

MGM MIRAGE
Form S-4
July 22, 2004

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As filed with the Securities and Exchange Commission on July 22, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MGM MIRAGE

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation or organization)*

7990
*(Primary Standard Industrial
Classification Code Number)*

88-0215232
*(I.R.S. Employer
Identification No.)*

SUBSIDIARY GUARANTOR REGISTRANTS LISTED ON FOLLOWING PAGE

3600 Las Vegas Boulevard South

Las Vegas, Nevada 89109
(702) 693-7120

*(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)*

Gary N. Jacobs, Esq.
3600 Las Vegas Boulevard South
Las Vegas, Nevada 89109
(702) 693-7120

*(Name, address, including zip code, and telephone number,
including area code, of agent for service)*

Copies to:

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10250 Constellation Blvd., 19th Floor
Los Angeles, California 90067

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2029 Century Park East
Los Angeles, California 90067

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(1)
5.875% Senior Notes due 2014(2)	\$300,000,000	100%	\$300,000,000	\$38,010
Guarantees of Subsidiaries of 5.875% Senior Notes due 2014	\$300,000,000	N/A(3)	N/A(3)	N/A(3)

- (1) The registration fee has been calculated pursuant to Rule 457(a), Rule 457(f)(2) and Rule 457(n) under the Securities Act of 1933, as amended. The Proposed Maximum Aggregate Offering Price is estimated solely for the purpose of calculating the registration fee.
- (2) The 5.875% Senior Notes due 2014 will be obligations of MGM MIRAGE.
- (3) No separate fee is payable pursuant to Rule 457(n). The guarantees are not traded separately.

The Registrants hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer
AC HOLDING CORP.	Nevada	7990	88-0220212
AC HOLDING CORP. II	Nevada	7990	88-0220229
THE APRIL COOK COMPANIES	Nevada	7990	88-0401505
BEAU RIVAGE DISTRIBUTION CORP.	Mississippi	7990	64-0898763
BEAU RIVAGE RESORTS, INC.	Mississippi	7990	88-0340296
BELLAGIO, LLC	Nevada	7990	94-3373852
BELLAGIO II, LLC	Nevada	7990	47-0880256
BOARDWALK CASINO, INC.	Nevada	7990	88-0304201
BUNGALOW, INC.	Mississippi	7990	64-0410882
COUNTRY STAR LAS VEGAS, LLC	Nevada	7990	88-0352410
DESTRON, INC.	Nevada	7990	88-0234293
EGARIM, INC.	Alabama	7990	88-0310857
GRAND LAUNDRY, INC.	Nevada	7990	88-0298834
LV CONCRETE CORP.	Nevada	7990	88-0337406
MAC, CORP.	New Jersey	7990	22-3424950
METROPOLITAN MARKETING, LLC	Nevada	7990	22-3756320
MGM GRAND ATLANTIC CITY, INC.	New Jersey	7990	88-0354792
MGM GRAND CONDOMINIUMS, LLC	Nevada	7990	55-0806676
MGM GRAND DETROIT, INC.	Delaware	7990	91-1829051
MGM GRAND HOTEL, LLC	Nevada	7990	94-3373856
MGM GRAND NEW YORK, LLC	Nevada	7990	03-0524149
MGM GRAND RESORTS, LLC	Nevada	7990	88-0491101
MGM MIRAGE ACQUISITION CO. #61	Nevada	7990	02-0726782
MGM MIRAGE ADVERTISING, INC.	Nevada	7990	88-0162200
MGM MIRAGE AVIATION CORP.	Nevada	7990	88-0173596
MGM MIRAGE CORPORATE SERVICES	Nevada	7990	88-0225681
MGM MIRAGE DESIGN GROUP	Nevada	7990	88-0406202
MGM MIRAGE DEVELOPMENT, INC.	Nevada	7990	88-0368826
MGM MIRAGE ENTERTAINMENT AND SPORTS	Nevada	7990	88-0245169
MGM MIRAGE INTERNATIONAL	Nevada	7990	86-0868640
MGM MIRAGE MANUFACTURING CORP.	Nevada	7990	88-0195439
MGM MIRAGE OPERATIONS, INC.	Nevada	7990	88-0471660
MGM MIRAGE RETAIL	Nevada	7990	88-0385232
MH, INC.	Nevada	7990	88-0245162
M.I.R. TRAVEL	Nevada	7990	88-0276369
THE MIRAGE CASINO-HOTEL	Nevada	7990	88-0224157
MIRAGE LAUNDRY SERVICES CORP.	Nevada	7990	88-0287118
MIRAGE LEASING CORP.	Nevada	7990	88-0424843
MIRAGE RESORTS, INCORPORATED	Nevada	7990	88-0058016
MMNY LAND COMPANY, INC.	New York	7990	33-1043606
MRGS CORP	Nevada	7990	88-0430015
NEW PRMA LAS VEGAS, INC.	Nevada	7990	88-0329896
NEW YORK NEW YORK HOTEL & CASINO, LLC	Nevada	7990	88-0430016
NEW YORK NEW YORK TOWER, LLC	Nevada	7990	84-1646058
THE PRIMADONNA COMPANY, LLC	Nevada	7990	88-0325842
PRMA, LLC	Nevada	7990	88-0430017
PRMA LAND DEVELOPMENT COMPANY	Nevada	7990	88-0325842
RESTAURANT VENTURES OF NEVADA, INC.	Nevada	7990	88-0376749
TREASURE ISLAND CORP.	Nevada	7990	88-0279092
VIDIAD	Nevada	7990	88-0428375

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JULY 22, 2004

PROSPECTUS

MGM MIRAGE

Offer to Exchange \$300,000,000 in aggregate principal amount of its

**5.875% Senior Notes due 2014
for \$300,000,000 in aggregate principal amount
of its outstanding
5.875% Senior Notes due 2014**

Information about the exchange offer:

We are offering to exchange \$300,000,000 in aggregate principal amount of our outstanding 5.875% senior notes due 2014 and issued in a private placement on March 23, 2004 (old notes) under an indenture entered into by and among U.S. Bank National Association, as the trustee, and us on March 23, 2004, for our registered 5.875% senior notes due 2014 (new notes) and issued under an indenture entered into by and among U.S. Bank National Association, as the trustee, and us on February 27, 2004. The terms of the new notes are substantially identical to the terms of the old notes except that (1) the new notes are registered under the Securities Act of 1933 and, therefore, do not have transfer restrictions and (2) the new notes will be issued under the existing indenture dated February 27, 2004.

The exchange offer expires at 5:00 p.m., New York City time, on _____, 2004, unless extended. The exchange offer is subject to customary conditions, including the condition that the exchange offer not violate any applicable law or any interpretation of applicable law by the staff of the SEC. Tenders of outstanding old notes may be withdrawn at any time before 5:00 p.m., New York City time, on the expiration date of the exchange offer. All outstanding old notes that are validly tendered prior to the expiration of the exchange offer and not validly withdrawn will be exchanged.

The exchange of old notes for new notes will not be a taxable exchange for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

All broker-dealers must comply with the registration and prospectus delivery requirements of the Securities Act. See Plan of Distribution.

Information about the new notes:

We will pay interest on the new notes semi-annually in cash in arrears on February 27 and August 27 of each year. You will receive interest on the new notes starting from the date interest was last paid on your old notes. If no interest was paid on your old notes, you will receive interest from February 27, 2004. If your old notes are exchanged for new notes, you will not receive any accrued interest on your old notes. The new notes will mature on February 27, 2014. We may redeem the new notes in whole or in part at any time prior to their maturity at a make whole premium.

The new notes and the corresponding guarantees will be general secured obligations of MGM MIRAGE and each guarantor, respectively, and will rank equally with or senior to all existing or future indebtedness of MGM MIRAGE and each guarantor, respectively.

The new notes will be secured with our other senior secured notes and certain of our other senior indebtedness by substantially all assets of MGM MIRAGE and the guarantors. Under certain circumstances, such senior secured notes, the new notes offered hereby and certain of our other senior indebtedness will cease to be secured.

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There is no established trading market for the new notes, and we do not intend to apply for listing of the new notes on any securities exchange.

For a discussion of factors that you should consider before you participate in the exchange offer and the new notes, see **Risk Factors** beginning on page 16 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities regulators has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

None of the Nevada Gaming Commission, the Nevada State Gaming Control Board, the New Jersey Casino Control Commission, the Michigan Gaming Control Board, the Mississippi Gaming Commission, the Illinois Gaming Board nor any other gaming authority has passed upon the accuracy or adequacy of this prospectus or the investment merits of the securities offered. Any representation to the contrary is unlawful. The Attorney General of the State of New York has not passed upon or endorsed the merits of this offering. Any representation to the contrary is unlawful.

The date of this prospectus is _____, 2004

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You should rely only on the information or representations incorporated by reference or provided in this prospectus. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You may obtain copies of the Registration Statement, or any document which we have filed as an exhibit to the Registration Statement or to any other SEC filing, either from the SEC or from the Secretary of the company as described under **Where You Can Find More Information**. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information in this prospectus is accurate as of any date other than the date printed on the front of this prospectus.

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Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal accompanying this prospectus states that 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 of 1933, as amended (the Securities Act). This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. See Plan of Distribution.

WHERE YOU CAN FIND MORE INFORMATION

We and Mandalay Resort Group, with which we have entered into an agreement to acquire, file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy, at prescribed rates, any document we or Mandalay Resort Group have filed at the Commission's public reference room in Washington, D.C. Please call the Commission at 1-800-SEC-0330 (1-800-732-0330) for further information on the public reference rooms. The Commission also maintains a website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission (<http://www.sec.gov>). You also may read and copy reports and other information filed by us or Mandalay Resort Group at the office of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005.

We have filed a registration statement and related exhibits with the Commission under the Securities Act of 1933. The registration statement contains additional information about us and our securities. You may inspect the registration statement and its exhibits without charge at the office of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549, and obtain copies, at prescribed rates, from the Commission.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The Commission allows us to incorporate by reference information filed with it, which means that we can disclose important information to you by referring you to the documents containing such information. The information incorporated by reference is an important part of this prospectus, and information filed later by us with the Commission will automatically update and supersede this information.

We incorporate by reference the documents listed below and any future filings made with the Commission by us or Mandalay Resort Group under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934:

MGM MIRAGE:

Our Annual Report on Form 10-K for the year ended December 31, 2003;

Our Current Reports on Form 8-K dated January 26, 2004, January 27, 2004, February 20, 2004, March 23, 2004, June 15, 2004, July 14, 2004, and July 20, 2004;

Our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2004; and

Our Definitive Proxy Statement filed with the Commission on April 16, 2004.

MANDALAY RESORT GROUP:

Annual Report of Mandalay Resort Group on Form 10-K for the year ended January 31, 2004, and Amendment No. 1 thereto filed on Form 10-K/ A;

Quarterly Report of Mandalay Resort Group on Form 10-Q for the fiscal quarter ended April 30, 2004;

Current Reports of Mandalay Resort Group on Form 8-K dated April 5, 2004, June 11, 2004, June 14, 2004, June 15, 2004, and June 22, 2004; and

Definitive Proxy Statement of Mandalay Resort Group filed with the Commission on May 26, 2004, as revised by the Definitive Revised Proxy Statement of Mandalay Resort Group filed with the Commission on June 2, 2004.

All documents and reports filed by us or by Mandalay Resort Group pursuant to Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 after the date of this prospectus and on or prior to the termination of the exchange offer are deemed to be incorporated by reference in this prospectus from the date of filing of such documents or reports, except as to any portion of any future annual or quarterly reports or proxy statements which is not deemed to be filed under those sections. Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that any statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus modifies or supersedes such statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

Any person receiving a copy of this prospectus may obtain, without charge, upon written or oral request, a copy of any of the documents incorporated by reference except for the exhibits to such documents (other than the exhibits expressly incorporated in such documents by reference). Requests should be directed to: Gary N. Jacobs, Executive Vice President, General Counsel and Secretary, MGM MIRAGE, 3600 Las Vegas Boulevard South, Las Vegas, Nevada 89109; telephone number: (702) 693-7120. A copy will be provided by first class mail or other equally prompt means within one business day after receipt of your request. **To obtain timely delivery of any of this information, you must make your request at least five business days prior to the expiration of the exchange offer. The date by which you must make your request is** , 2004.

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This summary is not complete and may not contain all of the information that may be important to you. You should read the entire prospectus carefully, including the financial data and related notes, as well as the documents incorporated by reference, for a more complete understanding of this exchange offer and the new notes. In this prospectus, except where the context otherwise requires, we will collectively refer to MGM MIRAGE (formerly known as MGM Grand, Inc.) and its direct and indirect subsidiaries as MGM MIRAGE, we, our and us.

MGM MIRAGE

We are one of the largest gaming companies in the world. We own what we believe to be the world's finest collection of casino resorts. We own and operate Bellagio, MGM Grand, The Mirage, Treasure Island (TI) and New York-New York Hotel and Casino, and we own a 50% interest in the joint venture that owns and operates the Monte Carlo Resort & Casino, six of the most prominent casino resorts on the Las Vegas Strip. We also own and operate Whiskey Pete's, Buffalo Bill's and the Primm Valley Resort, located in Primm, Nevada, Beau Rivage, a beachfront resort located in Biloxi, Mississippi, and the Boardwalk Hotel and Casino on the Las Vegas Strip. We also own and operate the MGM Grand Detroit casino in Detroit, Michigan. We are also a 50% owner of Borgata, a destination casino resort on Renaissance Pointe in Atlantic City, New Jersey that opened on July 3, 2003.

Our principal executive office is located at 3600 Las Vegas Boulevard South, Las Vegas, Nevada 89109. Our telephone number is (702) 693-7120.

Operating Casino Resorts

We have provided below certain information about our casino resorts as of June 30, 2004. Except as otherwise indicated, we wholly own and operate the following resorts:

Name and Location	Number of Rooms/Suites	Approximate Casino Square Footage	Slots(1)	Gaming Tables(2)
Domestic:				
<i>Las Vegas Strip, Nevada</i>				
Bellagio	3,005	155,000	2,454	143
MGM Grand	5,035	171,500	2,765	160
The Mirage	3,044	107,200	2,294	116
TI	2,885	83,800	1,821	72
New York-New York	2,024	84,000	1,955	80
Monte Carlo(3)	3,002	102,000	1,871	74
Boardwalk	654	32,000	539	23
Subtotal	19,649	735,500	13,699	668
<i>Primm, Nevada</i>				
Buffalo Bill's Resort & Casino	1,240	62,100	1,242	34
Primm Valley Resort & Casino	625	38,000	1,090	34
Whiskey Pete's Hotel & Casino	777	36,400	1,046	26
Primm Center	N/A	350	7	N/A
<i>Detroit, Michigan</i>				
MGM Grand Detroit	N/A	75,000	2,694	80
<i>Biloxi, Mississippi</i>				
Beau Rivage	1,740	80,000	2,234	91

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Name and Location	Number of Rooms/Suites	Approximate Casino Square Footage	Slots(1)	Gaming Tables(2)
<i>Atlantic City, New Jersey</i>				
Borgata(4)	2,002	124,000	3,578	129
Total Domestic	26,033	1,151,350	25,590	1,062
International:				
<i>Darwin, Northern Territory, Australia</i>				
MGM Grand Australia(5)	107	23,800	450	26
Grand Total	26,140	1,175,150	26,040	1,088

(1) Includes slot machines and other coin-operated gaming devices.

(2) Includes blackjack (21), baccarat, craps, roulette, pai gow, pai gow poker, Caribbean stud poker, and other table games.

(3) Owned and operated by a 50-50 joint venture with Mandalay Resort Group.

(4) Owned and operated by a 50-50 limited liability company with Boyd Gaming Corporation. Borgata opened on July 3, 2003.

(5) In February 2004, we entered into an agreement to sell our subsidiaries that own and operate MGM Grand Australia. This transaction is expected to be completed by the third quarter of 2004, subject to customary closing conditions and regulatory approvals.

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The Exchange Offer

We sold \$300.0 million of our 5.875% senior notes due 2014 to certain initial purchasers on March 23, 2004. The initial purchasers resold those notes in reliance on Rule 144A and Regulation S under the Securities Act of 1933.

We entered into a registration rights agreement with the initial purchasers on March 23, 2004 in which we agreed, among other things, to:

file a registration statement with the SEC relating to the exchange offer on or before August 5, 2004;

deliver to you this prospectus;

use our best efforts to cause the registration statement, which includes this prospectus, to become effective on or before September 19, 2004; and

complete the exchange offer within 30 business days after the registration statement becomes effective.

You are entitled to exchange your old notes for new registered 5.875% senior notes due 2014 with substantially identical terms as the old notes, except that (1) the new notes are registered under the Securities Act of 1933 and, therefore, do not have transfer restrictions and (2) the new notes will be issued under the existing indenture dated February 27, 2004. If we do not complete the exchange offer on or before October 19, 2004, the interest rate on your old notes will be increased. You should read the discussion under the heading **The Exchange Offer Purpose and Effect; Registration Rights and Description of the New Notes** for further information regarding the new notes that we are offering in exchange for your old notes.

We believe that you may resell the new notes issued in the exchange offer without compliance with the registration and prospectus delivery provisions of the Securities Act, subject to the conditions described under **The Exchange Offer**. You should read that section for further information regarding the exchange offer. In addition, you should refer to **Certain United States Federal Income Tax Considerations** on page 75 for a discussion on certain tax considerations related to the exchange offer.

Recent Developments

On June 16, 2004, we announced that we had entered into a definitive merger agreement with Mandalay Resort Group (Mandalay) under which we will acquire Mandalay for \$71.00 in cash for each share of common stock of Mandalay. Mandalay owns and operates eleven properties in Nevada, including Mandalay Bay, Luxor, Excalibur, Circus Circus, and Slots-A-Fun in Las Vegas, Circus Circus-Reno in Reno, Colorado Belle and Edgewater in Laughlin, Gold Strike and Nevada Landing in Jean, and Railroad Pass in Henderson. Mandalay also owns and operates Gold Strike, a hotel/casino in Tunica County, Mississippi. In addition, Mandalay owns a 50% interest in Silver Legacy in Reno, a 50% interest in Monte Carlo in Las Vegas, a 50% interest in Grand Victoria, a riverboat in Elgin, Illinois, and a 53.5% interest in MotorCity in Detroit, Michigan. The total value of the acquisition is approximately \$8.2 billion, including equity value of approximately \$4.8 billion, convertible debentures with a redemption value of approximately \$574 million, the assumption or repayment of other outstanding Mandalay debt with a fair value of approximately \$2.7 billion as of March 31, 2004, and \$100 million of estimated transaction costs. The transaction is structured as a merger of one of our wholly-owned subsidiaries with and into Mandalay and is subject to the approval of Mandalay stockholders as well as regulatory and other customary conditions. The transaction will be accounted for as a purchase and is anticipated to close during the first quarter of 2005. As a result of the merger, Mandalay will become our wholly owned subsidiary. The foregoing description is not a description of all of the material terms of the transaction and is, therefore, qualified by reference to the merger agreement.

On June 21, 2004, we announced that we entered into a joint venture agreement with Pansy Ho Chiu-king to develop, build and operate a major hotel-casino resort in Macau S.A.R. The facility, which will use the MGM Grand name, will be 50/50 owned and jointly operated by the two shareholders. We anticipate that the resort will be located on a prime waterfront site. The agreement is subject to, among other things, the

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approval of the government of Macau S.A.R., and other regulatory approvals, as well as the entry into a subconcession agreement with Sociedade de Jogos de Macau (SJM), the holder of the concession.

On July 14, 2004, we announced that our Board of Directors approved a new stock repurchase program authorizing us to purchase up to 10 million shares of our common stock. We also announced that we repurchased approximately 5 million shares during the quarter ended June 30, 2004, thereby substantially completing the previous stock repurchase program approved in November 2003.

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Summary of the Terms of the Exchange Offer

The following is a brief summary of some of the terms of the exchange. For a more complete description of the terms of the exchange offer, see Exchange Offer in this prospectus.

Exchange Offer	<p>\$1,000 principal amount of registered 5.875% senior notes due 2014 in exchange for each \$1,000 principal amount of 5.875% senior notes due 2014 issued in a private placement on March 23, 2004. As of the date hereof, old notes representing \$300.0 million aggregate principal amount are outstanding. The terms of the new notes and the old notes are substantially identical, except:</p> <p>the new notes will be registered under the Securities Act;</p> <p>upon expiration of the exchange offer, your rights under the registration rights agreement pertaining to the old notes will terminate, except under limited circumstances; and</p> <p>the new notes will be issued under an existing indenture dated February 27, 2004.</p>
Expiration Date	<p>You have until 5:00 p.m., New York City time, on _____, 2004 to validly tender your old notes if you want to exchange your old notes for new notes. We may extend that date under certain conditions.</p>
Withdrawal	<p>The tender of the old notes pursuant to the exchange offer may be withdrawn at any time prior to the expiration date. Any old notes not accepted for exchange for any reason will be returned without expense as soon as practicable after the expiration or termination of the exchange offer.</p>
Interest	<p>You will receive interest on the new notes starting from the date interest was last paid on your old notes. If no interest was paid on your old notes, you will receive interest on the new notes from February 27, 2004. If your old notes are exchanged for new notes, you will not receive any accrued interest on your old notes.</p>
Conditions of the Exchange Offer; Extensions; Amendments	<p>The exchange offer is subject to customary conditions, including the condition that the exchange offer not violate applicable law or any applicable interpretation of the staff. See <u>Exchange Offer</u> <u>Conditions of Exchange Offer</u>.</p> <p>The exchange offer is not conditioned on any minimum aggregate principal amount of old notes being tendered in the exchange offer.</p> <p>If we materially amend the exchange offer, we will notify you.</p> <p>We may also delay or extend the exchange offer and, if the conditions to the exchange offer are not met, we may terminate the exchange offer. We will notify you of any delay, extension or termination of the exchange offer.</p> <p>Under certain circumstances specified in the registration rights agreement, we may be required to file a <u>shelf</u> registration statement for the old notes for a continuous offering under Rule 415 under the Securities Act.</p>

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Procedures for Tendering Old Notes;
Special Procedures for Beneficial
Owners

If you want to participate in the exchange offer, you must transmit a properly completed and signed letter of transmittal, and all other documents required by the letter of transmittal, to the exchange agent. Please send these materials to the exchange agent at the address set forth in the accompanying letter of transmittal prior to 5:00 p.m., New York City time, on the expiration date. You must also send one of the following:

certificates for your old notes;

a timely confirmation of book-entry transfer of your old notes into the exchange agent's account at The Depository Trust Company; or

the items required by the guaranteed delivery procedures described below.

If you are a beneficial owner of your old notes, and your old notes are registered in the name of a nominee, such as a broker, dealer, commercial bank or trust company, and you wish to tender your old notes in the exchange offer, you should instruct your nominee to promptly tender the old notes on your behalf.

If you are a beneficial owner and you want to tender your old notes on your own behalf, you must, before completing and executing the letter of transmittal and delivering your old notes, make appropriate arrangements to either register ownership of your old notes in your name or obtain a properly completed bond power from the registered holder of your old notes.

By executing the letter of transmittal, you will represent to us that:

you are not our affiliate (as defined in Rule 405 under the Securities Act);

you will acquire the new notes in the ordinary course of your business;

you are not a broker-dealer that acquired your old notes directly from us in order to resell them pursuant to Rule 144A under the Securities Act or any other available exemption under the Securities Act;

if you are a broker-dealer that acquired your new notes as a result of market-making or other trading activities, you will deliver a prospectus in connection with any resale of new notes; and

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 new notes.

Guaranteed Delivery Procedures

If you wish to tender your old notes and:

your old notes are not immediately available;

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you are unable to deliver on time your old notes or any other document that you are required to deliver to the exchange agent; or

you cannot complete the procedures for delivery by book-entry transfer on time;

then you may tender your old notes according to the guaranteed delivery procedures that are discussed in the letter of transmittal and in *The Exchange Offer* *Guaranteed Delivery Procedures*.

The Exchange Agent

U.S. Bank National Association is the exchange agent. Its address and telephone number are set forth in *The Exchange Offer* *The Exchange Agent; Assistance*.

Resales of New Notes

Based on interpretations by the staff of the Commission, as set forth in no-action letters issued to certain third parties unrelated to us, we believe that new notes issued pursuant to the exchange offer in exchange for old notes may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act, unless you:

are our affiliate (as defined in Rule 405 under the Securities Act);

acquired the new notes other than in the ordinary course of your business;

are a broker-dealer that acquired your old notes directly from us in order to resell them pursuant to Rule 144A under the Securities Act or any other available exemption under the Securities Act; or

are participating, intend to participate or have an arrangement or understanding with any person to participate in the distribution of the new notes.

However, the Commission has not considered the exchange offer in the context of a no-action letter and we cannot be sure that the staff of the Commission would make a similar determination with respect to the exchange offer as in such other circumstances.

All broker-dealers that are issued new notes for their own accounts in exchange for old notes that were acquired as a result of market-making or other trading activities must acknowledge that they will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of the new notes. If you are a broker-dealer and are required to deliver a prospectus, you may use this prospectus for an offer to resell, a resale or other transfer of the new notes.

Certain Tax Considerations

The issuance of the new notes will not constitute a taxable exchange for U.S. federal income tax purposes. You will not recognize any gain or loss upon receipt of the new notes. See *Certain United States Federal Income Tax Considerations*.

Registration Rights Agreement

In connection with the sale of the old notes in a private placement in reliance on Section 4(2) of the Securities Act, we entered into a

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registration rights agreement with the initial purchasers of the old notes that grants the holders of the old notes registration rights. The old notes were immediately resold by the initial purchasers in reliance on Rule 144A and Regulation S under the Securities Act. As a result of making and consummating this exchange offer, we will have fulfilled most of our obligations under the registration rights agreement. If you do not tender your old notes in the exchange offer, you will not have any further registration rights under the registration rights agreement or otherwise unless you were not eligible to participate in the exchange offer or do not receive freely transferable new notes in the exchange offer. See [The Exchange Offer](#) Purpose and Effect; Registration Rights.

Effect of Not Tendering

If you do not exchange your old notes for new notes in the exchange offer, your old notes will continue to be subject to the restrictions on transfer contained in the legend on the old notes. In general, the old notes may not be offered or sold unless they are registered under the Securities Act. However, you may offer or sell your old notes under 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.

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Summary of the Terms of the New Notes

The following is a brief summary of some of the terms of the new notes. For a more complete description of the terms of the new notes, see Description of the New Notes in this prospectus.

Issuer	MGM MIRAGE.
Notes offered	\$300,000,000 aggregate principal amount of 5.875% senior notes due 2014.
Maturity	February 27, 2014.
Interest payment dates	February 27 and August 27 of each year after the date of issuance of the new notes. You will receive interest on the new notes starting from the date interest was last paid on your old notes. If no interest was paid on your old notes, you will receive interest from February 27, 2004. If your old notes are exchanged for new notes, you will not receive any accrued interest on your old notes.
Guarantees	The new notes will be unconditionally guaranteed, jointly and severally, on a senior basis by substantially all of our wholly owned U.S. subsidiaries except for U.S. holding companies of our foreign subsidiaries.
Security	The new notes will be secured equally and ratably with our other senior secured notes and certain of our other senior indebtedness by substantially all of the assets of MGM MIRAGE and the guarantors. Under certain circumstances, including certain of our senior secured notes and our credit facilities being rated investment grade by Moody's and Standard & Poor's, such senior secured notes, the new notes offered hereby and certain of our other senior indebtedness will cease to be so secured.
Ranking	The new notes and guarantees will be general secured senior obligations of MGM MIRAGE and each guarantor, respectively, and will rank equally with or senior to all existing or future indebtedness of MGM MIRAGE and each guarantor, respectively. See Description of the New Notes Ranking.
Optional redemption	We may redeem the new notes in whole or in part at any time prior to their maturity at the redemption price described in the section Description of the New Notes Optional Redemption.
Covenants	<p>The indenture, dated February 27, 2004, by and among U.S. Bank National Association, as trustee, and us contains covenants that, among other things, will limit our ability and, in certain instances, the ability of our subsidiaries to:</p> <ul style="list-style-type: none"> incur liens on assets to secure debt; enter into certain sale and lease-back transactions; and merge or consolidate with another company or sell substantially all assets. <p>These covenants are subject to a number of important qualifications and exceptions. See Description of the New Notes Additional Covenants of MGM MIRAGE.</p>

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Use of proceeds	We will not receive any proceeds from the exchange offer and the corresponding issuance of the new notes.
Risk factors	See Risk Factors and the other information in this prospectus for a discussion of the factors you should carefully consider in connection with the exchange offer and the new notes.

Table of Contents**SUMMARY SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA****MGM MIRAGE**

Our summary selected consolidated financial and other data presented below as of and for the five years ended December 31, 2003 have been derived from our audited consolidated financial statements. Our consolidated financial statements as of December 31, 2000, 2001, 2002 and 2003, and for the years then ended, were audited by Deloitte & Touche LLP, an independent registered public accounting firm. Our consolidated financial statements as of December 31, 1999 and for the year then ended were audited by Arthur Andersen LLP, independent public accountants. The summary selected consolidated financial and other data as of and for the three months ended March 31, 2003 and March 31, 2004 has been derived from our unaudited consolidated financial statements for those periods, which, in the opinion of management, include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results of operations and financial position. The results for the three months ended March 31, 2004 are not necessarily indicative of results that may be expected for the entire year.

	For the Years Ended December 31,					Three Months Ended March 31,	
	1999	2000	2001	2002	2003	2003	2004
(In thousands, except per share data)							
Income Statement Data:							
Net revenues	\$ 1,293,376	\$ 2,910,580	\$ 3,699,852	\$ 3,756,928	\$ 3,862,743	\$ 951,874	\$ 1,066,436
Operating income	200,924	515,197	599,892	746,538	699,729	159,485	254,666
Income from continuing operations	90,834	153,585	160,444	289,476	230,273	48,776	97,140
Income before cumulative effect of change in accounting principle	94,226	160,744	169,815	292,435	243,697	51,003	105,848
Net income	86,058	160,744	169,815	292,435	243,697	51,003	105,848
Basic earnings per share							
Income from continuing operations	\$ 0.78	\$ 1.06	\$ 1.01	\$ 1.83	\$ 1.55	\$ 0.32	\$ 0.68
Income before cumulative effect of change in accounting principle	\$ 0.81	\$ 1.11	\$ 1.07	\$ 1.85	\$ 1.64	\$ 0.34	\$ 0.74
Net income per share	\$ 0.74	\$ 1.11	\$ 1.07	\$ 1.85	\$ 1.64	\$ 0.34	\$ 0.74
Weighted average number of shares	116,580	145,300	158,771	157,809	148,930	152,110	142,115
Diluted earnings per share							
Income from continuing operations	\$ 0.76	\$ 1.04	\$ 1.00	\$ 1.81	\$ 1.52	\$ 0.32	\$ 0.66
Income before cumulative effect of change in accounting principle	\$ 0.78	\$ 1.09	\$ 1.06	\$ 1.83	\$ 1.61	\$ 0.33	\$ 0.72
Net income per share	\$ 0.72	\$ 1.09	\$ 1.06	\$ 1.83	\$ 1.61	\$ 0.33	\$ 0.72

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Weighted average number of shares	120,086	147,901	160,822	159,940	151,592	153,549	146,847
Other Financial Data:							
Cash dividends per share(1)	\$	\$ 0.10	\$	\$	\$	\$	\$
Ratio of earnings to fixed charges(2)	2.73x	1.47x	1.43x	2.09x	1.86x	1.75x	2.52x
Balance Sheet Data (end of period):							
Total assets	\$2,743,454	\$10,734,601	\$10,497,443	\$10,504,985	\$10,709,710	\$10,431,336	\$10,646,419
Total debt, including capital leases	1,330,206	5,880,819	5,465,608	5,222,195	5,533,462	5,192,840	5,407,110
Stockholders equity	1,023,201	2,382,445	2,510,700	2,664,144	2,533,788	2,653,064	2,610,944

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	For the Years Ended December 31,					Three Months Ended March 31,	
	1999	2000	2001	2002	2003	2003	2004
	(In thousands, except per share data)						
Stockholders equity per share	\$ 8.98	\$ 14.97	\$ 15.95	\$ 17.24	\$ 17.71	\$ 17.45	\$ 18.24
Number of shares outstanding	113,880	159,130	157,396	154,574	143,096	152,022	143,143

- (1) On December 13, 1999 the Board of Directors approved an initial quarterly cash dividend of \$0.10 per share to stockholders of record on February 10, 2000. The dividend was paid on March 1, 2000. As a result of the acquisition of Mirage Resorts, Incorporated, we announced on April 19, 2000 that the quarterly dividend policy was discontinued.
- (2) Earnings consist of income from continuing operations before income taxes and fixed charges, adjusted to exclude capitalized interest. Fixed charges consist of interest, whether expensed or capitalized, amortization of debt discount and issuance costs, and our proportionate share of interest cost of unconsolidated affiliates.

New York-New York was 50% owned until March 1, 1999 when the Company acquired the remaining 50%. The Primm Valley Resorts were acquired on March 1, 1999. MGM Grand South Africa managed casinos in the Republic of South Africa from October 1997 through May 2002. MGM Grand Detroit commenced operations in July 1999. The Mirage acquisition occurred on May 31, 2000.

In June 2003, we entered into an agreement to sell our Golden Nugget Subsidiaries, including substantially all of the assets and liabilities of those resorts. This transaction closed in January 2004. Also in June 2003, we ceased operations of PLAYMGMMIRAGE.com, our online gaming website (Online). The results of the Golden Nugget Subsidiaries and Online are classified as discontinued operations for all periods presented.

In February 2004, the Company entered into an agreement to sell the subsidiaries that own and operate MGM Grand Australia for approximately A\$195 million (approximately \$136 million based on exchange rates at June 30, 2004), subject to certain working capital adjustments. This transaction is expected to be completed by the third quarter of 2004, subject to customary closing conditions and regulatory approval. The results of MGM Grand Australia are classified as discontinued operations for all periods presented.

Table of Contents**Mandalay Resort Group**

Mandalay derived the following summary consolidated financial information for each of the five fiscal years ended January 31, 2000, 2001, 2002, 2003 and 2004 from its reaudited Consolidated Financial Statements for each of the fiscal years ended January 31, 2000, 2001 and 2002 in 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 Mandalay Resort Group's Annual Report on Form 10-K for the fiscal years ended January 31, 2003 and 2004, which are incorporated by reference in this prospectus. The summary consolidated financial information presented in the table below as of and for the three months ended April 30, 2003 and 2004 is derived from the unaudited financial statements included in Mandalay's Quarterly Report on Form 10-Q for the quarter ended April 30, 2004, which is incorporated by reference in this prospectus. The results of operations for the three months ended April 30, 2004 may not be indicative of the results of operations for the full year. The table should be read together with Mandalay's 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,					Three Months Ended April 30,	
	2000	2001	2002	2003	2004	2003	2004
(In thousands, except per share amounts, ratios and statistical measures)							
Statement of Operations Data(1):							
Net Revenues(2)	\$ 1,926,278	\$ 2,381,139	\$ 2,348,512	\$ 2,354,118	\$ 2,491,099	\$ 616,510	\$ 729,368
Income from operations	273,736	431,534	351,060	452,306	490,441	137,047	199,686
Pretax income	103,116	194,392	93,006	195,334	232,318	68,823	134,538
Net income(3)	42,163	119,700	53,044	115,603	149,847	44,046	87,328
Basic earnings per share(3)	\$ 0.47	\$ 1.53	\$ 0.73	\$ 1.71	\$ 2.40	\$ 0.72	\$ 1.32
Diluted earnings per share(3)	0.46	1.50	0.71	1.65	2.31	0.69	1.30
Other Data:							
Capital expenditures	\$ 352,133	\$ 110,220	\$ 156,742	\$ 300,532	\$ 545,130	\$ 86,109	\$ 37,513
Rooms(4)	27,118	27,118	27,142	27,142	28,258	27,142	28,258
Casino square footage(4)	1,086,700	1,086,700	1,086,700	1,086,700	1,086,700	1,086,700	1,086,700
Number of slot machines(4)	25,580	24,929	24,178	23,406	22,818	23,285	22,584
Number of table games(4)	1,014	991	945	932	891	925	893
Ratio of earnings to fixed charges(5)	1.47x	1.85x	1.50x	1.91x	2.30x	2.41x	4.09x

As of April 30,
2004

(In
thousands)

Balance Sheet Data:

Cash and cash equivalents	\$ 153,063
Total assets	4,782,621
Long-term debt, net of current portion	2,868,800
Stockholders' equity	1,132,501

(1)

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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.

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- (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 Mandalay's results for each of the three 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.

	Fiscal Year Ended January 31,		
	2000	2001	2002
	(In thousands, except per share data)		
Net income as reported	\$42,163	\$ 119,700	\$53,044
Goodwill amortization adjustment	10,453	11,801	11,801
Adjusted net income	\$52,616	\$ 131,501	\$64,845
Basic net income per share as reported	\$ 0.47	\$ 1.53	\$ 0.73
Goodwill amortization adjustment	0.12	0.15	0.16
Adjusted basic net income per share	\$ 0.59	\$ 1.68	\$ 0.89
Diluted net income per share as reported	\$ 0.46	\$ 1.50	\$ 0.71
Goodwill amortization adjustment	0.11	0.15	0.16
Adjusted diluted net income per share	\$ 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.
- (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 fiscal year ended January 31, 2004 do not include the loss on early extinguishment of debt of \$6.3 million (net of related gain on swap terminations).

Table of Contents**SUMMARY UNAUDITED PRO FORMA FINANCIAL AND OTHER DATA**

The summary unaudited pro forma financial and other data presented below give effect to the proposed acquisition by MGM MIRAGE of Mandalay, and are derived from our historical financial statements and the historical financial statements of Mandalay, which are incorporated by reference in this prospectus, and the historical financial statements of Monte Carlo, a joint venture between us and Mandalay. The summary pro forma financial and other data presented below is only a summary of the unaudited pro forma condensed combined financial statements presented on pages 24 to 30, and should be read in conjunction with our historical financial statements and other information incorporated herein by reference.

The historical financial statements have been adjusted as described in the notes to the unaudited pro forma condensed combined financial statements beginning on page 28. The summary pro forma financial and other data presented below is for informational purposes only and is not intended to represent or be indicative of the consolidated results of operations or financial position that we would have reported had the acquisition of Mandalay been completed as of the dates presented. Additionally, the summary pro forma financial and other data presented below should not be considered representative of our future consolidated results of operations or financial position.

	Year Ended December 31, 2003	Three Months Ended March 31, 2004
(In thousands, except per share data)		
Income Statement Data:		
Net revenues	\$6,611,141	\$ 1,868,217
Operating income	1,181,630	452,031
Income from continuing operations	192,880	137,884
Basic earnings per share		
Income from continuing operations	\$ 1.30	\$ 0.97
Diluted earnings per share		
Income from continuing operations	\$ 1.27	\$ 0.94
Other Financial Data:		
Ratio of earnings to fixed charges	1.41x	2.28x
Balance Sheet Data (end of period):		
Total assets		\$20,651,587
Total debt, including capital leases		13,643,863
Stockholders' equity		2,610,944

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RISK FACTORS

Before you participate in the exchange offer for the new notes, you should be aware that investment in the new notes carries various risks, including those described below. We urge you to carefully consider these risk factors, together with all of the other information included and incorporated by reference in this prospectus, before you decide to participate in the exchange offer for the new notes.

Risks Related to the Exchange Offer and the New Notes

Restrictions on transfer *If you do not properly tender your old notes, your ability to transfer such old notes will be adversely affected.*

We will only issue new notes in exchange for old notes that are timely received by the exchange agent, together with all required documents, including a properly completed and signed letter of transmittal. Therefore, you should allow sufficient time to ensure timely delivery of the old notes and you should carefully follow the instructions on how to tender your old notes. Neither we nor the exchange agent are required to tell you of any defects or irregularities with respect to your tender of the old notes. If you do not tender your old notes or if we do not accept your old notes because you did not tender your old notes properly, then, after we consummate the exchange offer, you may continue to hold old notes that are subject to the existing transfer restrictions. In addition, if you tender your old notes for the purpose of participating in a distribution of the new notes, you will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the new notes. If you are a broker-dealer that receives new notes for your own account in exchange for old notes that you acquired as a result of market-making activities or any other trading activities, you will be required to acknowledge that you will deliver a prospectus in connection with any resale of such exchange notes. After the exchange offer is consummated, if you continue to hold any old notes, you may have difficulty selling them because there will be fewer old notes outstanding. In addition, if a large amount of old notes are not tendered or are tendered improperly, the limited amount of new notes that would be issued and outstanding after we consummate the exchange offer could lower the market price of such new notes.

Our substantial indebtedness could adversely affect our operations and financial results and impair our ability to satisfy our obligations under the new notes.

We had approximately \$5.4 billion of indebtedness as of March 31, 2004. See Capitalization. The interest rate on a large portion of our long-term debt is subject to fluctuation based on changes in short-term interest rates, changes in our financial condition and the ratings which national rating agencies assign to our outstanding debt securities. In addition, on June 15, 2004, we entered into a merger agreement with Mandalay. We will pay \$71 per share of common stock of Mandalay, which we anticipate will be funded at least in part through the incurrence of additional debt. Furthermore, in the merger, we will assume or repay convertible debentures with a redemption value of approximately \$574 million and other Mandalay debt with a fair value of \$2.7 billion as of March 31, 2004.

The new notes will not restrict our ability to borrow substantial additional funds in the future that may be either *pari passu* with or subordinated to the new notes, and the new notes provide holders only limited protection should we be involved in a highly leveraged transaction. If we incur additional indebtedness, it could increase the related risks that we face.

Our indebtedness could have important consequences to you. For example, it could:

increase our vulnerability to general adverse economic and industry conditions;

require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate activities;

limit our flexibility in planning for, or reacting to, changes in our business and industry;

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limit our ability to borrow additional funds; and

place us at a competitive disadvantage compared to other less leveraged competitors.

Servicing our indebtedness will require a significant amount of cash and our ability to generate sufficient cash depends on many factors, some of which are beyond our control.

Our ability to make payments on and to refinance our indebtedness and to fund planned capital expenditures depends on our ability to generate cash flow in the future. This, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors and other factors that are beyond our control. In addition, our ability to borrow funds under our senior credit facility in the future will depend on our meeting the financial covenants in the agreements, including a minimum interest coverage test and a maximum leverage ratio test. We cannot assure you that our business will generate cash flow from operations or that future borrowings will be available to us under our senior credit facility in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs. As a result, we may need to refinance all or a portion of our indebtedness on or before maturity. We cannot assure you that we will be able to extend or refinance any of our indebtedness on favorable terms or at all. Our inability to generate sufficient cash flow or refinance our indebtedness on favorable terms could have a material adverse effect on our financial condition.

Fraudulent conveyance statutes allow courts, under specific circumstances, to avoid subsidiary guarantees.

Various fraudulent conveyance and similar laws have been enacted for the protection of creditors and may be utilized by courts to avoid or limit the guarantees of the new notes by our subsidiaries. The requirements for establishing a fraudulent conveyance vary depending on the law of the jurisdiction that is being applied. Generally, if in a bankruptcy, reorganization or other judicial proceeding, a court were to find that the guarantor received less than reasonably equivalent value or fair consideration for incurring indebtedness evidenced by guarantees, and either

was insolvent at the time of the incurrence of such indebtedness,

was rendered insolvent by reason of incurring such indebtedness,

was at such time engaged or about to engage in a business or transaction for which its assets constituted unreasonably small capital, or

intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they matured,

such court could, with respect to the guarantor, declare void in whole or in part the obligations of such guarantor under the guarantees, as well as any liens granted by the guarantor securing the guarantees or the guaranteed obligations. Any payment by such guarantor pursuant to its guarantee could also be required to be returned to it, or to a fund for the benefit of its creditors. Generally, an entity will be considered insolvent if the sum of its respective debts is greater than the fair saleable value of all of its property at a fair valuation or if the present fair saleable value of its assets is less than the amount that will be required to pay its probable liability on its existing debts, as they become absolute and mature.

We, meaning only MGM MIRAGE, have no operations of our own and derive all of our revenue from our subsidiaries. If a guarantee of the new notes by a subsidiary were avoided as a fraudulent transfer, holders of other indebtedness of, and trade creditors of, that subsidiary would generally be entitled to payment of their claims from the assets of the subsidiary before such assets could be made available for distribution to us to satisfy our own obligations. The indenture for the new notes will not limit the incurrence of additional indebtedness by us and our subsidiaries or limit investments by us in our subsidiaries.

We may require you to dispose of your new notes or redeem your new notes if any gaming authority finds you unsuitable to hold them.

We may require you to dispose of your new notes or redeem your new notes if any gaming authority finds you unsuitable to hold them or in order to otherwise comply with any gaming laws to which we or any of our

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subsidiaries are or may become subject, as more fully described in the sections entitled Regulation and Licensing and Description of the New Notes Mandatory Disposition Pursuant to Gaming Laws.

An active trading market may not develop for these new notes.

The new notes do not have an established trading market, and none may develop. We do not intend to apply for listing of the new notes on any securities exchange or for quotation on any automated dealer quotation system. The liquidity of any market for the new notes will depend on the number of holders of the new notes, the interest of securities dealers in making a market in the new notes and other factors. The initial purchasers of the old notes are under no obligation to make a market in the new notes, even if permitted by applicable laws and regulations. At their discretion, the initial purchasers could discontinue any market-making efforts at any time without notice. Accordingly, we cannot assure you as to the development or liquidity of any market for the new notes. If an active trading market does not develop, the market price and liquidity of the new notes may be adversely affected. If the new notes are traded, they may trade at a discount from their initial offering price of the old notes depending upon prevailing interest rates, the market for similar securities, general economic conditions, our performance and business prospects and certain other factors.

Risks Related to MGM MIRAGE and the Gaming Industry

The gaming industry is highly competitive.

Our casinos in Las Vegas and elsewhere are destination resorts that compete with other destination travel locations throughout the United States and the world. We do not believe that our competition is limited to a particular geographic area, and gaming operations in other states or countries could attract our customers. To the extent that new casinos enter our markets or hotel room capacity is expanded by others in major destination locations, competition will increase. Major competitors, including new entrants, have either recently expanded their hotel room capacity or are currently constructing new rooms in Las Vegas. In addition, a new casino resort is under construction in Las Vegas and is scheduled to open in 2005, which will likely significantly increase competition for our casinos. Also, the recent growth of gaming in areas outside Las Vegas, including California, has increased the competition faced by our operations in Las Vegas and elsewhere. In particular, as additional large scale gaming operations in Native American tribal lands increase, competition will increase.

A gaming referendum has been adopted in California, which could have a material adverse effect on our business.

Voters in California approved an amendment to the California constitution on March 7, 2000 that gave Native American tribes in California the right to offer a limited number of slot machines and a range of house-banked card games. A number of Native American tribes have already signed and others have begun signing gaming compacts with the State of California. More than 60 compacts had been approved by the federal government as of December 31, 2003, and casino-style gaming is legal in California on those tribal lands. According to the California Gambling Control Commission, there were more than 50 operating tribal casinos in California as of May 17, 2004. The expansion of Native American gaming in California has already impacted our operations. Several additional initiatives have been proposed which would, if approved, materially expand the scope of gaming in California. In addition, several Native American tribes in California recently reached agreements with the state of California that allow for increased number of gaming machines within such tribes in exchange for a revenue-based payment to the state. Such expansion of gaming in California could have an adverse impact on our results of operations.

The gaming industry is highly regulated, and we must adhere to various regulations, maintain our licenses and pay gaming taxes to continue our operations.

The ownership and operation of gaming facilities are subject to extensive federal, state, provincial, tribal and/or local laws, regulations and ordinances, which are administered by the relevant regulatory agencies in each jurisdiction. These laws, regulations and ordinances vary from jurisdiction to jurisdiction, but generally

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concern the responsibility, financial stability and character of the owners and managers of gaming operations as well as persons financially interested or involved in gaming operations. For a summary of gaming regulations that affect our business, see Regulation and Licensing. The regulatory environment in any particular jurisdiction may change in the future and any such change could have a material adverse effect on our results of operations. In addition, we are subject to various gaming taxes, which are subject to possible increase at any time. For instance, the Michigan legislature is currently considering an increase to Michigan's gaming tax rates.

Our pending acquisition of Mandalay Resort Group may have a material adverse effect on our future financial condition, results of operations and liquidity.

We entered into an agreement to acquire Mandalay on June 15, 2004. Acquisitions generally involve significant risks, including difficulties in the assimilation of the operations, services and corporate culture of the acquired company, diversion of management's attention from other business concerns, and overvaluation of the acquired company. Furthermore, demands made, or action taken, by administrative and other government agencies in connection with our proposed merger with Mandalay may require us to sell or otherwise divest certain of our or certain of Mandalay's gaming properties or operations, including those that are important to existing and future competitive advantages we may have, our results of operations, and our long-term strategy. In fact, due to Michigan law which prohibits any person from holding more than a 10% interest in more than one casino licensed by the state, we will be required to dispose of our or Mandalay's interest in casinos in Detroit. In addition, the acquisition would likely result in the assumption and incurrence of significant additional debt and contingent liabilities, which could have a material adverse effect on our financial condition, results of operations and liquidity.

We may experience difficulties integrating Mandalay into our operations.

After consummation of the Mandalay merger, we intend to integrate the operations of Mandalay into ours. We cannot assure you that we will be able to integrate these operations without encountering different business strategies with respect to marketing, integrating personnel with disparate business backgrounds and corporate cultures, integrating different reservations systems and other technology and managing relationships with other business partners. For these reasons, we cannot assure you that we will be able to integrate successfully the Mandalay operations into our own. Furthermore, the integration of operations may temporarily distract management from our day-to-day business after the Mandalay merger.

We may not achieve the expected synergies from the Mandalay merger.

Our management believes that the Mandalay merger will allow us to achieve cost savings relating to duplicative departments, redundant infrastructure and operating efficiencies upon full integration of Mandalay as well as revenue enhancement opportunities. However, the anticipated benefits are based on projections and assumptions and not on actual results. As a result, we cannot assure you that we will realize the anticipated benefits. Our ability to realize these benefits could be adversely impacted by difficulties in integrating Mandalay's operations with our operations and by any inability to achieve certain economies of scale.

While we are committed to building a permanent casino in Detroit, Michigan, the ability to proceed with the construction is subject to resolution of litigation.

We operate an interim casino in Detroit, Michigan under a revised development agreement with the city. We are committed to building a larger permanent hotel/ casino facility. We are currently in the process of obtaining land and developing plans for the permanent facility, and currently expect the project to cost approximately \$575 million (including land, capitalized interest and preopening expenses, but excluding approximately \$115 million of payments to the City under the revised development agreement). The design, budget and schedule of the permanent facility are not finalized, and the ultimate timing, cost and scope of the facility are subject to risks attendant to large-scale projects. The ability to construct the permanent casino facility is currently subject to resolution of certain litigation involving the ordinance governing the casino selection process. Until the issue is resolved, we are prohibited from commencing construction under an

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injunction issued by the 6th Circuit Court of Appeals. Therefore, we do not know when we will be able to commence construction of, or complete, the permanent facility. Furthermore, our ability to commence or complete a permanent facility in Detroit, Michigan may be adversely affected by the increase to Michigan's gaming tax rates currently being considered by the Michigan legislature.

We rely on customers who travel to our resorts, and if our customers' ability to travel is impeded, it could negatively affect our operating results.

Many of our customers travel by air. As a result, the cost and availability of air service and the impact of events like those of September 11, 2001, can affect our business. Additionally, there is one principal interstate highway between Las Vegas and Southern California, where a large number of our customers reside. Capacity restraints of that highway or any other traffic disruptions may affect the number of customers who visit our facilities.

Terrorist attacks may cause significant disruption to our business.

The events of September 11, 2001, and the potential for future terrorist attacks or acts of war or hostility, have created many economic and political uncertainties that could adversely impact our business levels and results of operations. Leisure and business travel, especially travel by air, remain particularly susceptible to global geopolitical events. Furthermore, although we have been able to purchase some insurance coverage for certain types of terrorist acts, insurance coverage against loss or business interruption resulting from war and some forms of terrorism continues to be unavailable.

Our pending joint venture for the construction and operation of a hotel-casino in Macau S.A.R., as well as our pending strategic joint ventures and other transactions in the United Kingdom, involve significant risks.

On June 21, 2004, we announced that we entered into a joint venture agreement with Pansy Ho Chiu-king to develop, build and operate a major hotel-casino resort in Macau S.A.R. The facility, which will use the MGM Grand name, will be 50/50 owned and jointly operated by the two shareholders. The agreement is subject to, among other things, the approval of the government of Macau S.A.R., and other regulatory approvals, as well as the entry into a subconcession agreement with Sociedade de Jogos de Macau (SJM), the holder of the concession. We cannot assure you that such approvals or subconcession will be obtained on a timely basis, if at all. Furthermore, even if such facility is constructed, its operations will be subject to unique risks, including risks related to: (a) Macau's regulatory framework; (b) our ability to adapt to the different regulatory and gaming environment in Macau while remaining in compliance with the requirements of the gaming regulatory authorities in the jurisdictions in which we currently operate, as well as other applicable federal, state, or local laws in the United States and Macau; (c) the transition of Macau from a Portuguese colony to a special administrative region of the People's Republic of China; and (d) the extreme weather conditions in the region.

In addition, we currently have several joint ventures and other transactions pending in the United Kingdom. Each of such ventures and transactions are subject to implementation of proposed gaming law reforms in the United Kingdom and a tax structure acceptable to us, and obtaining required planning and other approvals. We cannot assure you that such reforms, tax structure, and approvals necessary to realize the benefits contemplated will be implemented or obtained in a timely manner, if at all or that we will be able to adapt adequately to the different regulatory and gaming environment in the United Kingdom.

Furthermore, any such operations in Macau or in the United Kingdom or any future operations in which we may engage in any other foreign territories are subject to risk pertaining to international operations, including foreign currency risks, foreign government regulations that may make it difficult for us to operate in a profitable manner in such jurisdiction, inability to adequately enforce our rights in such jurisdiction, general geopolitical risks such as political and economic instability, hostilities with neighboring countries and changes in diplomatic and trade relationships, and potentially adverse tax consequences.

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We are a large consumer of electricity and other energy and costs for energy may increase substantially.

Increases in energy costs have a negative impact on our operating results. Additionally, higher energy and gasoline prices which affect our customers may result in reduced visitation to our resorts and a reduction in our revenues.

Tracinda Corporation owns a majority of our common stock and may influence our Board of Directors and affairs.

Tracinda Corporation and its sole stockholder beneficially owned approximately 57% of our outstanding common stock at March 31, 2004. Tracinda has the ability to elect our entire Board of Directors and determine the outcome of other matters submitted to our stockholders, such as the approval of significant transactions.

FORWARD-LOOKING STATEMENTS

This prospectus includes forward-looking statements that are subject to risks and uncertainties. In portions of this prospectus, the words anticipates, believes, estimates, seeks, expects, plans, intends and similar expressions, as they relate to us or our management, are intended to identify forward-looking statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, and have based these expectations on our beliefs as well as assumptions we have made, such expectations may prove to be incorrect. Important factors that could cause actual results to differ materially from such expectations are disclosed in this prospectus, including, without limitation, those set forth under Risk Factors, beginning on page 16, as well as the following factors:

development and construction activities;

dependence on existing management;

leverage and debt service, including sensitivity to fluctuations in interest rates;

domestic or international economic conditions, including sensitivity to fluctuations in foreign currencies;

competition and changes in customer demand;

ability to achieve certain cost savings, asset sales and revenue enhancements;

changes or uncertainties in federal or state tax laws or the administration of such laws;

changes or uncertainties in gaming laws or regulations, including legalization of gaming in certain jurisdictions; and

any requirement to apply for licenses and approvals under applicable laws, including gaming laws, on our part or on the part of our suppliers.

All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by our cautionary statements. The forward-looking statements included or incorporated herein are made only as of the date of this prospectus, or as of the date of the documents incorporated by reference. We do not intend, and undertake no obligation, to update these forward-looking statements.

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USE OF PROCEEDS

We will not receive any proceeds from the exchange offer. In consideration for issuing the new notes, we will receive outstanding old notes in like original principal amount at maturity. All old notes received in the exchange offer will be cancelled. Because we are exchanging the new notes for the old notes, which have substantially identical terms, the issuance of the new notes will not result in any increase in our indebtedness. The exchange offer is intended to satisfy our obligations under the registration rights agreement executed in connection with the sale of the old notes.

The net proceeds from the offering of the old notes (approximately \$294.2 million after discounts and commissions and offering expenses but excluding accrued interest) were used to repay a portion of the outstanding amount under our \$1.5 billion revolving credit facility, and for general corporate purposes. The \$1.5 billion revolving credit facility matures in November 2008 and bears interest based upon the Eurodollar or base rate existing at the time of determination. As of March 31, 2004, there was no principal amount outstanding under the \$1.5 billion revolving credit facility.

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The following table sets forth our unaudited consolidated capitalization as of March 31, 2004 on a historical basis. The new notes will be recorded at the same carrying value as the old notes, as reflected in our accounting records on the date of the exchange. Accordingly, we will recognize no gain or loss for accounting purposes. The information presented in the table below should be read in conjunction with Use of Proceeds and Selected Consolidated Financial and Other Data included elsewhere in this prospectus as well as the consolidated historical financial statements and notes thereto incorporated in this prospectus by reference.

	As of March 31, 2004 Actual
	(In millions)
Cash and cash equivalents	\$ 196.4
Long-term debt (including current maturities):	
Senior Credit Facility:	
\$1.5 billion revolving credit facility	\$
\$1.0 billion term loan	1,000.0
Australian bank facility, due 2004	9.7
\$176.4 million 6.625% notes due 2005, net	173.6
\$300.0 million 6.95% senior notes due 2005, net	300.9
\$244.5 million 7.25% notes due 2006, net	232.2
\$180.4 million 6.75% notes due 2007, net	187.8
\$710.0 million 9.75% senior subordinated notes due 2007, net	706.0
\$200.0 million 6.75% senior notes due 2008, net	168.2
\$200.0 million 6.875% senior notes due 2008, net	198.9
\$600.0 million 6.00% senior notes due 2009	600.0
\$825.0 million 8.50% senior notes due 2010, net	821.8
\$400.0 million 8.375% senior subordinated notes due 2011	400.0
\$525.0 million 5.875% senior notes due 2014	524.0
\$100.0 million 7.25% senior debentures due 2017, net	81.4
Other notes	0.2
Total long-term debt (including current maturities)	\$5,404.7
Total stockholders' equity	2,610.9
Total capitalization	\$8,015.6

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UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The following unaudited pro forma condensed combined financial statements have been prepared to give effect to the proposed acquisition by MGM MIRAGE of Mandalay, and are derived from our historical financial statements and the historical financial statements of Mandalay, which are incorporated by reference in this prospectus, and the historical financial statements of Monte Carlo, a joint venture between us and Mandalay. The historical financial statements of Monte Carlo for the year ended December 31, 2003 are incorporated by reference in this prospectus by way of their inclusion in Mandalay's Annual Report on Form 10-K for the year ended January 31, 2004. The historical financial statements of Monte Carlo as of and for the quarter ended March 31, 2004 are not included or incorporated by reference in this prospectus. These historical financial statements have been adjusted as described in the notes to the unaudited pro forma condensed combined financial statements.

For purposes of the unaudited pro forma condensed combined balance sheet, we assumed the acquisition occurred on March 31, 2004. For purposes of the unaudited pro forma condensed combined statements of income, we assumed the acquisition occurred on January 1, 2003. In all cases, we applied the purchase method of accounting, which requires an allocation of the purchase price to the assets acquired and liabilities assumed, at fair value.

The purchase price allocation reflected in the unaudited condensed combined financial statements is preliminary and is subject to revision. The final purchase price allocation will be completed after the transaction closes, and will be based on formal valuations of tangible assets, identification and valuation of identifiable intangible assets, and an analysis of the value of liabilities assumed. The final purchase price allocation may differ materially from the preliminary estimate due to different valuations and differences in useful lives and amortization methods applied to tangible and intangible assets. Therefore, the unaudited pro forma condensed combined financial statements are for informational purposes only and are not intended to represent or be indicative of the consolidated results of operations or financial position that we would have reported had the acquisition of Mandalay been completed as of the dates presented. Additionally, the unaudited pro forma condensed combined financial statements should not be considered representative of our future consolidated results of operations or financial position.

The unaudited pro forma condensed combined financial statements are prepared in accordance with Article 11 of Regulation S-X. Mandalay has historically had a fiscal year-end of January 31. Therefore, the historical Mandalay statements of income are for the year ended January 31, 2004 and the three months ended April 30, 2004, and the historical Mandalay balance sheet is as of April 30, 2004.

Table of Contents**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME****For the Three Months Ended March 31, 2004**

	MGM MIRAGE Historical	Mandalay Historical	Monte Carlo Historical(a)	Pro Forma Adjustments	MGM MIRAGE Pro Forma
(In thousands, except per share data)					
Revenues					
Casino	\$ 558,723	\$346,119	\$25,894	\$	\$ 930,736
Rooms	234,961	211,196	31,664		477,821
Food and beverage	217,764	132,096	11,289		361,149
Entertainment, retail and other	163,426	89,546	8,100	(729)(b)	260,343
	<u>1,174,874</u>	<u>778,957</u>	<u>76,947</u>	<u>(729)</u>	<u>2,030,049</u>
Less: Promotional allowances	(108,438)	(49,589)	(3,805)		(161,832)
	<u>1,066,436</u>	<u>729,368</u>	<u>73,142</u>	<u>(729)</u>	<u>1,868,217</u>
Expenses					
Casino	277,603	167,388	13,569		458,560
Rooms	61,832	67,828	8,274		137,934
Food and beverage	119,549	88,073	8,076		215,698
Entertainment, retail and other	107,975	52,402	3,937		164,314
Provision for doubtful accounts	6,877		143		7,020
General and administrative	146,281	115,357	10,455		272,093
Corporate expense	15,738	10,272			26,010
Preopening and start-up expenses	381				381
Restructuring costs	414				414
Property transactions, net	1,739	860			2,599
Depreciation and amortization	97,553	50,024	3,365	1,313 (c)	152,255
	<u>835,942</u>	<u>552,204</u>	<u>47,819</u>	<u>1,313</u>	<u>1,437,278</u>
Income from unconsolidated affiliates	24,172	21,662		(25,045)(a)	21,092
				303 (d)	
	<u>254,666</u>	<u>198,826</u>	<u>25,323</u>	<u>(26,784)</u>	<u>452,031</u>
Non-operating income (expense)					
Interest income	903	2,207	14		3,124
Interest expense, net	(89,810)	(46,762)		(70,221)(e)	(206,793)
Non-operating items from unconsolidated affiliates	(6,205)	(2,082)			(8,287)
Other, net	(7,154)				(7,154)
	<u>(102,266)</u>	<u>(46,637)</u>	<u>14</u>	<u>(70,221)</u>	<u>(219,110)</u>
Minority interest		(17,651)			(17,651)
Income from continuing operations before income taxes	152,400	134,538	25,337	(97,005)	215,270
Provision for income taxes	(55,260)	(47,210)		25,084 (f)	(77,386)
Income from continuing operations	\$ 97,140	\$ 87,328	\$25,337	\$ (71,921)	\$ 137,884

	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Basic earnings per share				
Income from continuing operations	\$ 0.68			\$ 0.97
	<u> </u>			<u> </u>
Shares used in per share calculation	142,115			142,115
	<u> </u>			<u> </u>
Diluted earnings per share				
Income from continuing operations	\$ 0.66			\$ 0.94
	<u> </u>			<u> </u>
Shares used in per share calculation	146,847			146,847
	<u> </u>			<u> </u>

The accompanying notes are an integral part of these unaudited pro forma condensed combined financial statements.

Table of Contents**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME****For the Year Ended December 31, 2003**

	MGM MIRAGE Historical	Mandalay Historical	Monte Carlo Historical(a)	Pro Forma Adjustments	MGM MIRAGE Pro Forma
(In thousands, except per share data)					
Revenues					
Casino	\$2,037,514	\$1,225,249	\$ 95,136	\$	\$3,357,899
Rooms	833,272	652,287	105,532		1,591,091
Food and beverage	757,278	454,602	41,410		1,253,290
Entertainment, retail and other	647,702	334,645	31,773	(2,956)(b)	1,011,164
	<u>4,275,766</u>	<u>2,666,783</u>	<u>273,851</u>	<u>(2,956)</u>	<u>7,213,444</u>
Less: Promotional allowances	(413,023)	(175,684)	(13,596)		(602,303)
	<u>3,862,743</u>	<u>2,491,099</u>	<u>260,255</u>	<u>(2,956)</u>	<u>6,611,141</u>
Expenses					
Casino	1,042,936	650,765	50,873		1,744,574
Rooms	234,633	231,093	33,015		498,741
Food and beverage	434,825	317,406	30,834		783,065
Entertainment, retail and other	428,834	204,765	16,261		649,860
Provision for doubtful accounts	12,570	2,105	911		15,586
General and administrative	583,599	459,090	41,574		1,084,263
Corporate expense	61,541	32,856			94,397
Preopening and start-up expenses	29,266	8,230			37,496
Restructuring costs	6,597				6,597
Property transactions, net	(18,941)	1,621	(20)		(17,340)
Depreciation and amortization	400,766	175,531	12,945	5,250 (c)	594,492
	<u>3,216,626</u>	<u>2,083,462</u>	<u>186,393</u>	<u>5,250</u>	<u>5,491,731</u>
Income from unconsolidated affiliates	53,612	81,183		(73,796)(a)	62,220
				1,221 (d)	
Operating income	<u>699,729</u>	<u>488,820</u>	<u>73,862</u>	<u>(80,781)</u>	<u>1,181,630</u>
Non-operating income (expense)					
Interest income	4,078	8,503	92		12,673
Interest expense, net	(337,586)	(193,236)	(6)	(281,229)(e)	(812,057)
Non-operating items from unconsolidated affiliates	(10,401)	(8,089)			(18,490)
Other, net	(12,160)	(6,327)			(18,487)
	<u>(356,069)</u>	<u>(199,149)</u>	<u>86</u>	<u>(281,229)</u>	<u>(836,361)</u>
Minority interest		(57,353)			(57,353)
Income from continuing operations before income taxes	343,660	232,318	73,948	(362,010)	287,916
Provision for income taxes	(113,387)	(82,471)		100,822 (f)	(95,036)

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Income from continuing operations	\$ 230,273	\$ 149,847	\$ 73,948	\$(261,188)	\$ 192,880
	<u> </u>				
Basic earnings per share					
Income from continuing operations	\$ 1.55				\$ 1.30
	<u> </u>				<u> </u>
Shares used in per share calculation	148,930				148,930
	<u> </u>				<u> </u>
Diluted earnings per share					
Income from continuing operations	\$ 1.52				\$ 1.27
	<u> </u>				<u> </u>
Shares used in per share calculation	151,592				151,592
	<u> </u>				<u> </u>

The accompanying notes are an integral part of these unaudited pro forma condensed combined financial statements.

Table of Contents**UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET**

As of March 31, 2004

	MGM MIRAGE Historical	Mandalay Historical	Monte Carlo Historical(a)	Pro Forma Adjustments	MGM MIRAGE Pro Forma
(In thousands)					
ASSETS					
Current assets					
Cash and cash equivalents	\$ 196,413	\$ 153,063	\$ 13,422	\$	\$ 362,898
Accounts receivable, net	161,883	92,888	9,438		264,209
Inventories	63,230	37,729	3,493		104,452
Deferred income taxes	48,498	16,762			65,260
Prepaid expenses and other	88,516	50,363	4,340		143,219
Assets held for sale	86,516				86,516
Total current assets	645,056	350,805	30,693		1,026,554
Property and equipment, net	8,718,333	3,576,630	292,111	(1,843)(b) 541,882 (g) 2,936,599 (h)	16,063,712
Other assets					
Investments in unconsolidated affiliates	772,976	574,725		(688,999)(i) (28,986)(d)	629,716
Goodwill and other intangible assets, net	232,671	135,575		2,170,708 (j) (37,965)(k) 20,000 (l)	2,520,989
Deposits and other assets, net	277,383	144,886	2,671	(37,207)(m) 22,883 (n)	410,616
Total other assets	1,283,030	855,186	2,671	1,420,434	3,561,321
	\$ 10,646,419	\$ 4,782,621	\$ 325,475	\$ 4,897,072	\$ 20,651,587
LIABILITIES AND STOCKHOLDERS EQUITY					
Current liabilities					
Accounts payable	\$ 95,229	\$ 51,312	\$ 3,029	\$	\$ 149,570
Income taxes payable	58,605	13,148			71,753
Current portion of long-term debt	9,687	16,677			26,364
Accrued interest on long-term debt	76,808	45,071			121,879
Other accrued liabilities	525,122	207,541	21,005		753,668
Liabilities related to assets held for sale	7,235				7,235
Total current liabilities	772,686	333,749	24,034		1,130,469
Deferred income taxes	1,732,256	236,634		967,639 (o)	2,936,529
Long-term debt	5,394,989	2,868,800		247,535 (p) (400,000)(q) (470,905)(r) 5,974,647 (s)	13,615,066

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Other long-term obligations	135,544	162,587	79	12,019 (n)	310,229
Minority interest		48,350			48,350
Commitments and contingencies					
Stockholders' equity					
Partners' equity			301,362	(301,362)(t)	
Common stock	1,712	1,913		(1,913)(t)	1,712
Capital in excess of par value	2,261,525	615,899		(615,899)(t)	2,261,525
Deferred compensation	(16,795)	(66,163)		66,163 (t)	(16,795)
Treasury stock, at cost	(882,378)	(1,057,167)		1,057,167 (t)	(882,378)
Retained earnings	1,239,751	1,661,312		(1,661,312)(t)	1,239,751
Accumulated other comprehensive income (loss)	7,129	(23,293)		23,293 (n)	7,129
	<u> </u>				