

AMERISTAR CASINO ST LOUIS INC

Form S-4

December 08, 2009

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As filed with the Securities and Exchange Commission on December 8, 2009

Registration No. 333-___

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-4
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

Ameristar Casinos, Inc.
(Exact name of registrant as specified in its charter)

7990
(Primary Standard Industrial
Classification Code Number)

Nevada
(State or other jurisdiction of
incorporation or organization)

880304799
(I.R.S. Employer
Identification Number)

**3773 Howard Hughes Parkway, Suite 490S
Las Vegas, Nevada 89169
(702) 567-7000**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Peter C. Walsh
Senior Vice President and General Counsel
3773 Howard Hughes Parkway, Suite 490S
Las Vegas, Nevada 89169
(702) 567-7000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

Jonathan Layne
Gibson, Dunn & Crutcher LLP
2029 Century Park East
Los Angeles, CA 90067
(310) 552-8580

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective.

If 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.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please 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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

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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
91/4% Senior Notes due 2014	\$650,000,000	100%	\$650,000,000	\$36,270
Guarantees of Subsidiaries*	\$650,000,000	N/A(2)	N/A(2)	N/A(2)

(1) Exclusive of accrued interest, if any, and estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(f) under the Securities Act of 1933, as amended.

(2) No separate fee is payable pursuant to Rule 457(n). The guarantees are not traded separately.

*Other Registrants

EXACT NAME OF CO-REGISTRANTS AS SPECIFIED IN ITS CHARTER	STATE OR OTHER JURISDICTION OF ORGANIZATION	PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER	I.R.S. EMPLOYER IDENTIFICATION NUMBER
Cactus Pete s, Inc.	Nevada	7990	88-0069444
Ameristar Casino Vicksburg, Inc.	Mississippi	7990	64-0827382
Ameristar Casino Council Bluffs, Inc.	Iowa	7990	93-1151022
Ameristar Casino Las Vegas, Inc.	Nevada	7990	88-0360636
A.C. Food Services, Inc.	Nevada	7990	86-0885736
Ameristar Casino St. Louis, Inc.	Missouri	7990	43-1879218
Ameristar Casino Kansas City, Inc.	Missouri	7990	36-4401000
Ameristar Casino St. Charles, Inc.	Missouri	7990	36-4401002
Ameristar Casino Black Hawk, Inc.	Colorado	7990	20-1290693
Ameristar East Chicago Holdings, LLC	Indiana	7990	26-0302265
Ameristar Casino East Chicago, LLC	Indiana	7990	26-0302265

The registrant and co-registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrant and the co-registrants 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, as amended, 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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The information in this prospectus is not complete and may be changed. This prospectus is not an offer to sell these securities nor a solicitation of an offer to buy these securities in any jurisdiction where the offer or sale is not permitted. We may not complete the exchange offer and issue these securities until the registration statement filed with the Securities and Exchange Commission is effective.

Subject to Completion, dated December 8, 2009

PROSPECTUS

\$650,000,000

Ameristar Casinos, Inc.

**Exchange Offer for All Outstanding
9 1/4% Senior Notes due 2014
(CUSIP Nos. 03070Q AK7 and U02677 AD1)
for new 9 1/4% Senior Notes due 2014
that have been registered under the Securities Act of 1933**

*This exchange offer will expire at 5:00 p.m., New York City time,
on _____, 2010, unless extended.*

The Exchange Notes:

The terms of the registered 9 1/4% Senior Notes due 2014 to be issued in the exchange offer are substantially identical to the terms of the outstanding 9 1/4% Senior Notes due 2014, except that the transfer restrictions, registration rights and additional interest provisions relating to the outstanding notes will not apply to the exchange notes.

We are offering the exchange notes pursuant to a registration rights agreement that we entered into in connection with the issuance of the outstanding notes.

Material Terms of the Exchange Offer:

The exchange offer expires at 5:00 p.m., New York City time, on _____, 2010, unless extended.

Upon expiration of the exchange offer, all outstanding notes that are validly tendered and not withdrawn will be exchanged for an equal principal amount of the exchange notes.

You may withdraw tendered outstanding notes at any time prior to the expiration of the exchange offer.

The exchange offer is not subject to any minimum tender condition, but is subject to customary conditions.

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

There is no existing public market for the outstanding notes or the exchange notes. We do not intend to list the exchange notes on any securities exchange or quotation system.

See Risk Factors beginning on page 14.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or the accuracy of this prospectus. Any representation to the contrary is a criminal offense.

None of the Nevada Gaming Commission, the Missouri Gaming Commission, the Mississippi Gaming Commission, the Iowa Racing and Gaming Commission, the Indiana Gaming Commission, the Colorado Limited Gaming Control Commission or any other gaming regulatory authority has approved or disapproved of the exchange notes or determined if this prospectus is truthful or complete.

Prospectus dated _____, 2009

You should rely only on the information contained in this prospectus or incorporated by reference in this prospectus. We have not authorized any dealer, salesperson or other person to give any information or represent anything to you about Ameristar, its financial results or this offering other than the information contained or incorporated by reference in this prospectus. If given or made, any such other information or representation should not be relied upon as having been authorized by Ameristar.

Ameristar is not making an offer to sell or asking for offers to buy any of the securities in any jurisdiction where it is unlawful, where the person making the offer is not qualified to do so, or to any person who can not legally be offered the securities.

The information in this prospectus is current only as of the date on its cover, and may change after that date. The information in any document incorporated by reference in this prospectus is current only as of the date of any such document. For any time after the cover date of this prospectus, we do not represent that our affairs are the same as described or that the information in this prospectus is correct nor do we imply those things by delivering this prospectus or selling securities to you.

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Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it shall deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal states

that by so acknowledging and by delivering a prospectus, a broker-dealer shall not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933 (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 exchange notes received in exchange for outstanding notes where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after consummation of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

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WHERE YOU CAN FIND MORE INFORMATION

We will provide without charge to each person to whom a copy of this prospectus has been delivered, who makes a written or oral request, a copy of our filings and any and all of the documents referred to herein, including the registration rights agreement and the indenture for the notes, which are summarized in this prospectus, by writing or calling us at the following address or telephone number.

Ameristar Casinos, Inc.
3773 Howard Hughes Parkway, Suite 490S
Las Vegas, Nevada 89169
Attn: Corporate Secretary
Telephone: (702) 567-7000

In order to ensure timely delivery, you must request the information no later than five business days before the expiration of the exchange offer.

INCORPORATION BY REFERENCE

We incorporate by reference certain information we have filed with the Securities and Exchange Commission (the SEC). The information incorporated by reference is an important part of this prospectus. Specifically, we incorporate by reference the documents listed below:

- Our annual report on Form 10-K for the year ended December 31, 2008;
- Our definitive proxy statement filed on April 29, 2009;
- Our quarterly report on Form 10-Q for the quarter ended March 31, 2009;
- Our quarterly report on Form 10-Q for the quarter ended June 30, 2009;
- Our quarterly report on Form 10-Q for the quarter ended September 30, 2009;
- Our current report on Form 8-K filed on March 16, 2009;
- Our current report on Form 8-K filed on May 29, 2009;
- Our current report on Form 8-K filed on June 4, 2009; and
- Our current report on Form 8-K filed on November 19, 2009.

All documents and reports filed by us pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) after the date of this prospectus and on or before the time that our offering of the exchange notes is completed 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, quarterly or current 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 modified or superseded for purposes of this prospectus to the extent that any statement contained herein or in any 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.

The information in the above filings speaks only as of the respective dates thereof, or, where applicable, the dates identified therein. You may read and copy any document we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549, as well as the SEC's regional offices. Please call the SEC at 1-800-SEC-0330 for further information relating to the public reference room. These SEC filings are also available to the public at the SEC's website at www.sec.gov.

Anyone who receives this prospectus may obtain a copy of the Indenture and registration rights agreement without charge by writing to Ameristar Casinos, Inc., 3773 Howard Hughes Parkway, Suite 490 South, Las Vegas, Nevada 89169, Attention: Corporate Secretary.

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MARKET, RANKING AND OTHER INDUSTRY DATA

The data included in this prospectus or incorporated by reference regarding markets and ranking, including the size of certain markets and our position and the position of our competitors within these markets, are based on reports of government agencies or published industry sources and estimates based on Ameristar's management's knowledge and experience in the markets in which Ameristar operates. These estimates have been based on information obtained from our trade and business organizations and other contacts in the markets in which we operate. Ameristar believes these estimates to be accurate as of the date of this prospectus or the date of such incorporated document, as applicable. However, this information may prove to be inaccurate because of the method by which Ameristar obtained some of the data for the estimates or because this information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties. As a result, you should be aware that market, ranking and other similar industry data included in this prospectus, and estimates and beliefs based on that data, may not be reliable. Ameristar cannot guarantee the accuracy or completeness of any such information contained in this prospectus.

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents it incorporates by reference contain certain forward-looking statements, including the plans and objectives of management for our business, operations and financial performance. These forward-looking statements generally can be identified by the context of the statement or the use of forward-looking terminology, such as believes, estimates, anticipates, intends, expects, plans, is confident that, should or similar meaning, with reference to us or our management. Similarly, statements that describe our future operating performance, financial results, financial position, plans, objectives, strategies or goals are forward-looking statements. Although management believes that the assumptions underlying the forward-looking statements are reasonable, these assumptions and the forward-looking statements are subject to various factors, risks and uncertainties, many of which are beyond our control, including but not limited to uncertainties concerning operating cash flow in future periods, our borrowing capacity under our senior credit facility or any replacement financing, our properties' future operating performance, our ability to undertake and complete capital expenditure projects in accordance with established budgets and schedules, changes in competitive conditions, regulatory restrictions and changes in regulation or legislation (including gaming tax laws) that could affect us. Accordingly, actual results could differ materially from those contemplated by any forward-looking statement. 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.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this prospectus.

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PROSPECTUS SUMMARY

In this prospectus, the words Ameristar, we, our, ours, us and Company refer to Ameristar Casinos, Inc., the issuer of the exchange notes, and its consolidated subsidiaries (except as otherwise indicated). The following summary contains basic information about the Company and this offering. It is not complete and likely does not contain all the information that is important to you. For a more complete understanding of this offering, you should read this entire document and the documents we have referred you to.

The Company

We are a developer, owner and operator of casino entertainment facilities in local and regional markets. Founded in 1954, we have been a public company since November 1993. We have eight properties in seven markets and believe that we benefit from the diversification of our properties. Although we are headquartered in Las Vegas, Nevada to facilitate the recruitment and retention of corporate operating management, we have no casino entertainment facilities located in the Las Vegas area.

Our strategy is to capitalize on our high-quality facilities and products and our dedication to superior guest service to effectively compete in each of our markets and to drive growth that creates value for our stockholders. We believe the Ameristar experience differentiates us from our competitors. That experience is built upon our high-quality facilities and products, such as slot machines, food, lodging and entertainment, and the friendly and efficient service our approximately 7,750 team members offer to our guests. Our casinos feature spacious gaming floors and in most cases have the greatest number of gaming positions in our markets. We focus on providing guests the games they want to play in a layout that optimizes revenue. We design the flow of our casino floors so that the right games are in the right places, with convenient access to other amenities, which we believe creates a more entertaining experience for our guests.

Most of our revenue comes from slot play and, accordingly, part of our strategy is to stay current with the latest slot technology. We also offer a wide range of popular table games, including blackjack, craps, roulette and poker, in the majority of our markets. We set competitive minimum and maximum betting limits based on each market. Our gaming revenues are derived from a broad base of guests and, at most properties, we do not depend upon high-stakes players. We extend gaming credit at our properties in Indiana, Mississippi and Nevada, and credit represents a significant amount of table games play at Ameristar East Chicago.

We generally offer a greater variety of quality dining choices than the other casinos in our markets. Our signature dining concepts include steakhouses, elaborate buffets and casual dining restaurants, along with sports bars. Whether in our steakhouses or delis, our emphasis is on quality in all aspects of the dining experience – food, service, ambiance, facilities. Our Star Awards loyalty program rewards our guests based on their level of play, and the private Star Clubs at all Ameristar-branded properties offer our top-tier Star Awards members an exclusive place to relax. Our properties also showcase a range of entertainment, including live local, regional and national talent.

Our properties consist of the following:

Ameristar Casino Resort Spa St. Charles, a casino and related all-suite hotel and other facilities located on the Missouri River, situated immediately north of the Interstate 70 bridge in the St. Louis metropolitan area;

Ameristar Casino Hotel East Chicago, a casino and related hotel and other facilities, located in Northwest Indiana 25 miles from downtown Chicago, Illinois and situated minutes away from major Interstates 90 and 80/294, which

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attracts guests within the Chicagoland area from both Northeast Illinois and Northwest Indiana;

Ameristar Casino Hotel Kansas City, a casino and related hotel and other facilities located seven miles from downtown Kansas City, Missouri;

Ameristar Casino Hotel Council Bluffs, a casino and related hotel and other facilities, located in Council Bluffs, Iowa across the Missouri River from Omaha, Nebraska;

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Ameristar Casino Hotel Vicksburg, a casino and related hotel and other facilities, located in Vicksburg, Mississippi, approximately 45 miles west of Jackson, Mississippi;

Ameristar Casino Resort Spa Black Hawk, a casino and related hotel and other facilities located in the center of the Black Hawk gaming district, approximately 40 miles west of Denver, Colorado, which caters primarily to patrons from the Denver metropolitan area; and

Cactus Petes Resort Casino and The Horseshu Hotel and Casino, two casino-hotels located on either side of U.S. Highway 93 in Jackpot, Nevada at the Idaho border.

Except as noted below, the following table provides summary data for our properties as of November 30, 2009:

Property ==	Year Opened (1)	Casino Square Footage	# of Slots	# of Table Games (2)	# of Hotel Rooms	Restaurant /Bar Seating Capacity	# of Parking Spaces	Market Share (3)
Ameristar Casino Resort Spa St. Charles	1994	130,000	2,970	73	397	1,624/193	6,280	29%
Ameristar Casino Hotel East Chicago	1997	56,000	1,935	52	290	550/21	2,245	27%
Ameristar Casino Hotel Kansas City	1997	140,000	2,935	74	184	1,639/394(4)	8,320	34%
Ameristar Casino Hotel Council Bluffs	1996	38,500	1,565	41	444(5)	1,058/25	3,000	37%
Ameristar Casino Hotel Vicksburg	1994	70,000	1,640	39	149	826/297	2,200	42%
Ameristar Casino Resort Spa Black Hawk	2001	56,000	1,540	37	536	656/130	1,550	18%
Jackpot Properties (6)	1956	29,000	900	36	416	530/126	1,100	N/A

(1) We acquired Ameristar St. Charles and Ameristar Kansas City in December 2000, Ameristar Black Hawk in December 2004 and Ameristar East Chicago in September 2007.

(2) Includes 20 poker tables at Ameristar Casino Resort Spa St. Charles, 17 poker tables at Ameristar Casino Hotel Kansas City, 10 poker tables at Ameristar Casino Hotel Vicksburg, 14 poker tables at Ameristar Casino Resort Spa Black Hawk and seven poker tables at the Jackpot properties.

(3) Market share is based on gross gaming revenues for the nine months ended September 30, 2009. Market share data is not reported for the Jackpot market.

(4) Includes a 64-seat food court and Arthur Bryant's Barbecue restaurant leased to and operated by third parties.

(5)

Includes 284 rooms operated by affiliates of Kineth Hospitality Corporation and located on land owned by us and leased to affiliates of Kineth.

(6) Includes the operations of Cactus Petes Resort Casino and The Horseshu Hotel and Casino.

Recent Property Enhancements and Regulatory Reforms

Several of the Ameristar properties have recently undergone expansions and renovations as described below. The expansions are meant to enhance the assets and continue the ability of those assets to achieve market-leading positions.

Ameristar Casino Hotel Vicksburg completed an approximately \$100 million expansion project in 2008 that included an expanded gaming facility and 1,000-space parking garage. The expansion created direct access to the casino floor from covered parking and added approximately 500 new gaming positions and additional amenities, including a VIP lounge and two new restaurants.

Ameristar Casino Resort Spa St. Charles completed its new 397-room, all-suite luxury hotel and spa improvements in 2008. The expansion also included 2,280 new parking spaces, attached directly to the new hotel. As a result of the expansion, Ameristar St. Charles is now the largest casino hotel resort in the St. Louis market and has the largest casino floor of any casino hotel in the market.

Ameristar Casino Hotel East Chicago was re-branded from Resorts East Chicago in June 2008, upon the completion of approximately \$30 million in enhancements at the property since its acquisition in 2007.

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The 536-room hotel tower at Ameristar Casino Resort Spa Black Hawk, including a rooftop pool and luxury spa, opened on September 29, 2009. Ameristar Casino Resort Spa Black Hawk now offers destination resort amenities and services that are unequaled in the Denver gaming market. The total cost of the project was approximately \$230 million.

In November 2008, positive regulatory reform was implemented at our Kansas City and St. Charles properties. The regulatory reform eliminated the \$500 buy-in limit and the requirement for all casino guests to use player identification and tracking cards. Additionally, the Missouri gaming reform raised taxes on gross gaming receipts from 20% to 21% and placed a moratorium on the issuance of new gaming licenses.

In Colorado, voters approved the extension of casino operating hours from 18 hours daily to up to 24 hours daily, the increase in maximum bet limits from \$5 to up to \$100 and the addition of roulette and craps. These regulatory changes were implemented on July 2, 2009. The regulatory reform also fixed the maximum gaming tax rate at its 2008 level (20%) and provides that gaming tax rates can be raised only after a statewide voter referendum, as is required to increase other taxes in Colorado. The regulatory changes and the new hotel have had a significant positive impact on the revenues and cash flow of Ameristar Casino Resort Spa Black Hawk.

Corporate Information

We were incorporated in 1993 under the laws of the State of Nevada.

Our principal executive offices are located at 3773 Howard Hughes Parkway, Suite 490S, Las Vegas, Nevada 89169, and our telephone number is (702) 567-7000.

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Summary of the Exchange Offer

The following is a summary of the principal terms of the exchange offer. A more detailed description is contained in the section The Exchange Offer. The term outstanding notes refers to Ameristar's outstanding 9 1/4% Senior Notes due 2014, which were issued on May 27, 2009. The term exchange notes refers to Ameristar's 9 1/4% Senior Notes due 2014 offered by this prospectus, which have been registered under the Securities Act of 1933, as amended, which we refer to as the Securities Act. The term Notes refers to both the outstanding notes and the exchange notes. The term Indenture refers to the indenture that governs both the outstanding notes and the exchange notes.

The Exchange Offer

We are offering to exchange \$1,000 principal amount of our exchange notes, which have been registered under the Securities Act, for each \$1,000 principal amount of outstanding notes, subject to a minimum exchange of \$2,000. As of the date of this prospectus, \$650 million aggregate principal amount of the outstanding notes is outstanding. We issued the outstanding notes in a private transaction for resale pursuant to Rule 144A and Regulations S under the Securities Act. The terms of the exchange notes are substantially identical to the terms of the outstanding notes, except that the transfer restrictions, registration rights and rights to increased interest in addition to the stated interest rate on the outstanding notes (Additional Interest) provisions applicable to the outstanding notes will not apply to the exchange notes.

In order to exchange your outstanding notes for exchange notes, you must properly tender them before the expiration of the exchange offer. Upon expiration of the exchange offer, your rights under the registration rights agreement pertaining to the outstanding notes will terminate, except under limited circumstances.

Expiration Time

The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2010, unless the exchange offer is extended, in which case the expiration time will be the latest date and time to which the exchange offer is extended. See The Exchange Offer Terms of the Exchange Offer; Expiration Time.

Interest

You will receive interest on the exchange notes starting from the date interest was last paid on your outstanding notes. If your outstanding notes are exchanged for exchange notes, you will not receive any accrued interest on your outstanding notes.

Conditions to the Exchange Offer

The exchange offer is subject to customary conditions (see Exchange Offer Conditions to the Exchange Offer), some of which we may waive in our sole discretion. The exchange offer is not conditioned upon any minimum principal amount of outstanding notes being tendered for exchange.

Procedures for Tendering Outstanding Notes

You may tender your outstanding notes through book-entry transfer in accordance with The Depository Trust Company's Automated Tender Offer Program, known as ATOP. If you wish to accept the exchange offer, you must:

complete, sign and date the accompanying letter of transmittal, or a facsimile of the letter of transmittal, in accordance with the instructions contained in the letter of transmittal, and mail or

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otherwise deliver prior to the expiration time the letter of transmittal, together with your outstanding notes, to the exchange agent at the address set forth under The Exchange Offer The Exchange Agent; or

arrange for The Depository Trust Company to transmit to the exchange agent certain required information, including an agent's message forming part of a book-entry transfer in which you agree to be bound by the terms of the letter of transmittal, and transfer the outstanding notes being tendered into the exchange agent's account at The Depository Trust Company.

You may tender your outstanding notes for exchange notes in whole or in part in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess of \$2,000.

See The Exchange Offer How to Tender Outstanding Notes for Exchange.

Guaranteed Delivery Procedures

If you wish to tender your outstanding notes and time will not permit your required documents to reach the exchange agent by the expiration time, or the procedures for book-entry transfer cannot be completed by the expiration time, you may tender your outstanding notes according to the guaranteed delivery procedures described in The Exchange Offer Guaranteed Delivery Procedures.

Special Procedures for Beneficial Owners

If you beneficially own outstanding notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your outstanding notes in the exchange offer, you should contact the registered holder promptly and instruct it to tender on your behalf. See The Exchange Offer How to Tender Outstanding Notes for Exchange.

Withdrawal of Tenders

You may withdraw your tender of outstanding notes at any time prior to the expiration time by delivering a written notice of withdrawal to the exchange agent in conformity with the procedures discussed under The Exchange Offer Withdrawal Rights.

Acceptance of Outstanding Notes and Delivery of Exchange Notes

Upon consummation of the exchange offer, we will accept any and all outstanding notes that are properly tendered in the exchange offer and not withdrawn prior to the expiration time. The exchange notes issued pursuant to the exchange offer will be delivered promptly after acceptance of the tendered outstanding notes. See The Exchange Offer Terms of the Exchange Offer; Expiration Time.

Registration Rights Agreement

We are making the exchange offer pursuant to the registration rights agreement that we entered into on May 27, 2009 with the initial purchasers of the outstanding notes. 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 outstanding 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

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in the exchange offer or do not receive freely tradable exchange notes in the exchange offer.

Resales of Exchange Notes

We believe that the exchange notes issued in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act, provided that:

you are not an affiliate of ours;

the exchange notes you receive pursuant to the exchange offer are being acquired in the ordinary course of your business;

you have no arrangement or understanding with any person to participate in the distribution of the exchange notes issued to you in the exchange offer;

if you are not a broker-dealer, you are not engaged in, and do not intend to engage in, a distribution of the exchange notes issued in the exchange offer; and

if you are a broker-dealer, you will receive the exchange notes for your own account, the outstanding notes were acquired by you as a result of market-making or other trading activities, and you will deliver a prospectus when you resell or transfer any exchange notes issued in the exchange offer. See Plan of Distribution for a description of the prospectus delivery obligations of broker-dealers in the exchange offer.

If you do not meet these requirements, your resale of the exchange notes must comply with the registration and prospectus delivery requirements of the Securities Act.

Our belief is based on interpretations by the staff of the SEC, as set forth in no-action letters issued to third parties. The staff of the SEC has not considered this exchange offer in the context of a no-action letter, and we cannot assure you that the staff of the SEC would make a similar determination with respect to this exchange offer.

If our belief is not accurate and you transfer an exchange note without delivering a prospectus meeting the requirements of the federal securities laws or without an exemption from these laws, you may incur liability under the federal securities laws. We do not and will not assume, or indemnify you against, this liability.

See The Exchange Offer Consequences of Exchanging Outstanding Notes.

Consequences of Failure to Exchange Your Outstanding Notes

If you do not exchange your outstanding notes for exchange notes in the exchange offer, your outstanding notes will continue to be subject to the

restrictions on transfer provided in the legend on the outstanding notes and in the Indenture. In general, the outstanding notes may not be offered or sold unless registered or sold in a transaction exempt from registration under the Securities Act and applicable state securities laws. Accordingly, the trading market for your untendered outstanding notes could be adversely affected.

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See The Exchange Offer Consequences of Failure to Exchange Outstanding Notes.

Exchange Agent

The exchange agent for the exchange offer is Deutsche Bank Trust Company Americas. For additional information, see The Exchange Offer Exchange Agent and the accompanying letter of transmittal.

Certain Federal Income Tax Considerations

The exchange of your outstanding notes for exchange notes will not be a taxable exchange for United States federal income tax purposes. **You should consult your own tax advisor as to the tax consequences to you of the exchange offer, as well as tax consequences of the ownership and disposition of the exchange notes.** For additional information, see Certain United States Federal Income Tax Considerations.

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Summary of the Terms of the Exchange Notes

The terms of the exchange notes are substantially identical to the outstanding notes, except that the transfer restrictions, registration rights and Additional Interest provisions applicable to the outstanding notes will not apply to the exchange notes. The following is a summary of the principal terms of the exchange notes. A more detailed description is contained in the section "Description of the Notes" in this prospectus.

Issuer	Ameristar Casinos, Inc.
Exchange Notes Offered	\$650,000,000 aggregate principal amount of 9 1/4% Senior Notes due 2014.
Maturity Date	The exchange notes will mature on June 1, 2014.
Interest Payment Dates	June 1 and December 1 of each year.
Ranking	<p>The exchange notes will be our senior unsecured obligations and will:</p> <ul style="list-style-type: none"> rank <i>pari passu</i> in right of payment with all of our existing and future senior debt; rank senior in right of payment to all of our future senior subordinated or subordinated debt; be effectively subordinated in right of payment to our existing senior credit facilities and any future secured debt, to the extent of the value of the assets securing such debt; and be structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of our non-guarantor subsidiaries (other than indebtedness and liabilities owed to us or one of our guarantor subsidiaries). <p>Similarly, the guarantees by the Guarantors will be senior unsecured obligations of the Guarantors and will:</p> <ul style="list-style-type: none"> be <i>pari passu</i> in right of payment with all of the applicable Guarantors existing and future senior debt; be senior in right of payment to each Guarantors existing or future senior subordinated or subordinated debt; be effectively subordinated in right of payment to all of the applicable Guarantors existing and future secured debt, to the extent of the value of the assets securing such debt; and be structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of any subsidiary of a Guarantor that is not also a Guarantor of the notes.

Our non-guarantor subsidiaries generated none of our revenues for the nine months ended September 30, 2009 and had none of our assets or liabilities at September 30, 2009.

Guarantees

Each of our material subsidiaries will unconditionally guarantee the exchange notes as set forth herein.

If we create or acquire a new material subsidiary, it will guarantee the exchange notes unless we designate the subsidiary as an unrestricted subsidiary under the Indenture.

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Optional Redemption	We may redeem the exchange notes, in whole or in part, at any time prior to December 1, 2011 at a redemption price equal to the 100% of their principal amount plus accrued and unpaid interest to the redemption date and a make-whole premium. Thereafter, we may redeem the exchange notes, in whole or in part, at the redemption prices set forth in this prospectus. See Description of the Notes Optional Redemption.
Optional Redemption after Public Equity Offerings	<p>At any time (which may be more than once) prior to June 1, 2011, we may choose to redeem up to 35% of the initially outstanding aggregate principal amount of the Notes with the net cash proceeds of one or more public equity offerings by us, as long as:</p> <ul style="list-style-type: none">we pay 109.250% of the principal amount of the Notes, plus accrued interest;we give notice of such redemption within 30 days of completing the public equity offering, and redeem the Notes within 60 days after such notice; andat least 65% of the initially outstanding aggregate principal amount of the Notes issued remains outstanding afterwards.
Redemption Based Upon Gaming Laws	The exchange notes are subject to redemption requirements imposed by gaming laws and regulations of gaming authorities in the jurisdictions in which we conduct gaming operations. See Description of the Notes Redemption Based on Gaming Laws.
Change of Control Offer	If certain kinds of changes of control of the Company occur, we must give holders of the exchange notes the opportunity to sell their exchange notes to us at 101% of their face amount, plus accrued interest. See Description of the Notes Repurchase at the Option of Holders Change of Control.
Asset Sale Proceeds	If we engage in certain kinds of asset sales, we generally must either invest the net cash proceeds from such sales in our business within a period of time or make an offer to purchase a principal amount of the exchange notes equal to the excess net cash proceeds. The purchase price of the exchange notes will be 100% of their principal amount, plus accrued interest. See Description of the Notes Asset Sales.
Covenants	<p>The Indenture contains covenants limiting, among other things, our ability to:</p> <ul style="list-style-type: none">incur additional debt;pay dividends or make distributions on our capital stock or repurchase our capital stock;make certain investments;

create liens on our assets;
enter into transactions with affiliates;
merge or consolidate with another company; and
transfer and sell assets.

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These covenants are subject to a number of important limitations and exceptions. See Description of the Notes.

Form and Denomination

The exchange notes will be initially issued only in the form of global notes.

Except as otherwise provided under the Indenture, holders of the exchange notes will not be entitled to receive physical delivery of definitive exchange notes or to have exchange notes issued and registered in their names and will not be considered the owners of the exchange notes under the Indenture governing the notes.

Interests in the global notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Risk Factors

See Risk Factors for a discussion of certain risks you should carefully consider.

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We have derived the following summary historical financial data for each of the three years ended December 31, 2008 from our audited consolidated financial statements. We have derived the summary historical financial data for the nine months ended September 30, 2009 and 2008 and for the 12-month period ended September 30, 2009 from our unaudited condensed consolidated financial statements, which include all adjustments, consisting only of normal recurring adjustments, which are, in our opinion, necessary for a fair presentation of our results of operations for such periods. The results of operations for the nine months ended September 30, 2009 and the 12-month period ended September 30, 2009 are not necessarily indicative of the results for the full year or any future period. The summary data below should be read in conjunction with Selected Historical Consolidated Financial and Other Data included in this prospectus as well as Management's Discussion and Analysis of Financial Condition and Results of Operations and the historical financial statements and notes thereto incorporated into this prospectus by reference to our publicly available documents.

	Year Ended December 31,			Nine Months		12-Month
	2008	2007	2006	Ended September 30, 2009	2008	Period Ended September 30, 2009
				(unaudited)	(unaudited)	(unaudited)
	(amounts in thousands)					
Statement of Operations						
Data(1):						
REVENUES:						
Casino	\$ 1,296,806	\$ 1,083,380	\$ 1,008,311	\$ 949,547	\$ 1,000,514	\$ 1,245,840
Food and beverage	156,987	136,471	131,795	103,970	120,521	140,436
Rooms	56,024	30,844	27,972	47,084	42,197	60,911
Other	38,491	30,387	29,082	25,012	29,806	33,696
	1,548,308	1,281,082	1,197,160	1,125,613	1,193,038	1,480,883
Less: Promotional allowances	(280,406)	(200,559)	(196,862)	(201,444)	(218,772)	(263,078)
Net revenues	1,267,902	1,080,523	1,000,298	924,169	974,266	1,217,805
OPERATING EXPENSES:						
Casino	604,747	478,504	439,101	421,898	465,163	561,482
Food and beverage	74,650	70,439	68,744	49,270	56,643	67,277
Rooms	11,221	9,341	6,780	6,496	8,584	9,132
Other	21,154	19,157	18,749	11,340	16,568	15,926
Selling, general and administrative	265,622	229,801	200,588	180,579	201,766	244,436
Depreciation and amortization	105,895	94,810	93,889	78,807	78,901	105,801
Impairment loss on assets (2)	315,531	4,758	931	107	129,449	186,189

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Total operating expenses	1,398,820	906,810	828,782	748,497	957,074	1,190,243
(Loss) income from operations	(130,918)	173,713	171,516	175,672	17,192	27,562
OTHER INCOME (EXPENSE):						
Interest income	774	2,113	2,746	390	593	571
Interest expense, net (3)	(76,639)	(57,742)	(50,291)	(72,617)	(56,849)	(92,407)
Loss on early retirement of debt			(26,264)	(5,365)		(5,365)
Net (loss) gain on disposition of assets	(683)	(1,408)	683	(99)	(927)	145
Other	(3,404)	(178)		1,675	(1,459)	(270)
(Loss) income before income tax (benefit) provision	(210,870)	116,498	98,390	99,656	(41,450)	(69,764)
Income tax (benefit) provision	(80,198)	47,065	38,825	41,013	(11,875)	(27,310)
NET (LOSS) INCOME	\$ (130,672)	\$ 69,433	\$ 59,565	\$ 58,643	\$ (29,575)	\$ (42,454)
Other Financial Data:						
EBITDA (4)	\$ (25,023)	\$ 268,523	\$ 265,405	\$ 254,479	\$ 96,093	\$ 133,363
Adjusted EBITDA (5)						\$ 338,956
Capital expenditures	\$ 241,826	\$ 277,312	\$ 249,123	\$ 110,781	\$ 190,742	\$ 161,865
Cash dividends declared (6)	\$ 18,015	\$ 23,389	\$ 21,068	\$ 18,137	\$ 12,006	\$ 18,137

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	As of September 30, 2009 (unaudited) (amounts in thousands)	As of December 31, 2008
Balance Sheet Data:		
Cash and cash equivalents	\$ 132,124	\$ 73,726
Total assets	2,316,655	2,225,238
Total long-term debt, net of current maturities	1,661,205	1,643,997
Stockholders' equity	394,668	338,780

	12-Month Period Ended September 30, 2009
Credit Statistics:	
Ratio of total debt to Adjusted EBITDA (5)	4.91:1
Ratio of Adjusted EBITDA (5) to interest expense, net (3)	3.67:1
Ratio of Adjusted EBITDA (5) to fixed charges (7)	3.12:1

	Year Ended December 31,					Nine-Month Period Ended September 30, 2009	Pro Forma Nine-Month Period Ended September 30, 2009 (9)
	2008	2007	2006	2005	2004		
Ratio of Earnings to Fixed Charges (unaudited)(8)		2.25	2.53	2.50	2.68	2.16	1.81

- (1) We acquired Ameristar East Chicago (formerly known as Resorts East Chicago) on September 18, 2007 and its operating results are included only from the acquisition date.
- (2) As required under Accounting Standards Codification (ASC) Topic 350, we perform an annual assessment of our goodwill and other intangible assets to determine if the carrying value exceeds the fair value. Additionally, ASC Topic 350 requires an immediate impairment assessment if a change in circumstances can materially negatively affect the fair value of the intangible assets. In 2008, we assessed the intangible assets at Ameristar East Chicago for impairment due to a significant deterioration of the debt and equity capital markets, weakening economic conditions and changes in the forecasted operations that materially affected the property's fair value. As a result, in 2008, we recorded a total of \$314.5 million in non-cash impairment charges relating to the goodwill and gaming license acquired in the purchase of the East Chicago property and \$1.0 million of other impairment charges.

- (3) Includes amortization of debt issuance costs and is net of capitalized interest.
- (4) EBITDA consists of earnings before interest, taxes, depreciation and amortization. EBITDA is a commonly used measure of performance in the gaming industry that we believe, when considered with measures calculated in accordance with United States generally accepted accounting principles, or GAAP, gives investors a more complete understanding of operating results before the impact of investing and financing transactions and income taxes and facilitates comparisons between us and our competitors. Our presentation of EBITDA may be different from the presentations used by other companies and therefore comparability among companies may be limited. Additionally, EBITDA does not consider capital expenditures and other investing activities and should not be considered as a measure of our liquidity. We compensate for these limitations by providing the relevant disclosure of our depreciation, interest and income tax expense, capital expenditures and other items both in our reconciliations to the GAAP financial measures and in our consolidated financial statements, all of which should be considered when evaluating our performance. EBITDA should not be considered as an alternative to net income, operating income or any other operating performance measure prescribed by GAAP, nor should EBITDA be relied upon to the exclusion of GAAP financial measures. EBITDA reflects an additional way of viewing our operations that we believe, when viewed with our GAAP results and the reconciliations to the corresponding GAAP financial measures, provides a more complete understanding of factors and trends affecting our business than could be obtained absent this disclosure. Management strongly encourages investors to review our financial information in its entirety and not to rely on a single financial measure.

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The following table reconciles EBITDA, a non-GAAP financial measure, to operating (loss) income, which is the most closely comparable GAAP measure of liquidity:

	Year Ended December 31,			Nine Months Ended September 30,		12-Month Period Ended September 30,
	2008	2007	2006	(unaudited) 2009	(unaudited) 2008	2009 (unaudited)
	(amounts in thousands)					
Operating (loss) income	\$ (130,918)	\$ 173,713	\$ 171,516	\$ 175,672	\$ 17,192	\$ 27,562
Depreciation and amortization	105,895	94,810	93,889	78,807	78,901	105,801
EBITDA	\$ (25,023)	\$ 268,523	\$ 265,405	\$ 254,479	\$ 96,093	\$ 133,363

(5) Adjusted EBITDA reflects EBITDA (as defined above), calculated without giving effect to any non-cash compensation expense, pre-opening expenses or any extraordinary, unusual or non-recurring gains or losses. As used herein, Adjusted EBITDA has been calculated as provided in the senior credit facilities for the financial ratios calculated above. This presentation of Adjusted EBITDA may be different from the presentations used by other companies and therefore comparability among companies may be limited. Adjusted EBITDA should not be considered as an alternative to net income, operating income or any other operating performance measure prescribed by GAAP, nor should Adjusted EBITDA as set forth herein be relied upon to the exclusion of GAAP financial measures. Management strongly encourages investors to review our financial information in its entirety and not to rely on a single financial measure.

The following table reconciles Adjusted EBITDA, as utilized in certain of the foregoing ratio calculations presented, to EBITDA:

	12-Month Period Ended September 30, 2009 (unaudited) (amounts in thousands)
EBITDA	\$ 133,363
Impairment losses on East Chicago intangible assets	185,500
Non-cash compensation expense	12,162
Missouri and Colorado ballot initiative costs	3,328
Black Hawk and Vicksburg pre-opening expenses	2,749

One-time non-cash adjustment to Black Hawk property taxes	1,276
Impairment loss on discontinued expansion projects	578
Adjusted EBITDA	\$ 338,956

- (6) Dividends of \$18.0 million, \$23.4 million and \$21.1 million were declared and paid in 2008, 2007 and 2006, respectively. The total dividends paid per share were \$0.315 in 2008, \$0.41 in 2007 and \$0.375 in 2006. During the nine months ended September 30, 2009 and 2008, the dividends paid per share were \$0.21 and \$0.315, respectively. The Company declared a quarterly dividend of \$0.105 per share on September 10, 2009 that was paid on October 6, 2009.
- (7) For purposes of computing the ratio of Adjusted EBITDA to fixed charges, Adjusted EBITDA consists of Adjusted EBITDA (as defined in note (5) above) less cash payments made for dividends, federal and state income taxes, stock repurchases and maintenance fixed asset additions. For this ratio, fixed charges consist of interest expensed and capitalized, amortization of debt issuance costs and scheduled debt principal payments.
- (8) For purposes of computing the ratio of earnings to fixed charges, earnings consist of income before income taxes plus fixed charges and the amortization of capitalized interest. For this ratio, fixed charges consist of interest expensed and capitalized, amortization of debt issuance costs and the portion of rental expense considered representative of interest expense. For the year ended December 31, 2008, our earnings were insufficient to cover fixed charges by \$40,055.
- (9) The pro forma ratio of earnings to fixed charges has been prepared as if the issuance of the outstanding notes and the application of the net proceeds to prepay and permanently retire a portion of the revolving loans outstanding under the senior credit facilities had occurred on January 1, 2009.

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RISK FACTORS

The exchange notes involve substantial risks similar to those associated with the outstanding notes. To understand these risks you should carefully consider the risk factors set forth below and the risk factors in our annual report on Form 10-K incorporated by reference herein in addition to the other information included or incorporated by reference in this prospectus.

Risks Related to the Exchange Notes

We cannot assure you that an active trading market for the exchange notes will exist if you desire to sell the exchange notes.

There is no existing public market for the outstanding notes or the exchange notes. We do not intend to have the exchange notes listed on a national securities exchange or to arrange for quotation on any automated dealer quotation systems. Therefore, we cannot assure you as to the development or liquidity of any trading market for the exchange notes. The liquidity of any market for the exchange notes will depend on a number of factors, including:

- the number of holders of exchange notes;
- our operating performance and financial condition;
- the market for similar securities;
- the interest of securities dealers in making a market in the exchange notes; and
- prevailing interest rates.

Historically, the market for non-investment grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the exchange notes. The market, if any, for the exchange notes may face similar disruptions that may adversely affect the prices at which you could sell your exchange notes. Therefore, you may not be able to sell your exchange notes at a particular time and the price that you receive when you sell may not be favorable.

You may have difficulty selling any outstanding notes that you do not exchange.

If you do not exchange your outstanding notes for exchange notes in the exchange offer, you will continue to hold outstanding notes subject to restrictions on their transfer. Those transfer restrictions are described in the Indenture governing the outstanding notes and in the legend contained on the outstanding notes, and arose because we originally issued the outstanding notes under an exemption from the registration requirements of the Securities Act.

In general, you may offer or sell your outstanding notes only if they are registered under the Securities Act and applicable state securities laws, or if they are offered and sold under an exemption from those requirements. We do not currently intend to register the outstanding notes under the Securities Act or any state securities laws. If a substantial amount of the outstanding notes is exchanged for a like amount of the exchange notes issued in the exchange offer, the liquidity of your outstanding notes could be adversely affected. See [The Exchange Offer](#) [Consequences of Failure to Exchange Outstanding Notes](#) for a discussion of additional consequences of failing to exchange your outstanding notes.

Risks Related to the Notes

We have substantial debt and may incur additional debt; leverage may impair our financial condition and restrict our operations.

We currently have a substantial amount of debt. As of September 30, 2009, our total consolidated debt was \$1.67 billion.

Subject to specified limitations, the Indenture permits us to incur substantial additional debt. In addition, our senior credit facilities permit us to borrow up to an additional \$102.7 million as of

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September 30, 2009 (subject to the maintenance of required debt covenant ratios) and all of such borrowings under the senior credit facilities would be effectively senior to the exchange notes to the extent of the value of the assets securing such indebtedness. If new debt is added to our current debt levels, the related risks that we now face could intensify. See *Description of Other Indebtedness* for additional information. Our substantial debt and any additional debt we may incur could have important consequences for the holders of the exchange notes, including:

making it more difficult for us to satisfy our obligations with respect to the exchange notes;

increasing our vulnerability to general adverse economic and industry conditions;

limiting our ability to obtain additional financing to fund capital expenditures and acquisitions, particularly when the availability of financing in the capital markets is limited as is now the case;

requiring a substantial portion of our cash flows from operations for the payment of interest on our debt and reducing our ability to use our cash flows to fund working capital, capital expenditures, acquisitions and general corporate requirements;

limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; and

placing us at a competitive disadvantage to less leveraged competitors.

Servicing our debt 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 refinance our debt and to fund capital expenditures depends on our ability to generate cash flow in the future. To some extent, this is subject to general economic, financial, competitive, legislative and regulatory factors and other factors that are beyond our control. In addition, the ability to borrow funds under our senior credit facilities in the future will depend on our satisfying the financial covenants in the agreement governing such facilities, including maximum senior and total leverage ratio tests. As of September 30, 2009, approximately \$102.7 million would have been available for general corporate purposes under the revolving credit facility. 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 facilities in an amount sufficient to enable us to pay our debt or to fund other liquidity needs. As a result, we may need to refinance all or a portion of our debt on or before maturity. Our non-extending revolving loan commitments mature in November 2010, our extending revolving loan commitments mature in August 2012 and our term loan matures in November 2012. We cannot assure you that we will be able to refinance any of our debt on favorable terms, if at all. Any inability to generate sufficient cash flow or refinance our debt on favorable terms could have a material adverse effect on our financial condition.

Covenant restrictions under our senior credit facilities and the Indenture may limit our ability to operate our business.

The agreement governing our senior credit facilities and the Indenture contain covenants that may restrict our ability to, among other things, borrow money, pay dividends, make capital expenditures and effect a consolidation, merger or disposal of all or substantially all of our assets. Although the covenants in our senior credit facilities and the Indenture are subject to various exceptions, we cannot assure you that these covenants will not adversely affect our ability to finance future operations or capital needs or to engage in other activities that may be in our best interest. In addition, our long-term debt requires us to maintain specified financial ratios and satisfy certain financial condition tests, which may require that we take action to reduce our debt or to act in a manner contrary to our business objectives. A breach

of any of these covenants could result in a default under our senior credit facilities and the Indenture. If an event of default under our senior credit facilities occurs, the lenders thereunder could elect to declare all amounts outstanding thereunder, together with accrued interest, to be immediately due and payable. In addition, our senior credit facilities are secured by first priority security interests on substantially all of our real and personal property, including the capital stock of our subsidiaries. If we are unable to pay all amounts declared due and payable in the event of

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a default, the lenders could foreclose on these assets. See Description of Other Indebtedness and Description of the Notes for additional information.

The Notes and the guarantees will be unsecured and effectively subordinated to our and the Guarantors existing and future secured indebtedness, to the extent of the value of the assets securing such indebtedness.

The Notes and the guarantees will be our senior unsecured obligations ranking effectively junior in right of payment to all of our existing and future secured indebtedness and that of each Guarantor, including indebtedness under our senior credit facilities, to the extent of the value of the assets securing such indebtedness. Additionally, the Indenture will permit us to incur additional secured indebtedness in the future. In the event that we or a Guarantor is declared bankrupt, becomes insolvent or is liquidated or reorganized, holders of our and our Guarantors secured indebtedness will be entitled to be paid in full from our assets or the assets of the Guarantor, as applicable, securing such indebtedness before any payment may be made with respect to the Notes or the affected guarantees. Holders of the Notes will participate ratably with all holders of our senior unsecured indebtedness, and potentially with all of our other general creditors, based upon the respective amounts owed to each holder or creditor, in our remaining assets. As of September 30, 2009, the Notes and the guarantees would have been effectively subordinated to \$1.03 billion of senior secured indebtedness.

You will not have any claim as a creditor against the subsidiaries that are not Guarantors of the Notes, and the indebtedness and other liabilities, including trade payables, whether secured or unsecured, of nonguarantor subsidiaries will be effectively senior to any claim you may have against these non-guarantor subsidiaries relating to the Notes. Our non-guarantor subsidiaries generated none of our revenues for the nine months ended September 30, 2009 and had none of our assets or liabilities at September 30, 2009. In the event of a bankruptcy, liquidation, reorganization or other winding up of our non-guarantor subsidiaries, holders of their indebtedness and their trade creditors will generally be entitled to payment of their claims from the assets of those non-guarantor subsidiaries before any assets are made available for distribution to us; see Description of the Notes Brief Description of the Notes and the Guarantees for additional information.

The Estate of Craig H. Neilsen owns a majority of our common stock and may have interests that differ from those of the holders of the Notes.

Craig H. Neilsen, our founder and former Chairman of the Board and Chief Executive Officer, died in November 2006. At the time of his death, Mr. Neilsen beneficially owned approximately 56% of our outstanding common stock. As a result of his death, these shares passed by operation of law to Mr. Neilsen's estate (the Estate). The co-executors of the Estate are Ray H. Neilsen, our Chairman of the Board, and Gordon R. Kanofsky, our Chief Executive Officer and Vice Chairman. Craig H. Neilsen's estate plan provides that 25,000,000 shares of our common stock owned by the Estate (or approximately 43% of our shares currently outstanding) will ultimately pass to The Craig H. Neilsen Foundation, a private foundation primarily focused on funding spinal cord injury research and treatment (the Foundation). Messrs. Neilsen and Kanofsky serve as the co-trustees of the Foundation, and they also serve on the Foundation's five-person board of directors.

In light of their control over a majority of our common stock, Messrs. Neilsen and Kanofsky jointly have the ability to elect our entire Board of Directors over time and, except as otherwise provided by law or our Articles of Incorporation or Bylaws, to approve or disapprove other matters that may be submitted to a vote of the stockholders. In addition, Messrs. Neilsen and Kanofsky, as co-executors of the Estate, disclosed in a Schedule 13D amendment filed with the SEC in October 2007 that, on behalf of the Estate, they will continue to review the Estate's liquidity needs and other factors impacting the Estate's investment in our common stock and may evaluate strategic alternatives to the Estate's holdings in us, including possible sales of some or all of our common stock held by the Estate or one or more transactions that could influence or change control of the Company. Some of the factors influencing the Estate's

investment decisions with respect to our common stock could be in conflict with your interests as a noteholder.

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We may not have the ability to raise the funds necessary to finance the change of control offer required by the Indenture.

Upon certain kinds of changes of control, we are required to offer to repurchase all outstanding Notes at 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of repurchase. Any such change of control would also constitute a default under our senior credit facilities. Therefore, upon the occurrence of such a change of control, the lenders under the senior credit facilities would have the right to accelerate their loans and we would be required to prepay all outstanding obligations under the senior credit facilities before the Notes could be repurchased. We cannot assure you that we will have available funds sufficient to pay the change of control purchase price for any or all of the Notes that might be delivered by holders of the Notes seeking to accept the change of control offer. See Description of the Notes Repurchase at the Option of Holders Change of Control and Description of Other Indebtedness for additional information.

Federal and state statutes allow courts, under specific circumstances, to void the guarantees and require noteholders to return payments received from us or the Guarantors.

Our creditors or the creditors of the Guarantors could challenge the guarantees as fraudulent conveyances or on other grounds. Under the federal bankruptcy law and comparable provisions of state fraudulent transfer laws, the delivery of the guarantees could be found to be a fraudulent transfer and declared void if a court determined that the Guarantor, at the time it incurred the indebtedness evidenced by its guarantee:

delivered the guarantee with the intent to hinder, delay or defraud its existing or future creditors;

received less than reasonably equivalent value or did not receive fair consideration for the delivery of the guarantee and any of the following three conditions applies:

the Guarantor was insolvent or rendered insolvent at the time it delivered the guarantee;

the Guarantor was engaged in a business or transaction for which its remaining assets constituted unreasonably small capital; or

the Guarantor intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature.

If a court declares the guarantees to be void, or if the guarantees must be limited or voided in accordance with their terms, any claim you may make against us for amounts payable on the Notes would, with respect to amounts claimed against the Guarantors, be subordinated to the debt of our Guarantors, including trade payables. The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a Guarantor would be considered insolvent if:

the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all of its assets;

the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

it could not pay its debts as they become due.

On the basis of historical financial information, recent operating history and other factors, we believe that each Guarantor, after giving effect to its guarantee of the Notes, will not be insolvent, will not have unreasonably small capital for the business in which it is engaged and will not have incurred debts beyond its ability to pay such debts as they mature. We cannot assure you, however, as to what standard a court would apply in making these determinations or that a court would agree with our conclusions in this regard.

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We may require you to dispose of your Notes or redeem your Notes if required by applicable gaming regulations.

Gaming authorities in any jurisdiction to which we or any of our subsidiaries are or may become subject have the power to investigate any of our debt security holders, including holders of the Notes. These gaming authorities may, in their discretion, require a holder of any of our debt securities to file applications, be investigated and be found suitable to own our debt securities, and the costs of the investigation of such finding of suitability will be the responsibility of such holder. Any person who fails or refuses to apply for a finding of suitability or a license within 30 days after being ordered to do so by such gaming authorities may be found unsuitable. Under certain circumstances, we have the right, at our option, to cause a holder to dispose of its Notes or to redeem its Notes in order to comply with gaming laws to which we are subject. See [Description of the Notes](#) [Redemption Based on Gaming Laws](#) for additional information.

The Notes were issued with original issue discount for U.S. federal income tax purposes.

The Notes were issued with original issue discount (OID) for U.S. federal income tax purposes to the extent that the issue price of the Notes was less than their stated principal amount. A U.S. holder of a Note will have to report any OID as income as it accrues (prior to the receipt of cash attributable thereto), based on a constant yield method and regardless of the U.S. holder's regular method of accounting for U.S. federal income tax purposes. See [Summary of Certain United States Federal Income Tax Considerations](#).

If a bankruptcy petition were filed by or against us, holders of the Notes may receive a lesser amount for their claim than they would have been entitled to receive under the Indenture.

If a bankruptcy petition were filed by or against us under the U.S. Bankruptcy Code after the issuance of the Notes, the claim by any holder of the Notes for the principal amount of the Notes may be limited to an amount equal to the sum of:

the original issue price for the Notes; and

that portion of the original issue discount that does not constitute unmatured interest for purposes of the U.S. Bankruptcy Code.

Any original issue discount that was not amortized as of the date of the bankruptcy filing would constitute unmatured interest. Accordingly, holders of the Notes under these circumstances may receive a lesser amount than they would be entitled to receive under the terms of the Indenture, even if sufficient funds are available.

Risks Related to Our Business

Our business is sensitive to reductions in discretionary consumer spending as a result of downturns in the economy.

Our business has been and may continue to be adversely affected by the economic downturn currently being experienced in the United States, as we are highly dependent on discretionary spending by our guests. We are not able to predict the length or severity of the downturn. Changes in discretionary consumer spending or consumer preferences brought about by factors such as increased unemployment, significant increases in energy prices, perceived or actual deterioration in general economic conditions, the current housing crisis, the current credit crisis, bank failures and the potential for additional bank failures, perceived or actual decline in disposable consumer income and wealth and changes in consumer confidence in the economy may continue to reduce customer demand for the leisure activities we offer and adversely affect our revenues and cash flow.

Conditions in the financial system and the capital and credit markets may negatively affect our business, results of operations and financial condition.

The current difficulties in the banking system and financial markets has resulted in a severe tightening in the credit markets, a low level of liquidity in many financial markets and other adverse conditions for

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issuers in fixed income and equity markets. Within the past two years, these markets have experienced disruption that has had a significant impact on the availability and cost of capital and credit. While the United States and other governments have enacted legislation and taken other actions to help alleviate these conditions, there is no assurance that such steps will have the effect of easing the conditions in credit and capital markets. Therefore, we have no assurance that we will have further access to credit or capital markets at desirable times or at rates that we would consider acceptable, and the lack of such funding could have a material adverse effect on our business, results of operations and financial condition, including our ability to refinance our senior credit facilities, which mature at various dates from November 2010 to November 2012. We are unable to predict the duration or severity of the current disruption in the capital and credit markets, or its further impact on the larger economy.

The gaming industry is very competitive and increased competition could have a material adverse effect on our future operations.

The gaming industry is very competitive and we face dynamic competitive pressures in each of our markets. Several of our competitors are larger and have greater financial and other resources. We may choose or be required to take actions in response to competitors that may increase our marketing costs and other operating expenses.

Our operating properties are located in jurisdictions that restrict gaming to certain areas or are adjacent to states that prohibit or restrict gaming operations. These restrictions and prohibitions provide substantial benefits to our business and our ability to attract and retain guests. The legalization or expanded legalization or authorization of gaming within or near a market area of one of our properties could result in a significant increase in competition and have a material adverse effect on our business, financial condition and results of operations. Economic difficulties faced by state governments, as well as the increased acceptance of gaming as a leisure activity, could lead to intensified political pressure for the expansion of legalized gaming.

In 2007, the Kansas legislature enacted a law that authorizes up to four state-owned and operated freestanding casinos and three racetrack slot machine parlors developed and managed by third parties. At that time, one casino and one racetrack location were authorized in Wyandotte County in the greater Kansas City market. The owner of the potential racetrack slot machine parlor license surrendered its racing license due to concerns about the tax rate that would apply to its gaming operations, which was substantially higher than the tax rate in Missouri or applicable to Kansas freestanding casinos. The future status of the racetrack license is uncertain. On December 1, 2009, the Kansas Lottery Gaming Facility Review Board selected a proposal by a partnership that includes a major commercial casino operator to develop a large land-based casino and entertainment facility at the Kansas Speedway, approximately 24 miles from Ameristar Kansas City. Subject to state licensing and the satisfaction of other conditions, construction of the project is expected to begin in the second half of 2010 and to be completed in the first quarter of 2012. This facility will provide significant additional competition for Ameristar Kansas City that could have a material adverse effect on the results of operations of that property.

Our East Chicago property currently competes with seven other casino gaming facilities in the Chicagoland market in Indiana and Illinois, and with one Native American casino in Michigan. The property's principal competitor is located in Hammond, Indiana, which is closer to and has better access for customers who live in Chicago, Illinois and the Chicago suburbs that are the primary feeder markets for Ameristar East Chicago. The Hammond facility opened a \$485 million expansion in July 2008 that has adversely affected our property's business, particularly table games and poker, and we expect will continue to do so.

In December 2008, the Illinois Gaming Board awarded the dormant tenth Illinois gaming license to a developer for a property in Des Plaines, Illinois, located approximately 40 miles from Ameristar East Chicago. From time to time, the Illinois legislature has also considered other forms of gaming expansion in the state, including a land-based casino in the City of Chicago, new riverboat casinos, the authorization of slot machines at the existing racetracks and an

increase in the number of authorized gaming positions at each of the existing Illinois casinos (which are currently limited to 1,200 positions). If the Des Plaines facility is developed or

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Illinois materially expands gaming, particularly in downtown Chicago or the south Chicago suburbs, the additional competition could materially adversely affect the financial performance of Ameristar East Chicago.

In December 2007, a competitor opened a new casino in downtown St. Louis, approximately 22 miles from Ameristar St. Charles, and the same competitor is currently developing a second casino facility in southeastern St. Louis County, approximately 30 miles from Ameristar St. Charles. The southeastern St. Louis County facility is expected to open in March 2010. The new gaming facility in downtown St. Louis has resulted in significant additional competition for Ameristar St. Charles, and the casino under construction in southeastern St. Louis County is also expected to impact Ameristar St. Charles' business. The same operator owns another casino that has operated in downtown St. Louis since the early 1990s, which the operator previously indicated it may seek to move to another location in the St. Louis market. In addition, if legislation is enacted in Illinois to permit the operation of slot machines at racetracks, Ameristar St. Charles would face additional competition from the racetrack near East St. Louis, Illinois.

In Vicksburg, a \$100 million casino-hotel opened in October 2008. The additional competition has adversely affected the financial results of the other casinos in the market, including Ameristar Vicksburg.

Additionally, in 2005, a \$200 million casino development project in Vicksburg received preliminary approval from the Mississippi Gaming Commission, but it is not currently known if or when this development will occur.

Native American gaming facilities in some instances operate under regulatory and financial requirements that are less stringent than those imposed on state-licensed casinos, which could provide them with a competitive advantage and lead to increased competition in our markets. In December 2007, the National Indian Gaming Commission (the NIGC) approved the request of the Ponca Tribe of Nebraska to have a five-acre parcel owned by the tribe in Carter Lake, Iowa, located five miles from Ameristar Council Bluffs, approved for the operation of gaming. In December 2008, in a lawsuit brought by the State of Nebraska and joined by the State of Iowa and the City of Council Bluffs, the federal court reversed the NIGC's decision. The U.S. Department of the Interior has filed an appeal of the federal court ruling. If the Tribe is allowed to conduct gaming at this location, the additional competition would adversely affect our Council Bluffs business.

The entry into our current markets of additional competitors could have a material adverse effect on our business, financial condition and results of operations, particularly if a competitor were to obtain a license to operate a gaming facility in a superior location. Furthermore, increases in the popularity of, and competition from, Internet and other account wagering and gaming services, which allow customers to wager on a wide variety of sporting events and play Las Vegas-style casino games from home, could have a material adverse effect on our business, financial condition, operating results and prospects.

If the jurisdictions in which we operate increase gaming taxes and fees, our results could be adversely affected.

State and local authorities raise a significant amount of revenue through taxes and fees on gaming activities. From time to time, legislators and government officials have proposed changes in tax laws, or in the administration of such laws, affecting the gaming industry. Periods of economic downturn and budget deficits, such as are currently being experienced in many states, may intensify such efforts to raise revenues through increases in gaming taxes.

If the jurisdictions in which we operate were to further increase gaming taxes or fees, depending on the magnitude of the increase and any offsetting factors (such as the elimination of the buy-in limit in Missouri that became effective in November 2008), our financial condition and results of operations could be materially adversely affected.

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Our business is subject to restrictions and limitations imposed by gaming regulatory authorities that could adversely affect us.

The ownership and operation of casino gaming facilities are subject to extensive state and local regulation. The states of Missouri, Iowa, Indiana, Mississippi, Colorado and Nevada and the applicable local authorities require various licenses, findings of suitability, registrations, permits and approvals to be held by us and our subsidiaries. The Missouri Gaming Commission, the Iowa Racing and Gaming Commission, the Indiana Gaming Commission, the Mississippi Gaming Commission, the Colorado Limited Gaming Control Commission and the Nevada Gaming Commission may, among other things, limit, condition, suspend, revoke or not renew a license or approval to own the stock of any of our Missouri, Iowa, Indiana, Mississippi, Colorado or Nevada subsidiaries, respectively, for any cause deemed reasonable by such licensing authority. Our gaming licenses in Missouri and Colorado must be renewed every two years, our gaming licenses in Iowa and Indiana must be renewed every year, and our gaming license in Mississippi must be renewed every three years. If we violate gaming laws or regulations, substantial fines could be levied against us, our subsidiaries and the persons involved, and we could be forced to forfeit portions of our assets. The suspension, revocation or non-renewal of any of our licenses or the levy on us of substantial fines or forfeiture of assets could have a material adverse effect on our business, financial condition and results of operations.

To date, we have obtained all governmental licenses, findings of suitability, registrations, permits and approvals necessary for the operation of our currently operating gaming activities. However, gaming licenses and related approvals are deemed to be privileges under the laws of all the jurisdictions in which we operate. We cannot assure you that our existing licenses, permits and approvals will be maintained or extended. We also cannot assure you that any new licenses, permits and approvals that may be required in the future will be granted to us.

We are subject to the risk of rising interest rates.

Our outstanding debt under our senior credit facilities bears interest at variable rates. However, we have entered into interest rate protection agreements expiring in July 2010 with counterparty banks with respect to substantially all of this debt. As of September 30, 2009, we had \$1.03 billion outstanding under our senior credit facilities. If short-term interest rates rise, our interest cost may increase, which would adversely affect our net income and available cash.

Our business may be adversely affected by legislation prohibiting tobacco smoking.

Legislation in various forms to ban indoor tobacco smoking has recently been enacted or introduced in many states and local jurisdictions, including several of the jurisdictions in which we operate. Effective January 1, 2008, a Colorado smoking ban was extended to include casino floors. We believe this ban has significantly negatively impacted business volumes in all Colorado gaming markets. In April 2008, voters in the City of Kansas City approved a ballot measure, which was subsequently modified by the City Council, that prohibits smoking in most indoor public places within the City, including restaurants, but which contains an exemption for casino floors and 20% of all hotel rooms. One of Ameristar Kansas City's competitors is not subject to a smoking ban in any form, which we believe has had some negative impact on our business. On July 1, 2008, a statewide indoor smoking ban went into effect in the State of Iowa. The law includes an exemption for casino floors and 20% of all hotel rooms. Several bills have been introduced in the Iowa General Assembly that would either remove the casino floor exemption or further prohibit smoking in indoor public places. Similar bills have been introduced in the Indiana and Missouri General Assemblies. If additional restrictions on smoking are enacted in jurisdictions in which we operate, particularly if such restrictions are applicable to casino floors, our business could be materially adversely affected.

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Adverse weather conditions or natural disasters in the areas in which we operate, or other conditions that restrict access to our properties, could have an adverse effect on our results of operations and financial condition.

Adverse weather conditions, particularly flooding, heavy snowfall and other extreme conditions, as well as natural disasters, can deter our guests from traveling or make it difficult for them to visit our properties. If any of our properties were to experience prolonged adverse weather conditions, or if multiple properties were to simultaneously experience adverse weather conditions, our results of operations and financial condition would be adversely affected. Our business may also be adversely affected by other events or conditions that restrict access to our properties, such as road closures.

We have limited insurance coverage for earthquake damage at our properties. Several of our properties, particularly Ameristar St. Charles, are located near historically active earthquake faults. In the event one of our properties were to sustain significant damage from an earthquake, our business could be materially adversely affected.

Many factors, some of which are beyond our control, could adversely affect our ability to successfully complete our construction and development projects as planned.

General Construction Risks – Delays and Cost Overruns. Construction and expansion projects for our properties entail significant risks. These risks include: (1) shortages of materials (including slot machines or other gaming equipment); (2) shortages of skilled labor or work stoppages; (3) unforeseen construction scheduling, engineering, environmental or geological problems; (4) weather interference, floods, hurricanes, fires or other casualty losses; (5) unanticipated cost increases; (6) delays or increased costs in obtaining required governmental permits and approvals; and (7) construction period disruption to existing operations.

Our anticipated costs and construction periods for construction projects are based upon budgets, conceptual design documents and construction schedule estimates prepared by us in consultation with our architects, consultants and contractors. The cost of any construction project undertaken by us may vary significantly from initial expectations, and we may have a limited amount of capital resources to fund cost overruns on any project. If we cannot finance cost overruns on a timely basis, the completion of one or more projects may be delayed until adequate cash flows from operations or other financing is available. The completion date of any of our construction projects could also differ significantly from initial expectations for construction-related or other reasons. We cannot assure you that any project will be completed on time, if at all, or within established budgets. Significant delays or cost overruns on our construction projects could have a material adverse effect on our business, financial condition and results of operations. We are currently engaged in litigation with the general contractor for our St. Charles hotel project, which was completed later and at a higher cost than originally announced.

From time to time, we may employ fast-track design and construction methods in our construction and development projects. This involves the design of future stages of construction while earlier stages of construction are underway. Although we believe the use of fast-track design and construction methods may reduce the overall construction time, these methods may not always result in such reductions, often involve greater construction costs than otherwise would be incurred and may increase the risk of disputes with contractors, all of which could have a material adverse effect on our business, financial condition and results of operations.

Construction Dependent upon Available Financing and Cash Flows from Operations. The availability of funds under our senior credit facilities at any time are dependent upon, among other factors, the amount of our consolidated earnings before interest, taxes, depreciation and amortization expense, as defined in the senior credit facilities (EBITDA), during the preceding four full fiscal quarters. Our future operating performance will be subject to financial, economic, business, competitive, regulatory and other factors, many of which are beyond our control. Accordingly, we cannot assure you that our future consolidated EBITDA and the resulting availability of operating

cash flows or borrowing capacity will be sufficient to allow us to undertake or complete current or future construction projects.

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As a result of operating risks, including those described in this section, and other risks associated with a new venture, we cannot assure you that, once completed, any development project will increase our operating profits or operating cash flows.

Our business may be materially impacted by an act of terrorism or by additional security requirements that may be imposed on us.

The U.S. Department of Homeland Security has stated that places where large numbers of people congregate, including hotels, are subject to a heightened risk of terrorism. An act of terrorism affecting one of our properties, whether or not covered by insurance, or otherwise affecting the gaming, travel or tourism industry in the United States, may have a material adverse effect on our business. Additionally, our business may become subject to increased security measures designed to prevent terrorist acts.

Our business may be adversely affected by our ability to retain and attract key personnel.

We depend on the continued performance of our entire senior executive team. If we lose the services of any of our key executives or our senior property management personnel and cannot replace such persons in a timely manner, it could have an adverse effect on our business.

We have experienced and expect to continue to experience strong competition in hiring and retaining qualified property and corporate management personnel, including competition from numerous Native American gaming facilities that are not subject to the same taxation regimes as we are and therefore may be willing and able to pay higher rates of compensation. From time to time, we have a number of vacancies in key corporate and property management positions. If we are unable to successfully recruit and retain qualified management personnel at our properties or at our corporate level, our results of operations could be adversely affected.

As we recruit personnel, we expect successful candidates to exhibit a collaborative, communicative and collegial nature. We also employ a high degree of centralization in a generally highly decentralized industry. These factors create risk in attracting management personnel in a timely fashion, as well as hiring candidates we expect to be successful within our Company.

The concentration and evolution of the slot machine manufacturing industry could impose additional costs on us.

The majority of our revenues are attributable to slot machines operated by us at our casinos. It is important, for competitive reasons, that we offer the most popular and up-to-date slot machine games with the latest technology to our guests.

We believe that a substantial majority of the slot machines sold in the U.S. in 2008 were manufactured by a few companies. In addition, we believe that one company in particular provided a majority of all slot machines sold in the U.S. in 2008.

In recent years, the prices of new slot machines have escalated faster than the rate of inflation. Furthermore, in recent years, slot machine manufacturers have frequently refused to sell slot machines featuring the most popular games, instead requiring participating lease arrangements in order to acquire the machines. Participation slot machine leasing arrangements typically require the payment of a fixed daily rental. Such agreements may also include a percentage payment of coin-in or net win. Generally, a participating lease is substantially more expensive over the long term than the cost to purchase a new machine.

For competitive reasons, we may be forced to purchase new slot machines or enter into participating lease arrangements that are more expensive than our costs associated with the continued operation of our existing slot machines. If the newer slot machines do not result in sufficient incremental revenues to offset the increased investment and participating lease costs, it could hurt our profitability.

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Any loss from service of our riverboat and barge facilities for any reason could materially adversely affect us.

Our riverboat and barge facilities could be lost from service due to casualty, mechanical failure, extended or extraordinary maintenance, floods or other severe weather conditions.

The Ameristar Vicksburg site has experienced ongoing geologic instability that requires periodic maintenance and improvements. Although we have reinforced the cofferdam basin in which the vessel is drydocked on a concrete foundation, further reinforcements may be necessary. We are also monitoring the site to evaluate what further steps may be necessary to stabilize the site to permit operations to continue. A site failure would require Ameristar Vicksburg to limit or cease operations.

The loss of a riverboat or barge facility from service for any period of time likely would adversely affect our operating results and borrowing capacity under our senior credit facilities in an amount that we are unable to reasonably accurately estimate. It could also result in the occurrence of an event of a default under our senior credit facilities.

We are subject to non-gaming regulation.

We are subject to certain federal, state and local environmental laws, regulations and ordinances that apply to non-gaming businesses generally, including the Clean Air Act, the Clean Water Act, the Resource Conservation Recovery Act, the Comprehensive Environmental Response, Compensation and Liability Act and the Oil Pollution Act of 1990. Under various federal, state and local laws and regulations, an owner or operator of real property may be held liable for the costs of removal or remediation of certain hazardous or toxic substances or wastes located on its property, regardless of whether or not the present owner or operator knows of, or is responsible for, the presence of such substances or wastes. We have not identified any issues associated with our properties that could reasonably be expected to have an adverse effect on us or the results of our operations. However, certain of our properties are located in industrial areas or were used for industrial purposes for many years. As a consequence, it is possible that historical or neighboring activities have affected one or more of our properties and that, as a result, environmental issues could arise in the future, the precise nature of which we cannot now predict. We do not have environmental liability insurance to cover most such events, and the environmental liability insurance coverage we maintain to cover certain events includes significant limitations and exclusions. In addition, if we discover any significant environmental contamination affecting any of our properties, we could face material remediation costs or additional development costs for future expansion activities.

Regulations adopted by the Financial Crimes Enforcement Network of the U.S. Treasury Department require us to report currency transactions in excess of \$10,000 occurring within a gaming day, including identification of the patron by name and social security number. U.S. Treasury Department regulations also require us to report certain suspicious activity, including any transaction that exceeds \$5,000 if we know, suspect or have reason to believe that the transaction involves funds from illegal activity or is designed to evade federal regulations or reporting requirements. Substantial penalties can be imposed against us if we fail to comply with these regulations.

Our riverboats must comply with certain federal and state laws and regulations with respect to boat design, on-board facilities, equipment, personnel and safety. In addition, we are required to have third parties periodically inspect and certify all of our casino barges for stability and single compartment flooding integrity. Our casino barges also must meet local fire safety standards. We would incur additional costs if any of our gaming facilities were not in compliance with one or more of these regulations.

We are also subject to a variety of other federal, state and local laws and regulations, including those relating to zoning, construction, land use, employment, advertising and the sale of alcoholic beverages. If we are not in compliance with these laws and regulations, it could have a material adverse effect on our business, financial

condition and results of operations.

The imposition of a substantial penalty or the loss of service of a gaming facility for a significant period of time would have a material adverse effect on our business.

Table of Contents**USE OF PROCEEDS**

We will not receive any cash proceeds from the issuance of the exchange notes. In consideration for issuing the exchange notes, we will receive outstanding notes in like original principal amount at maturity. All outstanding notes received in the exchange offer will be cancelled. Because we are exchanging the exchange notes for the outstanding notes, which have substantially identical terms, the issuance of the exchange 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 outstanding notes.

After deducting discounts and expenses, the proceeds from the issuance of the outstanding notes were used to repay and permanently retire a portion of the revolving loans outstanding under our senior credit facilities at par.

CAPITALIZATION

The following table sets forth our capitalization as of September 30, 2009, on a consolidated basis. The information presented in the table below should be read in conjunction with *Use of Proceeds* and *Selected Historical Consolidated and Other Financial Data* included elsewhere in this prospectus as well as the consolidated historical financial statements and notes thereto incorporated into this prospectus by reference.

	As of September 30, 2009 (unaudited) (in millions)
Cash and cash equivalents	\$ 132.1
Debt:	
Senior credit facility	\$ 1,028.0
91/4% Senior Notes due 2014, net of \$13.5 million discount	636.5
Other borrowings	0.9
Total debt	1,665.4
Stockholders' equity	394.7
Total capitalization	\$ 2,060.1

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The following table presents our selected historical consolidated financial information. This data was derived, in part, from our historical consolidated financial statements for the five years ended December 31, 2008 and the unaudited condensed consolidated financial statements for the nine months ended September 30, 2009 and 2008 and reflects our operations and financial position at the dates and for the periods indicated. The information in this table should be read in conjunction with the consolidated financial statements and accompanying notes, which are incorporated herein by reference to our Annual Report on Form 10-K for the year ended December 31, 2008, as well as other financial data included herein.

Our unaudited interim consolidated financial statements were prepared on a basis consistent with our audited consolidated financial statements. In our opinion, the unaudited interim consolidated financial statements include all adjustments necessary for a fair presentation of those statements. Our results for the nine months ended September 30, 2009 are not necessarily indicative of the results for the year ending December 31, 2009.

	Year Ended December 31,					Nine Months Ended September 30,	
	2008	2007	2006	2005	2004	2009	2008
	(amounts in thousands, except per share data)						
Component of Operations							
REVENUES:							
Total	\$ 1,296,806	\$ 1,083,380	\$ 1,008,311	\$ 974,178	\$ 856,901	\$ 949,547	\$ 1,000,000
Sales of beverage	156,987	136,471	131,795	125,918	114,010	103,970	112,000
Other	56,024	30,844	27,972	25,355	26,082	47,084	40,000
Other	38,491	30,387	29,082	26,041	23,166	25,012	20,000
Other	1,548,308	1,281,082	1,197,160	1,151,492	1,020,159	1,125,613	1,190,000
Other	(280,406)	(200,559)	(196,862)	(190,134)	(165,461)	(201,444)	(200,000)
Total	1,267,902	1,080,523	1,000,298	961,358	854,698	924,169	990,000
OPERATING EXPENSES:							
Total	604,747	478,504	439,101	431,101	379,909	421,898	400,000
Sales of beverage	74,650	70,439	68,744	66,299	63,758	49,270	50,000
Other	11,221	9,341	6,780	6,454	6,565	6,496	6,000
Other	21,154	19,157	18,749	16,503	13,687	11,340	10,000
General and administrative	265,622	229,801	200,588	186,050	157,907	180,579	200,000
Depreciation and amortization	105,895	94,810	93,889	85,366	73,236	78,807	70,000
Impairment loss on assets	315,531	4,758	931	869	174	107	100,000

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