

Form PTO-1594
(rev 3/1)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U. S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

**The Majestic Star Casino, LLC
301 Fremont St., 12th Floor
Las Vegas, NV 89101**

- Individual(s) Association
 - General Partnership
 - Limited Partnership
 - Corporation
 - Other – **Limited Liability Company - Indiana**
- Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

**The Bank of New York
101 Barclay Street, 8 West
New York, NY 10286**

- Individual(s) citizenship
 - Association
 - General Partnership
 - Limited Partnership
 - Corporation
 - Other – **New York Banking Corporation**
- If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other:

Execution Date: **October 7, 2003**

4. Application number(s) or registration number(s):

A. Trademark Application No(s).

B. Trademark Registration No(s).

Please see attached.

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

**Scott D. Brown, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036**

6. Total number of applications/registrations involved: 51

7. Total fee (37 CFR 3.41) **\$1290**

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 300230/134)

8. Deposit Account No. **19-2385**

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Scott D. Brown

Name



Signature

October 13, 2003

Date

Total number of pages including cover sheet, attachments, and document: **14**

CH \$1290.00 192385 1844811

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CONTINUATION OF ITEM 1. Name and Address of Additional Conveying Parties:

The Majestic Star Casino Capital Corp.
C/o The Majestic Star Casino, LLC
301 Fremont St., 12th Floor
Las Vegas, NV 89101
 Corporation – **Indiana**

Majestic Investor, LLC
C/o The Majestic Star Casino, LLC
301 Fremont St., 12th Floor
Las Vegas, NV 89101
 Limited Liability Company – **Delaware**

Majestic Investor Holdings, LLC
C/o The Majestic Star Casino, LLC
301 Fremont St., 12th Floor
Las Vegas, NV 89101
 Limited Liability Company – **Delaware**

Barden Mississippi Gaming, LLC
C/o The Majestic Star Casino, LLC
301 Fremont St., 12th Floor
Las Vegas, NV 89101
 Limited Liability Company – **Mississippi**

Barden Colorado Gaming, LLC
C/o The Majestic Star Casino, LLC
301 Fremont St., 12th Floor
Las Vegas, NV 89101
 Limited Liability Company – **Colorado**

Majestic Investor Capital Corp.
C/o The Majestic Star Casino, LLC
301 Fremont St., 12th Floor
Las Vegas, NV 89101
 Corporation – **Delaware**

CONTINUATION OF ITEM 4. Trademark Application and Registration Numbers

A. Trademark Application No(s).	B. Trademark Registration No(s).
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	1844811
	1839672
	1856029
	1608541
	1924190
	1579526
	2225989
	1844810
	1646327
	1648428
	1645579
	2628353
	1579525
	1639303
	1599960
	1616178
	1886380
	1676148
	1677129
	1677084
	1682272
	1949064
	1930583
	1580679
	1876995
	2510727
	1593515
	1593516
	1628725
	1586170
	1650374

	1882571
	2218827
	1952801
	2218902
	2070160
	1941739
	1947419
	2165320
	1580673
	1839677
	1726385
	1875636
	2689305
	2483655
	2743735
	2157290
	2488657
	2521059
	2660049
	2553581

TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT, dated as of October 7, 2003 (this "**Agreement**"), is among THE MAJESTIC STAR CASINO, LLC, an Indiana limited liability company (the "**Company**"); THE MAJESTIC STAR CASINO CAPITAL CORP., an Indiana corporation (together with the Company, the "**Issuers**"); each of the undersigned Subsidiaries of the Company (together with the Issuers, the "**Debtors**"); and THE BANK OF NEW YORK (together with any successor Trustee pursuant to the terms of the Indenture, the "**Secured Party**"), acting in the capacity of collateral agent for the benefit of the holders of the Notes of the Issuers issued under the Indenture.

RECITALS

WHEREAS, reference is made to that certain Indenture, dated as of the date hereof (as it may be amended, restated, supplemented or otherwise modified from time to time, the "**Indenture**"), by and among the Debtors and the Secured Party;

WHEREAS, in consideration of the extension of credit as set forth in the Indenture, each Debtor has agreed to secure all obligations under the Indenture;

WHEREAS, in accordance with the Indenture, the Debtors and the Secured Party have entered into that certain Pledge and Security Agreement, dated as of the date hereof (the "**Pledge and Security Agreement**"); and

WHEREAS, under the Pledge and Security Agreement, the Debtors are required to execute and deliver this Agreement, and grant to the Secured Party a security interest in and continuing lien in all of the Trademarks;

NOW, THEREFORE, in consideration of the premises and the agreements, provisions and covenants herein contained, each Debtor and the Secured Party agree as follows:

1. DEFINITIONS

1.1 **Defined Terms.** In this Agreement, including in the paragraphs above, unless otherwise defined herein or the context otherwise requires, capitalized terms have the meanings set forth in the Pledge and Security Agreement.

2. GRANT OF SECURITY

2.1 **Grant of Security.** Each Debtor hereby grants to the Secured Party a security interest in and continuing lien on all of such Debtor's right, title and interest in, to and under all Trademarks, and all related goodwill, of such Debtor including, but not limited to, those referenced in Schedule A hereto.

2.2 **Pledge and Security Agreement.** This Agreement has been executed and delivered by the Debtors for the purpose of recording the security interest of the Secured Party in the Trademarks with the United States Patent and Trademark Office. The security interest and continuing lien granted herein has been granted as a supplement to, and not in limitation of, the security interest and continuing lien granted to the Secured Party under the Pledge and Security Agreement. The Pledge and Security Agreement (including without limitation Section 2 therein,

and all rights and remedies of the Secured Party thereunder) shall remain in full force and effect in accordance with its terms, and is incorporated herein by reference.

3. RELEASE OF SECURITY INTEREST

3.1 Release of Security Interest. For the avoidance of doubt, upon the payment in full of all Secured Obligations, the security interest and continuing lien granted hereby shall be released hereunder and of record and all rights to the Trademarks granted hereunder shall revert to the Debtors. Upon any such termination the Secured Party shall, at the Debtors' expense, execute and deliver to the Debtors such documents as the Debtors shall reasonably request to evidence such termination.

4. MISCELLANEOUS

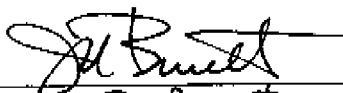
4.1 Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed an original, but all such counterparts together shall constitute one and the same instrument.

4.2 Secured Party as Trustee. In connection with its appointment and acting hereunder, the Secured Party is entitled to all rights, privileges, immunities and indemnities provided to it as Trustee under the Indenture.

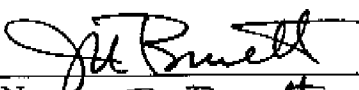
[remainder of page intentionally left blank]

IN WITNESS WHEREOF, each Debtor and the Secured Party have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the date first written above.


THE MAJESTIC STAR CASINO, LLC
MAJESTIC INVESTOR, LLC
MAJESTIC INVESTOR HOLDINGS, LLC
BARDEN MISSISSIPPI GAMING, LLC
BARDEN COLORADO GAMING, LLC

By: 
Name: Tom Bennett
Title: VP CFO

THE MAJESTIC STAR CASINO CAPITAL CORP.
MAJESTIC INVESTOR CAPITAL CORP.

By: 
Name: Tom Bennett
Title: VP CFO

THE BANK OF NEW YORK,
as Secured Party

By: 
Name: ROBERT A. MASSIMILE
Title: VICE PRESIDENT

SCHEDULE A**TRADEMARKS****Majestic Investor Holdings, LLC****Federally Registered Trade/Service Marks**

(* Requires filing of affidavit of use between dates indicated)

Mark Fed'l #	Reg. Date Affid. Due * Exp. Date	Class	
A Buffet Experience 1,844,811	7/12/94 7/12/99-2000 7/12/2004	41	Casino Services
A Reel Experience 1,839,672	6/14/94 6/14/99-2000 6/14/2004	41	Casino Services
A Tantalizing Experience 1,856,029	9/27/94 9/27/2000-01 9/27/2004	41	Casino Services
Bigger Winners, More Often 1,608,541	7/31/90 7/31/2005-06 7/31/2010	41	Casino Services
Capture the Luck of the Irish 1,924,190	10/03/95 10/03/2000-01 10/03/2005	41	Casino Services
Certified Loose 1,579,526	1/23/1990 1/23/2005-06 1/23/2010	41	Entertainment Services
C'Mon...Get Reel Lucky 2,225,989	2/23/99 2/23/2004-05 2/23/2009	41	Casino Services
Downtown's Fun Experience 1,844,810	7/12/94 7/12/99-2000 7/12/2004	41	Casino Services
Design Only Four Leaf Clover 1,646,327	5/28/91 5/28/2006-07 5/28/2011	41	Entertainment Services incl. Casino Gaming
Design Only	6/18/91	42	Hotel Services

Four Leaf Clover 1,648,428	6/18/2006-07 6/18/2011		
"F" and Design Stylized "F" with Clover 1,645,579	5/21/91 5/21/2006-07 5/21/2011	41	Entertainment Services Casino Services
"F" and Design Stylized "F" with Clover 2,628,353	10/1/02 5/28/2006-07 5/28/2011	42	Hotel Services
"Fitz" 1,579,525	1/23/1990 1/23/2005-06 1/23/2010	41	Casino Services
"Fitz" 1,639,303	3/26/91 3/26/2005-06 3/26/2011	42	Hotel Services
"Fitzgeralds" 1,599,960	6/5/1990 6/5/2005-06 6/5/2010	41	Casino Services
"Fitzgeralds" 1,616,178	10/2/90 10/2/2005-06 10/2/2010	42	Hotel Services
Fitzgeralds Loves Keno Players 1,886,380	3/28/95 3/28/2000-01 3/28/2005	41	Casino Services
"Fitzgeralds" & Design (Stylized w/Clover Design) 1,676,148	2/18/92 2/18/2007-08 2/18/2012	41	Casino Services
"Fitzgeralds" & Design (Stylized w/Clover Design) 1,677,129	2/25/92 2/25/2007-08 2/25/2012	42	Hotel Services
"Fitzgeralds" Stylized Letters (without Clover) 1,677,084	2/25/92 2/25/2007-08 2/25/2012	41	Casino Services
"Fitzgeralds" Stylized Letters (without Clover)	4/7/92 4/7/2007-08 4/7/2012	42	Hotel Services

1,682,272

Get Reel Lucky 1,949,064	01/16/96 01/16/2001-02 01/16/2006	41	Casino Services
Have a Lucky Day! 1,930,583	10/31/95 10/31/2000-01 10/31/2005	41	Casino Services
Lucky Forest 1,580,679	1/30/1990 1/30/2005-06 1/30/2010	41	Casino Services featuring a Theme Room
Luck Be With You 1,876,995	1/31/95 1/31/2000-01 1/31/2005	41	Casino Services
Luck Is Always Smilin 2,510,727	11/20/01 11/20/06-07 11/20/11	41	Casino Services
Lucky Lane 1,593,515	4/24/90 4/24/2005-06 4/24/2010	41	Entertainment Services, namely Casino Gaming Services
Lucky Streak 1,593,516	4/24/1990 4/24/2005-06 4/24/2010	41	Entertainment Services, namely Casino Gaming Services
Mollys 1,628,725	12/18/90 12/18/05-06 12/18/2010	42	Restaurant Services
O'Lucky 1,586,170	3/6/1990 3/6/2005-06 3/6/2010	41	Casino Services
Design Only (Mr. O'Lucky Character) 1,650,374	7/9/91 12/10/06-07 7/9/2011	41	Casino Services
Our Guests Come First 1,882,571	3/7/95 3/7/2000-01 3/7/2005	41	Casino Services
Play Now... Rewards in Minutes 2,218,827	1/19/99 1/19/2004-05 1/19/2009	41	Casino Services

Pot O'Gold Blackjack & A K \$1,000 and Design 1,952,801	1/30/96 1/30/2001-02 1/30/2006	41	Casino Services
Rewards In Minutes. 2,218,902	1/19/99 1/19/2004-05 1/19/2009	41	Casino Services
Shamrock Café 2,070,160	6/10/97 6/10/2002-03 6/10/2007	42	Restaurant/Cocktail/ Lounge Services
Strike It Lucky 1,941,739	12/12/95 12/12/2000-01 12/12/2005	41	Casino Services
The Luck of the Irish Comes to the Mississippi 1,947,419	01/09/96 01/09/2001-02 01/09/2006	41	Casino Services
Vincenzo's Italian Cafe (and Design) 2,165,320	06/16/98 06/16/2003-04 06/16/2008	42	Restaurant Services
We're Committed To Make You Lucky 1,580,673	1/30/1990 1/30/2005-06 1/30/2010	41	Entertainment Services Casino Services
Where Downtown Begins 1,839,677	6/14/94 6/14/1999-2000 6/14/2004	41	Casino Services
World Head- quarters For Luck 1,726,385	10/20/92 10/2007-08 10/20/2012	41	Casino Services
Your Fun Experience 1,875,636	1/24/95 1/24/2000-01 1/24/2005	41	Casino Services
Change Your Luck! 2,689,305	2/18/03 2/18/08-09 2/18/13	41	Casino Services
Club Majestic 2,483,655	8/28/01 8/28/06-07 8/28/11	41	Casino Services

Club Majestic Premier 2,743,735	7/29/03 7/29/08-09 7/29/13	41	Casino Services
Majestic Star 2,157,290	5/12/98 5/12/03-04 5/12/08	41	Casino Services
Majestic Star Casino & Design 2,488,657	9/11/01 9/11/06-07 9/11/11	41	Casino Services
Majestic Star Casino & Design 2,521,059	12/18/01 12/18/06-07 12/18/11	41	Casino Services
Weekly Club Cash 2,660,049	9/01/99 9/1/04-05 9/1/09	42	Casino Services
We've Got Your Slots 2,553,581	3/26/02 3/26/07-08 3/26/12	41	Casino Services

State Registered Trademarks

State of Nevada Mark	Class & Record No.	Issue Exp. Date
O'Lucky	Casino Services Class 107 Vol. 22, Page 921	8/17/89 8/17/04
Mr. O'Lucky and Design	Casino Services Class 107 Vol. 22, Page 922	8/17/89 8/17/04
Jackpot Blackjack and design	Casino Services Class 107 Vol. 24, Page 490	6/5/91 6/5/06
Mollys	Restaurant Services Class 100 Vol. 22, Page 966	9/7/89 9/7/04
Lucky Lane	Casino Services Class No. 101 Vol. 22, Page 972	9/7/89 9/7/04

Lucky Streak	Casino Services Class No. 101 Vol. 22, Page 973	9/7/89 9/7/04
F and design	Various items used within Hotel/Casino Class 50 Vol. 20, Page 402	10/14/86 10/14/06
F and design	Hotel/Casino Services Class 100 Vol. 20, Page 403	10/14/86 10/14/06
Design only	Various items used within Hotel/Casino Class 50 Vol. 20, Page 404	10/14/86 10/14/06
Design only	Hotel/Casino Services Class 100 Vol. 20, Page 405	10/14/86 10/14/06
F stylized letters	Various items used within Hotel/Casino Class 50 Vol. 20, Page 406	10/14/86 10/14/06
F stylized letters	Hotel/Casino Services Class 100 Vol. 20, Page 407	10/14/86 10/14/06
The Fitz	Various items used within Hotel/Casino Class 50 Vol.20, Page 399	10/14/86 10/14/06
"Fitz" and "The Fitz"	Hotel/Casino Class 100 Vol. 20, Page 400	9/12/01 10/14/06
The Fitz	Hotel/Casino Class 100 Vol. 20, Page 401	10/14/86 10/14/06
Fitzgeralds Reno Casino/Hotel and design	Various items used within Hotel/Casino Class 50 Vol. 20, Page 396	10/14/86 10/14/06
Fitzgeralds	Hotel/Casino Class 100	9/12/01 10/14/06

Vol. 20, Page 397

Fitzgeralds and design

Hotel/Casino

10/14/86

Class 100

10/14/06

Vol. 20, Page 398

Domain Name Registrations

www.fitzgeralds.com

www.fitzgeraldsbh.com

www.fitzgeraldsms.com

www.fitzgeraldslasvegas.com

www.fitzgeraldstunica.com

www.Bardengaming.com

www.fitzgeraldscasinohotel.com

www.oluckycentral.com

www.fitzgeraldsclub.com

www.fitzcash.com

www.majesticstar.com