

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

THE MAJESTIC STAR CASINO, LLC

(Registration)_____

ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on October 17, 2001, and regularly before the Nevada Gaming Commission ("Commission") on October 18, 2001, at Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:
 - a. The application of The Majestic Star Casino, LLC, for registration as a publicly traded corporation;
 - b. The applications of Barden Development, Inc., for (i) registration as a holding company, (ii) a finding of suitability as the manager and sole beneficial owner of the membership interest in The Majestic Star Casino, LLC, and (iii) approval to pledge the membership interest in The Majestic Star Casino, LLC, to Foothill Capital Corporation, in

conjunction with a Loan and Security Agreement and to The Bank of New York, as Indenture Trustee, in conjunction with the 10 7/8% Senior Secured Notes due 2006;

c. The applications of Majestic Investor, LLC, for (i) registration as an intermediary company, (ii) a finding of suitability as the sole member of Majestic Investor Holdings, LLC, (iii) approval to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the membership interest in Majestic Investor Holdings, LLC, and (iv) approval to pledge the membership interest in Majestic Investor Holdings, LLC, to The Bank of New York, as Indenture Trustee, in conjunction with the private placement of Senior Secured Notes;

d. The applications of Majestic Investor Holdings, LLC, for (i) registration as an intermediary company, (ii) licensure as the sole member and manager of Barden Nevada Gaming, LLC, and (iii) approval to pledge the membership interest in Barden Nevada Gaming, LLC, to The Bank of New York, as Indenture Trustee, in conjunction with the private placement of Senior Secured Notes;

e. The applications of Barden Nevada Gaming, LLC, dba Fitzgeralds Las Vegas Hotel and Casino, for (i) a nonrestricted gaming license and (ii) licensure as a manufacturer and as a distributor; and

f. The application of Donnie Hamilton Barden for a finding of suitability as the controlling person of The Majestic Star Casino, LLC.

2. THAT The Majestic Star Casino, LLC, is registered as a publicly traded corporation and the Commission acknowledges that The Majestic Star Casino, LLC, is the sole member of Majestic Investor, LLC.

3. THAT Barden Development, Inc., is registered as a holding company and found suitable as the manager and sole beneficial owner of the membership interests of The Majestic Star Casino, LLC.