holders was redeemed on that date. The 6.70% debentures are unsecured senior obligations and rank equally with all of our senior unsecured debt.

### *10<sup>1</sup>/<sub>4</sub>% Senior Subordinated Notes due 2007*

In July 2000, we issued \$500 million aggregate principal amount of 10<sup>1</sup>/<sub>4</sub>% senior subordinated notes due 2007. The 10<sup>1</sup>/<sub>4</sub>% notes are redeemable at any time prior to their maturity at a redemption price equal to 100% of their principal amount plus a make-whole premium. The 10<sup>1</sup>/<sub>4</sub>% notes are unsecured senior subordinated obligations and rank junior to all of our senior debt.

### *9<sup>3</sup>/<sub>8</sub>% Senior Subordinated Notes due 2010*

In December 2001, we issued \$300 million aggregate principal amount of 9<sup>3</sup>/<sub>8</sub>% senior subordinated notes due 2010. The 9<sup>3</sup>/<sub>8</sub>% notes are redeemable at any time prior to their maturity at a redemption price equal to 100% of their principal amount plus a make-whole premium. The 9<sup>3</sup>/<sub>8</sub>% notes are unsecured senior subordinated obligations and rank junior to all of our senior debt.

### *7<sup>5</sup>/<sub>8</sub>% Senior Subordinated Debentures due 2013*

In July 1993, we issued \$150 million aggregate principal amount of 7<sup>5</sup>/<sub>8</sub>% senior subordinated debentures due 2013. The 7<sup>5</sup>/<sub>8</sub>% debentures are not redeemable prior to their maturity. The 7<sup>5</sup>/<sub>8</sub>% debentures are unsecured senior subordinated obligations and rank junior to all of our senior debt.

### *Lease Agreement*

Effective as of June 30, 2003, we entered into a lease agreement with a group of financial institutions pursuant to which we borrowed \$145 million with the financial institutions having a security interest in certain equipment. The agreement has a five-year term.

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## THE EXCHANGE OFFER

### **General**

As of the date of this prospectus, \$250 million in principal amount of the old notes is outstanding. This prospectus, together with the letter of transmittal, is first being sent to holders on February 27, 2004.

### **Purpose of the Exchange Offer**

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We issued the old notes on November 25, 2003 in a transaction exempt from the registration requirements of the Securities Act of 1933 (the "Securities Act"). Accordingly, the old notes may not be reoffered, resold, or otherwise transferred unless so registered or unless an applicable exemption from the registration and prospectus delivery requirements of the Securities Act is available.

In connection with the sale of the old notes, we entered into a registration rights agreement, which requires us to:

file a registration statement with the Securities and Exchange Commission (the "Commission") relating to the exchange offer not later than 90 days after the date of issuance of the old notes;

to cause the registration statement relating to the exchange offer to become effective under the Securities Act within 150 days after the date of issuance of the old notes; and

to complete the exchange offer within 180 days from the original issuance of the old notes or, if obligated to file a shelf registration statement, to use our best efforts to cause the shelf registration statement to be declared effective by the 90th day after the shelf registration statement is filed with the Commission. We have included the registration rights agreement as an exhibit to the registration statement of which this prospectus is a part.

We are making the exchange offer to satisfy our obligations under the registration rights agreement. Other than pursuant to the registration rights agreement, we are not required to file any registration statement to register any outstanding old notes. Following the completion of the exchange offer, holders of any old notes that are not exchanged may sell those notes only in transactions which are exempt from the registration requirements of the Securities Act of 1933, or in a transaction pursuant to an effective registration statement, if we subsequently register the old notes. Except as required by the terms of the registration rights agreements, we do not intend to register any old notes that remain outstanding following completion of the exchange offer. See the section "The Exchange Offer" in this prospectus under the subheading "Shelf Registration Statement."

We are making the exchange offer in reliance on the position of the staff of the Commission as set forth in interpretive letters addressed to third parties in other transactions. However, we have not sought our own interpretive letter and we can provide no assurance that the staff would make a similar determination with respect to the exchange offer as it has in interpretive letters to third parties. Based on these interpretations by the staff, we believe that the exchange notes issued in the exchange offer in exchange for old notes may be offered for resale, resold and otherwise transferred by a holder other than any holder who is a broker-dealer or an "affiliate" of ours within the meaning of Rule 405 of the Securities Act, without further compliance with the registration and prospectus delivery requirements of the Securities Act, provided that:

the exchange notes are acquired in the ordinary course of the holder's business;

the holder has no arrangement or understanding with any person to participate in the distribution of the exchange notes; and

the holder is not engaged in, and does not intend to engage in a distribution of the exchange notes.

For additional information, see the discussion in this section under the subheading "Resale of Exchange Notes." Each broker-dealer that receives exchange notes for its own account in exchange for old notes, where the broker-dealer acquired the old notes as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. For additional information, see the section "Plan of Distribution" in this prospectus.

### Terms of the Exchange

We are offering to exchange, subject to the conditions described in this prospectus and in the letter of transmittal accompanying this prospectus, \$1,000 in principal amount of exchange notes for each \$1,000 in principal amount of the old notes. The terms of the exchange notes are identical in all material respects to the terms of the old notes, except that the exchange notes will generally be freely transferable by holders of the exchange notes and will not be subject to the terms of the registration rights agreement. The exchange notes will evidence the same indebtedness as the old notes exchanged therefor and will be entitled to the benefits of the indenture. For additional information, see the section "Description of the Exchange Notes" in this prospectus.

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The exchange offer is not conditioned upon the tender of any minimum principal amount of old notes.

We have not requested, and do not intend to request, an interpretation by the staff of the Commission as to whether the exchange notes issued in exchange for the old notes may be offered for sale, resold or otherwise transferred by any holder without compliance with the registration and prospectus delivery provisions of the Securities Act. Instead, based on an interpretation by the staff of the Commission set forth in a series of no-action letters issued to third parties, we believe that exchange notes issued in the exchange offer in exchange for old notes may be offered for sale, resold and otherwise transferred by any holder of exchange notes, other than any holder that is a broker-dealer or is an "affiliate" of ours within the meaning of Rule 405 under the Securities Act, without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that:

the exchange notes are acquired in the ordinary course of the holder's business;

the holder has no arrangement or understanding with any person to participate in the distribution of the exchange notes; and

the holder is not engaged in, and does not intend to engage in a distribution of the exchange notes.

Since the Commission has not considered the exchange offer in the context of a no-action letter, we can provide no assurance that the staff of the Commission would make a similar determination with respect to the exchange offer. Any holder who is an affiliate of ours or who tenders old notes in the exchange offer for the purpose of participating in a distribution of the exchange notes cannot rely on the interpretation by the staff of the Commission and must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction. Each holder, other than a broker-dealer, must acknowledge that it is not engaged in, and does not intend to engage in, a distribution of exchange notes. Each broker-dealer that receives exchange notes for its own account in exchange for old notes, where the broker-dealer acquired the old notes as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. For additional information, see the section "Plan of Distribution" in this prospectus.

The exchange notes will accrue interest from the last interest payment date on which interest was paid on the old notes or, if no interest was paid on the old notes, from the date of issuance of the old

31

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notes, which was on November 25, 2003. Holders whose old notes are accepted for exchange will be deemed to have waived the right to receive any interest accrued on the old notes.

Tendering holders of the old notes will not be required to pay brokerage commissions or fees or, transfer taxes, except as specified in the instructions in the letter of transmittal, with respect to the exchange of the old notes in the exchange offer.

### **Expiration Date; Extension; Termination; Amendment**

The exchange offer will expire at 5:00 p.m., New York City time, on March 29, 2004, unless we, in our sole discretion, have extended the period of time for which the exchange offer is open. The time and date, as it may be extended, is referred to herein as the "expiration date." The expiration date will be at least 20 business days after the commencement of the exchange offer in accordance with Rule 14e-1(a) under the Securities Exchange Act of 1934 ("the Exchange Act"). We expressly reserve the right, at any time or from time to time, to extend the period of time during which the exchange offer is open, and thereby delay acceptance for exchange of any old notes. We will extend the expiration date by giving oral or written notice of the extension to the exchange agent and by timely public announcement no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date. During the extension, all old notes previously tendered will remain subject to the exchange offer unless properly withdrawn. The maximum period of time the offer will remain open after the date of this prospectus, including any extensions of the expiration date, is 90 days.

We expressly reserve the right to:

terminate or amend the exchange offer and not to accept for exchange any old notes not previously accepted for exchange upon the occurrence of any of the events specified in this section under the subheading "Certain Conditions to the Exchange

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Offer" which have not been waived by us; and

amend the terms of the exchange offer in any manner which, in our good faith judgment, is advantageous to the holders of the old notes, whether before or after any tender of the old notes.

If any termination or amendment occurs, we will notify the exchange agent and will either issue a press release or give oral or written notice to the holders of the old notes as promptly as practicable.

For purposes of the exchange offer, a "business day" means any day other than Saturday, Sunday or a date on which banking institutions are required or authorized by New York State law to be closed, and consists of the time period from 12:01 a.m. through 12:00 midnight, New York City time. Unless we terminate the exchange offer prior to 5:00 p.m., New York City time, on the expiration date, we will exchange the exchange notes for the old notes promptly following the expiration date.

### **Procedures For Tendering Old Notes**

Our acceptance of old notes tendered by a holder will constitute a binding agreement between the tendering holder and us upon the terms and subject to the conditions described in this prospectus and in the accompanying letter of transmittal. All references in this prospectus to the letter of transmittal are deemed to include a facsimile of the letter of transmittal.

A holder of old notes may tender the old notes by:

properly completing and signing the letter of transmittal;

properly completing any required signature guarantees;

properly completing any other documents required by the letter of transmittal; and

32

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delivering all of the above, together with the certificate or certificates representing the old notes being tendered, to the exchange agent at its address set forth below on or prior to the expiration date; or

complying with the procedure for book-entry transfer described below; or

complying with the guaranteed delivery procedures described below.

The method of delivery of old notes, letters of transmittal and all other required documents is at the election and risk of the holders. If the delivery is by mail, it is recommended that registered mail properly insured, with return receipt requested, be used. In all cases, sufficient time should be allowed to ensure timely delivery. Holders should not send old notes or letters of transmittal to us.

The signature on the letter of transmittal need not be guaranteed if:

tendered old notes are registered in the name of the signer of the letter of transmittal; and

the exchange notes to be issued in exchange for the old notes are to be issued in the name of the holder; and

any untendered old notes are to be reissued in the name of the holder.

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In any other case, the tendered old notes must be:

endorsed or accompanied by written instruments of transfer in form satisfactory to us;

duly executed by the holder; and

the signature on the endorsement or instrument of transfer must be guaranteed by a bank, broker, dealer, credit union, savings association, clearing agency or other institution, each an "eligible institution" that is a member of a recognized signature guarantee medallion program within the meaning of Rule 17Ad-15 under the Exchange Act.

If the exchange notes and/or old notes not exchanged are to be delivered to an address other than that of the registered holder appearing on the note register for the old notes, the signature in the letter of transmittal must be guaranteed by an eligible institution.

The exchange agent will make a request within two business days after the date of receipt of this prospectus to establish accounts with respect to the old notes at The Depository Trust Company, the "book-entry transfer facility," for the purpose of facilitating the exchange offer. We refer to the Depository Trust Company in this prospectus as "DTC." Subject to establishing the accounts, any financial institution that is a participant in the book-entry transfer facility's system may make book-entry delivery of old notes by causing the book-entry transfer facility to transfer the old notes into the exchange agent's account with respect to the old notes in accordance with the book-entry transfer facility's procedures for the transfer. Although delivery of old notes may be effected through book-entry transfer into the exchange agent's account at the book-entry transfer facility, an appropriate letter of transmittal with any required signature guarantee and all other required documents, or an agent's message, must in each case be properly transmitted to and received or confirmed by the exchange agent at its address set forth below prior to the expiration date, or, if the guaranteed delivery procedures described below are complied with, within the time period provided under such procedures.

The exchange agent and DTC have confirmed that the exchange offer is eligible for the DTC Automated Tender Offer Program. We refer to the Automated Tender Offer Program in this prospectus as "ATOP." Accordingly, DTC participants may, in lieu of physically completing and signing the letter of transmittal and delivering it to the exchange agent, electronically transmit their acceptance of the exchange offer by causing DTC to transfer old notes to the exchange agent in accordance with DTC's ATOP procedures for transfer. DTC will then send an agent's message.

33

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The term "agent's message" means a message which:

is transmitted by DTC;

received by the exchange agent and forming part of the book-entry transfer;

states that DTC has received an express acknowledgment from a participant in DTC that is tendering old notes which are the subject of the book-entry transfer;

states that the participant has received and agrees to be bound by all of the terms of the letter of transmittal; and

states that we may enforce the agreement against the participant.

If a holder desires to accept the exchange offer and time will not permit a letter of transmittal or old notes to reach the exchange agent before the expiration date or the procedure for book-entry transfer cannot be completed on a timely basis, the holder may effect a tender if the exchange agent has received at its address set forth below on or prior to the expiration date, a letter, telegram or facsimile transmission, and an original delivered by guaranteed overnight courier, from an eligible institution setting forth:

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the name and address of the tendering holder;

the names in which the old notes are registered and, if possible, the certificate numbers of the old notes to be tendered; and

a statement that the tender is being made thereby and guaranteeing that within three business days after the expiration date, the old notes in proper form for transfer, or a confirmation of book-entry transfer of such old notes into the exchange agent's account at the book-entry transfer facility and an agent's message, will be delivered by the eligible institution together with a properly completed and duly executed letter of transmittal and any other required documents.

Unless old notes being tendered by the above-described method are deposited with the exchange agent, a tender will be deemed to have been received as of the date when:

the tendering holder's properly completed and duly signed letter of transmittal, or a properly transmitted agent's message, accompanied by the old notes or a confirmation of book-entry transfer of the old notes into the exchange agent's account at the book-entry transfer facility is received by the exchange agent; or

a notice of guaranteed delivery or letter, telegram or facsimile transmission to similar effect from an eligible institution is received by the exchange agent.

Issuances of exchange notes in exchange for old notes tendered pursuant to a notice of guaranteed delivery or letter, telegram or facsimile transmission to similar effect by an eligible institution will be made only against deposit of the letter of transmittal and any other required documents and the tendered old notes or a confirmation of book-entry and an agent's message.

All questions as to the validity, form, eligibility, including time of receipt, and acceptance of old notes tendered for exchange will be determined by us in our sole discretion, which determination will be final and binding. We reserve the absolute right to reject any and all tenders of any old notes not properly tendered or not to accept any old notes which acceptance might, in our judgment or the judgment of our counsel, be unlawful. We also reserve the absolute right to waive any defects or irregularities or conditions of the exchange offer as to any old notes either before or after the expiration date, including the right to waive the ineligibility of any holder who seeks to tender old notes in the exchange offer. The interpretation of the terms and conditions of the exchange offer, including the letter of transmittal and the instructions contained in the letter of transmittal, by us will be final and binding on all parties. Unless waived, any defects or irregularities in connection with tenders of old

34

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notes for exchange must be cured within such reasonable period of time as we determine. Neither we, the exchange agent nor any other person has any duty to give notification of any defect or irregularity with respect to any tender of old notes for exchange, nor will any of us incur any liability for failure to give such notification.

If the letter of transmittal is signed by a person or persons other than the registered holder or holders of old notes, the old notes must be endorsed or accompanied by appropriate powers of attorney, in either case signed exactly as the name or names of the registered holder or holders appear on the old notes.

If the letter of transmittal or any old notes or powers of attorney are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, such persons should so indicate when signing, and, unless waived by us, such persons must submit proper evidence satisfactory to us of their authority to so act.

By tendering, each holder represents to us that, among other things:

the exchange notes acquired pursuant to the exchange offer are being acquired in the ordinary course of business of the holder;



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the holder is not participating, does not intend to participate, and has no arrangement or understanding with any person to participate, in the distribution of the exchange notes; and

the holder is not an "affiliate," as defined under Rule 405 of the Securities Act, of ours.

Each broker-dealer that receives exchange notes for its own account in exchange for old notes, where the broker-dealer acquired the old notes as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. For additional information, see the section "Plan of Distribution" in this prospectus.

### **Terms and Conditions of the Letter of Transmittal**

The letter of transmittal contains, among other things, the following terms and conditions, which are part of the exchange offer.

The party tendering old notes for exchange exchanges, assigns and transfers the old notes to us and irrevocably constitutes and appoints the exchange agent as his agent and attorney-in-fact to cause the old notes to be assigned, transferred and exchanged. We refer to the party tendering notes herein as the "transferor." The transferor represents and warrants that it has full power and authority to tender, exchange, assign and transfer the old notes and to acquire exchange notes issuable upon the exchange of the tendered old notes, and that, when the same are accepted for exchange, we will acquire good and unencumbered title to the tendered old notes, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claim. The transferor also warrants that it will, upon request, execute and deliver any additional documents deemed by the exchange agent or us to be necessary or desirable to complete the exchange, assignment and transfer of tendered old notes or transfer ownership of such old notes on the account books maintained by a book-entry transfer facility. The transferor further agrees that acceptance of any tendered old notes by us and the issuance of exchange notes in exchange for old notes will constitute performance in full by us of various of our obligations under the registration rights agreement. All authority conferred by the transferor will survive the death or incapacity of the transferor and every obligation of the transferor will be binding upon the heirs, legal representatives, successors, assigns, executors and administrators of the transferor.

The transferor certifies that it is not an "affiliate" of ours within the meaning of Rule 405 under the Securities Act and that it is acquiring the exchange notes offered hereby in the ordinary course of the transferor's business and that the transferor has no arrangement with any person to participate in the distribution of the exchange notes.

35

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Each holder, other than a broker-dealer, must acknowledge that it is not engaged in, and does not intend to engage in, a distribution of exchange notes. Each transferor which is a broker-dealer receiving exchange notes for its own account must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. By so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act.

### **Withdrawal Rights**

Tenders of old notes may be withdrawn at any time prior to the expiration date.

For a withdrawal to be effective, a written notice of withdrawal sent by telegram, facsimile transmission, with receipt confirmed by telephone, or letter must be received by the exchange agent at the address set forth in this prospectus prior to the expiration date. Any notice of withdrawal must:

specify the name of the person having tendered the old notes to be withdrawn;

identify the old notes to be withdrawn, including the certificate number or numbers and principal amount of such old notes;

specify the principal amount of old notes to be withdrawn;

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include a statement that the holder is withdrawing his election to have the old notes exchanged;

be signed by the holder in the same manner as the original signature on the letter of transmittal by which the old notes were tendered or as otherwise described above, including any required signature guarantees, or be accompanied by documents of transfer sufficient to have the trustee under the indenture register the transfer of the old notes into the name of the person withdrawing the tender; and

specify the name in which any such old notes are to be registered, if different from that of the person who tendered the old notes.

The exchange agent will return the properly withdrawn old notes promptly following receipt of the notice of withdrawal. If old notes have been tendered pursuant to the procedure for book-entry transfer, any notice of withdrawal must specify the name and number of the account at the book-entry transfer facility to be credited with the withdrawn old notes or otherwise comply with the book-entry transfer facility procedure. All questions as to the validity of notices of withdrawals, including time of receipt, will be determined by us and our determination will be final and binding on all parties.

Any old notes so withdrawn will be deemed not to have been validly tendered for exchange for purposes of the exchange offer. Any old notes which have been tendered for exchange but which are not exchanged for any reason will be returned to the holder without cost to the holder. In the case of old notes tendered by book-entry transfer into the exchange agent's account at the book-entry transfer facility pursuant to the book-entry transfer procedures described above, the old notes will be credited to an account with the book-entry transfer facility specified by the holder. In either case, the old notes will be returned as soon as practicable after withdrawal, rejection of tender or termination of the exchange offer. Properly withdrawn old notes may be retendered by following one of the procedures described in this section under the subheading "Procedures for Tendering Old Notes" at any time prior to the expiration date.

### **Acceptance of Old Notes for Exchange; Delivery of Exchange Notes**

Upon satisfaction or waiver of all of the conditions to the exchange offer, we will accept, on the expiration date, all old notes properly tendered and will issue the exchange notes promptly after such acceptance. See the discussion in this section under the subheading "Certain Conditions to the Exchange Offer" for more detailed information. For purposes of the exchange offer, we will be deemed to have accepted properly tendered old notes for exchange when, and if, we have given oral or written notice of our acceptance to the exchange agent.

For each old note accepted for exchange, the holder of the old note will receive an exchange note having a principal amount equal to that of the surrendered old note.

36

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In all cases, issuance of exchange notes for old notes that are accepted for exchange pursuant to the exchange offer will be made only after:

timely receipt by the exchange agent of certificates for the old notes or a timely book-entry confirmation of the old notes into the exchange agent's account at the book-entry transfer facility;

a properly completed and duly executed letter of transmittal, or a properly transmitted agent's message; and

timely receipt by the exchange agent of all other required documents.

If any tendered old notes are not accepted for any reason described in the terms and conditions of the exchange offer or if old notes are submitted for a greater principal amount than the holder desires to exchange, the unaccepted or nonexchanged old notes will be returned without expense to the tendering holder of the old notes. In the case of old notes tendered by book-entry transfer into the exchange agent's account at the book-entry transfer facility pursuant to the book-entry transfer procedures described above, the non-exchanged old notes will be credited to an account maintained with the book-entry transfer facility. In either case, the old notes will be returned as promptly as practicable after the expiration of the exchange offer.

### **Certain Conditions to the Exchange Offer**

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Notwithstanding any other provision of the exchange offer, or any extension of the exchange offer, we will not be required to accept for exchange, or to issue exchange notes in exchange for, any old notes and may terminate or amend the exchange offer, by oral or written notice to the exchange agent or by a timely press release, if at any time before the acceptance of the old notes for exchange or the exchange of the exchange notes for such old notes, any of the following conditions exist:

any action or proceeding is instituted or threatened in any court or by or before any governmental agency with respect to the exchange offer which, in our judgment would reasonably be expected to impair our ability to proceed with the exchange offer; or

the exchange offer, or the making of any exchange by a holder, violates applicable law or any applicable interpretation of the staff of the Commission.

Regardless of whether any of the conditions has occurred, we may amend the exchange offer in any manner which, in our good faith judgment, is advantageous to holders of the old notes.

The conditions described above are for our sole benefit and may be asserted by us regardless of the circumstances giving rise to the condition or we may waive any condition in whole or in part at any time and from time to time in our sole discretion. Our failure at any time to exercise any of the rights described above will not be deemed a waiver of the right and each right will be deemed an ongoing right which we may assert at any time and from time to time.

If we waive or amend the conditions above, we will, if required by law, extend the exchange offer for a minimum of five business days from the date that we first give notice, by public announcement or otherwise, of the waiver or amendment, if the exchange offer would otherwise expire within the five business-day period. Any determination by us concerning the events described above will be final and binding upon all parties.

The exchange offer is not conditioned upon any minimum principal amount of old notes being tendered.

37

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### Exchange Agent

The Bank of New York has been appointed as the exchange agent for the exchange offer. All executed letters of transmittal should be directed to the exchange agent at one of the addresses set forth below:

*By Registered or  
Certified Mail:*  
The Bank of New York  
Corporate Trust Operations  
Reorganization Unit  
101 Barclay Street  
New York, New York 10286  
Attn: Giselle Guadalupe

*Facsimile Transactions:*  
(Eligible Institutions Only)  
(212) 298-1915  
*To Confirm by Telephone  
or for Information Call:*  
(212) 815-6331

*By Hand or Overnight Delivery:*  
The Bank of New York  
Corporate Trust Operations  
Reorganization Unit  
101 Barclay Street  
New York, New York 10286  
Attn: Giselle Guadalupe

You should direct questions and requests for assistance, requests for additional copies of this prospectus or of the letter of transmittal and requests for notices of guaranteed delivery to the exchange agent at the address and telephone number set forth in the letter of transmittal.

**Delivery to an address other than as set forth on the letter of transmittal, or transmissions of instructions via a facsimile number other than the one set forth on the letter of transmittal, will not constitute a valid delivery.**

### Solicitation of Tenders; Fees and Expenses

We have not retained any dealer-manager in connection with the exchange offer and will not make any payments to brokers, dealers or others soliciting acceptances of the exchange offer. We, however, will pay the exchange agent reasonable and customary fees for its services and will reimburse it for its reasonable out-of-pocket expenses in connection therewith. We will also pay brokerage houses and other custodians,

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nominees and fiduciaries the reasonable out-of-pocket expenses incurred by them in forwarding copies of this and other related documents to the beneficial owners of the old notes and in handling or forwarding tenders for their customers.

We will pay the estimated cash expenses to be incurred in connection with the exchange offer. We estimate the expenses to be approximately \$250,000, which includes fees and expenses of the exchange agent and trustee, registration fees, and accounting, legal, printing and related fees and expenses.

No person has been authorized to give any information or to make any representations in connection with the exchange offer other than those contained in this prospectus. If given or made, such information or representations should not be relied upon as having been authorized by us. Neither the delivery of this prospectus nor any exchange made pursuant to this prospectus, under any circumstances, creates any implication that there has been no change in our affairs since the respective dates as of which information is given in this prospectus. The exchange offer is not being made to, and tenders will not be accepted from or on behalf of, holders of old notes in any jurisdiction in which the making of the exchange offer or the acceptance of the exchange offer would not be in compliance with the laws of the jurisdiction. However, we may, at our discretion, take such action as we may deem necessary to make the exchange offer in the jurisdiction and extend the exchange offer to holders of old notes in the jurisdiction. In any jurisdiction the securities laws or blue sky laws of which require the exchange offer to be made by a licensed broker or dealer, the exchange offer is being made on our behalf by one or more registered brokers or dealers which are licensed under the laws of the jurisdiction.

38

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### **Transfer Taxes**

We will pay all transfer taxes, if any, applicable to the exchange of old notes pursuant to the exchange offer. However, the transfer taxes will be payable by the tendering holder if:

certificates representing exchange notes or old notes for principal amounts not tendered or accepted for exchange are to be delivered to, or are to be issued in the name of, any person other than the registered holder of the old notes tendered; or

tendered old notes are registered in the name of any person other than the person signing the letter of transmittal; or

a transfer tax is imposed for any reason other than the exchange of old notes pursuant to the exchange offer.

We will bill the amount of the transfer taxes directly to the tendering holder if satisfactory evidence of payment of the taxes or exemption therefrom is not submitted with the letter of transmittal.

### **Accounting Treatment**

For accounting purposes, we will not recognize gain or loss upon the exchange of the exchange notes for old notes. We will amortize expenses incurred in connection with the issuance of the exchange notes over the term of the exchange notes.

### **Consequences Of Failure To Exchange**

Holders of old notes who do not exchange their old notes for exchange notes pursuant to the exchange offer will continue to be subject to the restrictions on transfer of the old notes as described in the legend on the old notes. Old notes not exchanged pursuant to the exchange offer will continue to remain outstanding in accordance with their terms. In general, the old notes may not be offered or sold unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. We do not currently anticipate that we will register the old notes under the Securities Act.

Participation in the exchange offer is voluntary, and holders of old notes should carefully consider whether to participate. Holders of old notes are urged to consult their financial and tax advisors in making their own decision on what action to take.

As a result of the making of, and upon acceptance for exchange of all validly tendered old notes pursuant to the terms of, this exchange offer, we will have fulfilled a covenant contained in the registration rights agreement. Holders of old notes who do not tender their old notes in the exchange offer will continue to hold the old notes and will be entitled to all the rights and limitations applicable to the old notes under the

indenture, except for any rights under the registration rights agreement that by their terms terminate or cease to have further effectiveness as a result of the making of this exchange offer. All untendered old notes will continue to be subject to the restrictions on transfer described in the indenture. To the extent that old notes are tendered and accepted in the exchange offer, the trading market for untendered old notes could be adversely affected.

We may in the future seek to acquire, subject to the terms of the indenture, untendered old notes in open market or privately negotiated transactions, through subsequent exchange offers or otherwise. We have no present plan to acquire any old notes which are not tendered in the exchange offer.

#### Resale of Exchange Notes

We are making the exchange offer in reliance on the position of the staff of the Commission as set forth in interpretive letters addressed to third parties in other transactions. However, we have not

39

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sought our own interpretive letter and we can provide no assurance that the staff would make a similar determination with respect to the exchange offer as it has in such interpretive letters to third parties. Based on these interpretations by the staff, we believe that the exchange notes issued pursuant to the exchange offer in exchange for old notes may be offered for resale, resold and otherwise transferred by a holder, other than any holder who is a broker-dealer or an "affiliate" of ours within the meaning of Rule 405 of the Securities Act, without further compliance with the registration and prospectus delivery requirements of the Securities Act, provided that:

the exchange notes are acquired in the ordinary course of the holder's business; and

the holder is not participating, and has no arrangement or understanding with any person to participate, in a distribution of the exchange notes.

However, any holder who is:

an "affiliate" of ours;

who has an arrangement or understanding with respect to the distribution of the exchange notes to be acquired pursuant to the exchange offer; or

any broker-dealer who purchased old notes from us to resell pursuant to Rule 144A or any other available exemption under the Securities Act,

could not rely on the applicable interpretations of the staff and must comply with the registration and prospectus delivery requirements of the Securities Act. A broker-dealer who holds old notes that were acquired for its own account as a result of market-making or other trading activities may be deemed to be an "underwriter" within the meaning of the Securities Act and must, therefore, deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of exchange notes. Each such broker-dealer that receives exchange notes for its own account in exchange for old notes, where the broker-dealer acquired the old notes as a result of market-making activities or other trading activities, must acknowledge, as provided in the letter of transmittal, that it will deliver a prospectus in connection with any resale of such exchange notes. For more detailed information, see the section "Plan of Distribution" in this prospectus.

In addition, to comply with the securities laws of various jurisdictions, if applicable, the exchange notes may not be offered or sold unless they have been registered or qualified for sale in the jurisdiction or an exemption from registration or qualification is available and is complied with. We have ag