

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

MANDALAY RESORT GROUP

(Registration)

FIFTEENTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on November 8, 2000, and before the Nevada Gaming Commission ("Commission") on November 20, 2000, at Las Vegas, 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 applications of Mandalay Resort Group for (i) an amendment to its Fourteenth Order of Registration and (ii) for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Mandalay Corp., Circus Circus Casinos, Inc., Edgewater Hotel Corporation, Colorado Belle Corp., New Castle Corp., Ramparts, Inc., Galleon, Inc., Slots-A-Fun, Inc., M.S.E. Investments, Incorporated, Last Chance Investments, Inc., Goldstrike Investments, Inc., Oasis Development Company, Inc., and Diamond Gold, Inc., in conjunction with the private placement of senior subordinated notes and an amended and restated loan agreement.

2. THAT the Fourteenth Revised Order of Registration of Mandalay Resort Group dated February 24, 2000, is hereby amended and restated, in its entirety, by this Fifteenth Revised Order of Registration.

3. THAT Mandalay Resort Group is registered as a publicly traded corporation and is found suitable as the sole stockholder of Circus Circus Casinos, Inc., Slots-A-Fun, Inc., Edgewater Hotel Corporation, Colorado Belle Corp., New Castle Corp., Ramparts, Inc., Galleon, Inc., M.S.E. Investments, Incorporated, Last Chance Investments, Incorporated, Goldstrike Investments, Incorporated, Oasis Development Company, Inc., Diamond Gold, Inc. and Mandalay Corp.

4. THAT Circus Circus Casinos, Inc., dba Circus Circus Hotel and Casino, Reno, Nevada, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 500 North Sierra Street, Reno, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT Circus Circus Casinos, Inc., dba Circus Circus Hotel and Casino, Las Vegas, Nevada is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 2880 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT Slots-A-Fun, Inc., dba Slots-A-Fun, is licensed to conduct nonrestricted gaming operations at 2890 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Edgewater Hotel Corporation, dba Edgewater Hotel & Casino, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 2020 Casino Drive, Laughlin, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Colorado Belle Corp., dba Colorado Belle Hotel & Casino, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 2100 Casino Drive, Laughlin, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT New Castle Corp., dba Excalibur Hotel and Casino, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 3850 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT Ramparts, Inc., dba Luxor Hotel and Casino, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 3900 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT Galleon, Inc., is licensed as a 50% general partner of Circus and Eldorado Joint Venture, a Nevada general partnership.

12. THAT Circus and Eldorado Joint Venture, a Nevada general partnership, dba Silver Legacy Resort Casino Reno, is licensed to conduct nonrestricted gaming operations, including a race book and sports pool, at 407 North Virginia Street, Reno, subject to such conditions or limitations as may be imposed by the Commission.

13. THAT Mandalay Corp., dba Mandalay Bay Resort & Casino, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 3950 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

14. THAT Gold Strike L.V., a Nevada general partnership, is licensed as a 50% general partner of Victoria Partners, a Nevada general partnership.

15. THAT Victoria Partners, a Nevada general partnership, dba Monte Carlo Resort & Casino, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming

operations including a race book and sports pool, at 3770 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

16. THAT the general partners in Gold Strike L.V., a Nevada general partnership, are licensed for their respective ownership interest as follows: Diamond Gold, Inc. - 2.5%; Goldstrike Investments, Incorporated - 6.5%; M.S.E. Investments, Incorporated - 52%; and Last Chance Investments, Incorporated - 39%.

17. THAT the general partners and their respective ownership interest in Railroad Pass Investment Group, a Nevada general partnership, dba Railroad Pass Hotel and Casino, are as follows: M.S.E. Investments, Incorporated - 70%; Last Chance Investments, Incorporated - 20%; and Goldstrike Investments, Incorporated - 10%.

18. THAT the general partners and their respective ownership interest in Jean Development Company, a Nevada general partnership, dba Gold Strike Hotel and Gambling Hall, are as follows: M.S.E. Investments, Incorporated - 40%; Last Chance Investments, Incorporated - 40%; and Goldstrike Investments, Incorporated - 20%.

19. THAT the general partners and their respective ownership interest in Jean Development West, a Nevada general partnership, dba Nevada Landing, are as follows: M.S.E. Investments, Incorporated - 40%; Last Chance Investments, Incorporated - 40%; Goldstrike Investments, Incorporated - 12%; and Diamond Gold, Inc. - 8%.

20. THAT the general partners and their respective ownership interest in Gold Strike Fuel Company, a Nevada general partnership, dba Gold Strike Auto & Truck Plaza are as follows: Oasis Development Company, Inc. – 50%; M.S.E. Investments, Incorporated – 16.67%; Last Chance Investments, Incorporated – 16.67%; and Goldstrike Investments, Incorporated – 16.66%.

21. THAT the general partners and their respective ownership interest in Jean Fuel Company West, a Nevada general partnership, dba Jean Fuel Company West, are as follows:

M.S.E. Investments, Incorporated 40%; Last Chance Investments, Incorporated 40%; Goldstrike Investments, Incorporated 12%; and Oasis Development Company, Inc. 8%.

22. THAT Railroad Pass Investment Group, a Nevada general partnership, dba Railroad Pass Hotel and Casino, is licensed to conduct nonrestricted gaming operations at 2800 South Boulder Highway, Henderson, subject to such conditions or limitations as may be imposed by the Commission.

23. THAT Jean Development Company, a Nevada general partnership, dba Gold Strike Hotel and Gambling Hall, is licensed to conduct nonrestricted gaming operations at No. 1 Main Street, Jean, subject to such conditions or limitations as may be imposed by the Commission.

24. THAT Jean Development West, a Nevada general partnership, dba Nevada Landing, is licensed to conduct nonrestricted gaming operations at No. 1 Goodsprings Road, Jean, subject to such conditions or limitations as may be imposed by the Commission.

25. THAT Gold Strike Fuel Company, a Nevada general partnership, dba Gold Strike Auto & Truck Plaza, is licensed to conduct restricted gaming operations at No. 1 Main Street, Jean, subject to such conditions or limitations as may be imposed by the Commission.

26. THAT Jean Fuel Company West, a Nevada general partnership, dba Jean Fuel Company West, is licensed to conduct restricted gaming operations at No. 1 Goodsprings Road, Jean, subject to such conditions or limitations as may be imposed by the Commission.

27. THAT in conjunction with the private placement of 10 ¼% Senior Subordinated Notes due 2007 and with the Amended and Restated Loan Agreement, dated May 23, 1997, as amended, in the aggregate commitment amount of \$2,000,000,000, Mandalay Resort Group is granted approval to place restrictions upon the transfer of, and enter into agreements not to encumber, the equity securities of Mandalay Corp., Circus Circus Casinos, Inc., Edgewater Hotel Corporation, Colorado Belle Corp., New Castle Corp., Ramparts, Inc., Galleon, Inc., Slots-

A-Fun, Inc., M.S.E. Investments, Incorporated, Last Chance Investments, Inc., Goldstrike Investments, Inc., Oasis Development Company, Inc., and Diamond Gold, Inc.

28. THAT Mandalay Resort Group shall maintain a Gaming Compliance Plan ("Plan"), for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Mandalay Resort Group, its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdictions in which Mandalay Resort Group, its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the gaming compliance committee, one such member which shall be independent and knowledgeable in the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board, or his designee. Mandalay Resort Group shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board or his designee related to a review of activities relevant to the continuing qualification of Mandalay Resort Group under the provisions of the Act and Regulations.

29. THAT Mandalay Resort Group shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the terms and provisions of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of Mandalay Resort Group, its direct and indirect subsidiaries, and their affiliated companies.

30. THAT, pursuant to NRS 463.625, Mandalay Resort Group is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

31. THAT Mandalay Resort Group is exempted from NGC Regulation 15 and shall instead comply with NGC Regulation 16.

32. THAT the Commission hereby expressly finds that the exemptions granted hereinabove are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Las Vegas, Nevada, this 20th day of November 2000.