

B I ISLE PARTNERSHIP LP
Form SC 13D/A
May 14, 2010

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 6)

Isle of Capri Casinos, Inc.
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

147575104
(CUSIP Number)

Robert L. Newmark

Bryan Cave LLP

One Metropolitan Square

211 North Broadway, Suite 3600

St. Louis, MO 63102

(314) 259-2000

(Name, Address and Telephone Number of Persons
Authorized to Receive Notices and Communications)

05/14/2010
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

(Continued on following pages)

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1

JEFFREY D. GOLDSTEIN

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

Not Applicable

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S.

NUMBER OF

SOLE VOTING POWER

7

SHARES

831,912 shares

SHARED VOTING POWER

BENEFICIALLY

8

12,810,834 shares

OWNED BY

SOLE DISPOSITIVE POWER

EACH

9

831,912 shares

REPORTING

SHARED DISPOSITIVE POWER

10

PERSON WITH

12,810,834 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

13,642,746 shares

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.0%

TYPE OF REPORTING PERSON (See Instructions)

14

IN

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1

RICHARD A. GOLDSTEIN

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

Not Applicable

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S.

NUMBER OF

SOLE VOTING POWER

7

SHARES

684,292 shares

SHARED VOTING POWER

BENEFICIALLY

8

12,810,834 shares

OWNED BY

SOLE DISPOSITIVE POWER

EACH

9

684,292 shares

REPORTING

SHARED DISPOSITIVE POWER

10

PERSON WITH

12,810,834 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

13,495,126 shares

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

41.6%

TYPE OF REPORTING PERSON (See Instructions)

14

IN

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1

ROBERT S. GOLDSTEIN

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

Not Applicable

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S.

NUMBER OF

SOLE VOTING POWER

7

SHARES

809,299 shares

SHARED VOTING POWER

BENEFICIALLY

8

13,350,834 shares

OWNED BY

SOLE DISPOSITIVE POWER

EACH

9

809,299 shares

REPORTING

SHARED DISPOSITIVE POWER

10

PERSON WITH

13,350,834 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

14,160,133 shares

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

43.6%

TYPE OF REPORTING PERSON (See Instructions)

14

IN

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1

GOLDSTEIN GROUP, INC.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

Not Applicable

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

IOWA

NUMBER OF

SOLE VOTING POWER

7

SHARES

2,898,243 shares

SHARED VOTING POWER

BENEFICIALLY

8

0 shares

OWNED BY

SOLE DISPOSITIVE POWER

EACH

9

2,898,243 shares

REPORTING

SHARED DISPOSITIVE POWER

10

PERSON WITH

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,898,243 shares

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

8.9%

TYPE OF REPORTING PERSON (See Instructions)

14

CO

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1

B.I.J.R.R. ISLE, INC.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

Not Applicable

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

MISSOURI

NUMBER OF

SOLE VOTING POWER

7

SHARES

9,273,115 shares

SHARED VOTING POWER

BENEFICIALLY

8

0 shares

OWNED BY

SOLE DISPOSITIVE POWER

EACH

9

9,273,115 shares

REPORTING

SHARED DISPOSITIVE POWER

10

PERSON WITH

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

9,273,115 shares

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

28.6%

TYPE OF REPORTING PERSON (See Instructions)

14

CO

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1

B.I. ISLE PARTNERSHIP, L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

Not Applicable

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

MISSOURI

NUMBER OF

SOLE VOTING POWER

7

SHARES

4,502,625 shares

SHARED VOTING POWER

BENEFICIALLY

8

0 shares

OWNED BY

SOLE DISPOSITIVE POWER

EACH

9

4,502,625 shares

REPORTING

SHARED DISPOSITIVE POWER

10

PERSON WITH

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

4,502,625 shares

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

13.9%

TYPE OF REPORTING PERSON (See Instructions)

14

PN

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1

ROB ISLE PARTNERSHIP, L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

Not Applicable

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

MISSOURI

NUMBER OF

SOLE VOTING POWER

7

SHARES

1,400,000 shares

SHARED VOTING POWER

BENEFICIALLY

8

0 shares

OWNED BY

SOLE DISPOSITIVE POWER

EACH

9

1,400,000 shares

REPORTING

SHARED DISPOSITIVE POWER

10

PERSON WITH

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,400,000 shares

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.3%

TYPE OF REPORTING PERSON (See Instructions)

14

PN

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

2 **RICH ISLE PARTNERSHIP, L.P.**
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) [X]
 (b) []

3 SEC USE ONLY
 SOURCE OF FUNDS (See Instructions)

4 **Not Applicable**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
MISSOURI

NUMBER OF	7	SOLE VOTING POWER
SHARES		1,400,000 shares
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0 shares
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		1,400,000 shares
PERSON WITH	10	SHARED DISPOSITIVE POWER
		0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,400,000 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
 Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.3%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

2 **JEFF ISLE PARTNERSHIP, L.P.**
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) [X]
 (b) []

3 SEC USE ONLY
 SOURCE OF FUNDS (See Instructions)

4 **Not Applicable**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
MISSOURI

NUMBER OF	7	SOLE VOTING POWER
SHARES		1,400,000 shares
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0 shares
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		1,400,000 shares
PERSON WITH	10	SHARED DISPOSITIVE POWER
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		0 shares

11 **1,400,000 shares**

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
 Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.3%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1

I.G. ISLE PARTNERSHIP, L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

Not Applicable

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

MISSOURI

NUMBER OF

SOLE VOTING POWER

7

SHARES

570,490 shares

SHARED VOTING POWER

BENEFICIALLY

8

0 shares

OWNED BY

SOLE DISPOSITIVE POWER

EACH

9

570,490 shares

REPORTING

SHARED DISPOSITIVE POWER

10

PERSON WITH

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

570,490 shares

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.8%

TYPE OF REPORTING PERSON (See Instructions)

14

PN

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1

ROBERT S. GOLDSTEIN 2008 IRREVOCABLE TRUST

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

Not Applicable

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

MISSOURI

NUMBER OF

SOLE VOTING POWER

7

SHARES

540,000 shares

SHARED VOTING POWER

BENEFICIALLY

8

0 shares

OWNED BY

SOLE DISPOSITIVE POWER

EACH

9

540,000 shares

REPORTING

SHARED DISPOSITIVE POWER

10

PERSON WITH

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

540,000 shares

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.7%

TYPE OF REPORTING PERSON (See Instructions)

14

OO

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

2 **JOSHUA MILLAN**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S.

NUMBER OF

SOLE VOTING POWER

7

SHARES

12,649 shares

SHARED VOTING POWER

BENEFICIALLY

8

0 shares

OWNED BY

SOLE DISPOSITIVE POWER

EACH

9

12,649 shares

REPORTING

SHARED DISPOSITIVE POWER

10

PERSON WITH

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

12,649 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

Less than one percent

TYPE OF REPORTING PERSON (See Instructions)

14

IN

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

2 **NATHAN MILLAN**
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) [X]
 (b) []

3 SEC USE ONLY
 SOURCE OF FUNDS (See Instructions)

4 **Not Applicable**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.

NUMBER OF	7	SOLE VOTING POWER
SHARES		12,500 shares
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0 shares
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		12,500 shares
PERSON WITH	10	SHARED DISPOSITIVE POWER
		0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,500 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
 Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than one percent

14 TYPE OF REPORTING PERSON (See Instructions)
IN

EXPLANATORY NOTE: This Amendment No. 6 is being made to reflect that the persons filing this Schedule 13D (the Filing Persons) have entered into an Agreement, dated as of April 30, 2010 (the Agreement) and a Letter Agreement, dated as of May 14, 2010 (the Letter Agreement) and collectively with the Agreement, the Goldstein Family Agreement). Jeffrey D. Goldstein, Robert S. Goldstein and Richard A. Goldstein are brothers and serve in various fiduciary capacities with respect to certain of the Filing Persons and other family trusts or entities (collectively, the "Goldstein Family") that have or may acquire beneficial ownership of the shares of common stock, par value \$.01 per share (the Common Stock), of Isle of Capri Casinos, Inc., a Delaware corporation ("Isle of Capri" or the "Issuer"). The Robert S. Goldstein 2008 Irrevocable Trust is a trust formed by Robert S. Goldstein and its trustees are his adult children Michael F. Goldstein, Marc D. Goldstein and Lauren S. Goldstein. Joshua Millan and Nathan Millan are the nephews of each of Jeffrey D. Goldstein, Richard A. Goldstein and Robert S. Goldstein. As a result of planning for management of Goldstein Family investments following the passing of Bernard Goldstein, the Filing Persons have entered into the Goldstein Family Agreement to coordinate with each other to ensure their interests are appropriately considered by the Board of Directors of Isle of Capri. By virtue of the Goldstein Family Agreement, the Filing Persons may be deemed to have formed a group for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act).

ITEM 1. SECURITY AND ISSUER

This Schedule 13D relates to the Common Stock of Isle of Capri. Isle of Capri's principal executive offices are located at 600 Emerson Road, Suite 300, St. Louis, Missouri 63141.

ITEM 2. IDENTITY AND BACKGROUND

This Schedule 13D is being filed by Jeffrey D. Goldstein, Richard A. Goldstein, Robert S. Goldstein, Goldstein Group, Inc., B.I.J.R.R. Isle, Inc., B.I. Isle Partnership, L.P., Rob Isle Partnership, L.P., Rich Isle Partnership, L.P., Jeff Isle Partnership, L.P., I.G. Isle Partnership, the Robert S. Goldstein 2008 Irrevocable Trust, Joshua Millan and Nathan Millan.

(a) - (c) Jeffrey D. Goldstein is a Director of Isle of Capri and the brother of Richard A. Goldstein and Robert S. Goldstein. Jeffrey D. Goldstein is the Chairman and President of Alter Company, a wholly owned subsidiary of the Goldstein Group, Inc., whose principal business is the transportation of commodities on the inland waterways and the Vice Chairman of the Board and President of Goldstein Group, Inc. Jeffrey D. Goldstein's business address is 2117 State Street, Suite 300, Bettendorf, Iowa 52722.

Richard A. Goldstein is a Director of Isle of Capri and the brother of Jeffrey D. Goldstein and Robert S. Goldstein, Vice President of Alter Trading Corporation, a wholly owned subsidiary of the Goldstein Group, Inc., whose principal business is scrap metal recycling and Executive Vice President of Goldstein Group, Inc. Richard A. Goldstein's business address is 700 Office Parkway, St. Louis, Missouri 63141. Alter Trading Corporation has no ownership of securities of Isle of Capri.

Robert S. Goldstein is a Director and Vice Chairman of Isle of Capri, and the brother of Jeffrey D. Goldstein and Richard A. Goldstein. Robert S. Goldstein is the Chairman, Chief Executive Officer and President of Alter Trading Corporation and has been associated with that company since 1977 and is the Chairman of the Board and CEO of Goldstein Group, Inc. Mr. Goldstein's business address is 700 Office Parkway, St. Louis, Missouri 63141.

Goldstein Group, Inc. is an Iowa corporation which was formed by the Goldstein family as a holding company. The Goldstein Group, Inc. owns 100% of the shares of the Alter Company and Alter Trading Corporation. Its business address is 2117 State Street, Suite 300, Bettendorf, Iowa 52722.

B.I.J.R.R. Isle, Inc. is a Missouri corporation wholly-owned by members of the Goldstein family. It is the sole general partner of B.I. Isle Partnership, L.P., Rob Isle Partnership, L.P., Rich Isle Partnership, L.P., Jeff Isle Partnership, L.P. and I.G. Isle Partnership, L.P. Robert S. Goldstein, Richard A. Goldstein and Jeffrey D. Goldstein are each a Co-Chairman and Chief Executive Officer of B.I.J.R.R. Isle, Inc. The address for B.I.J.R.R. Isle, Inc. is c/o Michael Newmark, Bryan Cave LLP, 211 N. Broadway, Suite 3600, St. Louis, Missouri 63102.

B.I. Isle Partnership, L.P., Rob Isle Partnership, L.P., Rich Isle Partnership, L.P., Jeff Isle Partnership, L.P. and I.G. Isle Partnership, L.P. are Missouri limited partnerships established to facilitate a number of planning objectives for the Goldstein family. The limited partnership interests of B.I. Isle Partnership, L.P. were held initially by Bernard Goldstein and his spouse, Irene Goldstein. The limited partnership interests of Rob Isle Partnership, L.P. were held initially by Robert S. Goldstein. The limited partnership interests of Rich Isle Partnership, L.P. were held initially by Richard A. Goldstein. The limited partnership interests of Jeff Isle Partnership, L.P. were held initially by Jeffrey D. Goldstein. The limited partnership interests of I.G. Isle Partnership, L.P. were held initially by Irene Goldstein. The address for each of these limited partnerships is c/o Michael Newmark, Bryan Cave LLP, 211 N. Broadway, Suite 3600, St. Louis, Missouri 63102.

The Robert S. Goldstein 2008 Irrevocable Trust is a trust formed under the laws of the State of Missouri. The trustees of the Robert S. Goldstein 2008 Irrevocable Trust are Michael F. Goldstein, Marc D. Goldstein and Lauren S. Goldstein, the adult children of Robert S. Goldstein. The address for the Robert S. Goldstein 2008 Irrevocable Trust is c/o Michael Newmark, Bryan Cave LLP, 211 North Broadway, Suite 3600, St. Louis, Missouri 63102.

Nathan Millan is employed by Alter Trading Corporation, a wholly-owned subsidiary of Goldstein Group, Inc., whose principal business is scrap metal recycling. Nathan Millan is the nephew of each of Jeffrey D. Goldstein, Richard A. Goldstein and Robert S. Goldstein. Nathan Millan's business address is 700 Office Parkway, St. Louis, Missouri 63141.

Joshua Millan is employed by a wholly-owned subsidiary of Isle of Capri, whose principal business is owning and operating branded gaming and entertainment facilities. Joshua Millan is the nephew of each of Jeffrey D. Goldstein, Richard A. Goldstein and Robert S. Goldstein. Joshua Millan's business address is 600 Emerson Road, Suite 300, St. Louis, Missouri 63141.

(d) - (e) During the last five years, none of the persons filing this Schedule 13D has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The citizenship of each of the persons filing this report is the United States.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Not applicable.

ITEM 4. PURPOSE OF TRANSACTION

Except as set forth herein, the Filing Persons have no present plan or proposal that would relate to or result in any of the matters set forth in subparagraphs (a) through (j) of Item 4 of Schedule 13D. Each of the Filing Persons intends

to review its holdings in the Issuer from time to time. Depending upon various factors, the Filing Persons may at any time determine to sell all or part of their holdings in the Issuer, acquire additional shares of Common Stock, in either case in the open market, in privately negotiated transactions or otherwise, or engage or participate in a transaction or series of transactions with the purpose or effect of influencing control over the Issuer. These factors include, without limitation:

the price and availability of the Common Stock,
 subsequent developments affecting the Issuer,
 the business prospects of the Issuer,
 global and U.S. market and economic conditions,
 tax and estate planning considerations,
 other investment and business opportunities available to the Filing Persons,
 changes in law or government regulations,
 the costs associated with maintaining the public listing of the Issuer,
 discussions with the Issuer's Board of Directors, management and third parties, and
 other factors deemed relevant by the persons filing this schedule.

* * * * *

Each of Jeffrey D. Goldstein, Richard A. Goldstein and Robert S. Goldstein is a member of the Board of Directors of Isle of Capri. In such capacities, each of them is party to decision-making that from time to time involves matters related to those described in Items 4(b) through (j) of Schedule 13D. Responses set forth herein refer to plans or proposals of the Filing Persons only, and are not intended to include decisions of Isle of Capri in which Jeffrey D. Goldstein, Robert S. Goldstein or Richard A. Goldstein may participate as members of the Board of Directors of Isle of Capri. Each of Jeffrey D. Goldstein, Robert S. Goldstein and Richard A. Goldstein expressly disclaims any obligation to report on any plans or proposals with respect to the transactions described in this Item 4 that develop solely as a result of his involvement in the ongoing management of Isle of Capri as a member of its Board of Directors.

The Filing Persons have explored the possibility of transferring the shares of Common Stock reported herein to a newly created entity organized by members of the Goldstein Family for the collective ownership of such shares. Any such transfer would be subject to compliance with applicable gaming and other laws and regulations. As of the date hereof, the Filing Persons have not determined whether or not to pursue such transfers.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of the date of this Schedule 13D, the persons filing this Schedule 13D beneficially owned in the aggregate 16,241,486 shares or approximately 50.10% of the issued and outstanding shares of Isle of Capri. The percentage above is calculated based upon the net 32,445,488 shares outstanding (which number excludes shares held by Isle of Capri) on March 3, 2010.

(b) The number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition is reflected in the table below for each of the persons filing this Schedule 13D:

Name	Sole Voting	Shared Voting	Sole Dispositive Power	Shared Dispositive Power
Jeffrey D. Goldstein	831,912	12,810,834 (1)	831,912	12,810,834 (1)
Richard A. Goldstein	684,292	12,810,834 (2)	684,292	12,810,834 (2)
Robert S. Goldstein	809,299	13,350,834 (3)	809,299	13,350,834 (3)
Goldstein Group, Inc.	2,898,243 (4)	0	2,898,243 (4)	0
B.I.J.R.R. Isle, Inc.	9,273,115 (5), (6)	0	9,273,115 (5), (6)	0
B.I. Isle Partnership, L.P.	4,502,625 (6)	0	4,502,625 (6)	0
Rob Isle Partnership, L.P.	1,400,000 (6)	0	1,400,000 (6)	0
Rich Isle Partnership, L.P.	1,400,000 (6)	0	1,400,000 (6)	0
Jeff Isle Partnership, L.P.	1,400,000 (6)	0	1,400,000 (6)	0
I.G. Isle Partnership, L.P.	570,490 (6)	0	570,490 (6)	0
Robert S. Goldstein 2008 Irrevocable Trust	540,000	0	540,000	0
Joshua Millan	12,649	0	12,649	0
Nathan Millan	12,500	0	12,500	0

(1) Includes 9,273,115 shares of which Jeffrey D. Goldstein, as Co-Chairman and Chief Executive Officer of B.I.J.R.R. Isle, Inc. (the sole general partner of B.I. Isle Partnership, L.P., Rob Isle Partnership, L.P., Rich Isle Partnership, L.P., Jeff Isle Partnership, L.P. and I.G. Isle Partnership, L.P.), has indirect beneficial ownership, 2,898,243 shares held by the Goldstein Group, Inc., of which Jeffrey D. Goldstein has indirect beneficial ownership, 540,000 shares held in the Richard A. Goldstein Irrevocable Trust, of which Jeffrey D. Goldstein, as co-trustee, has indirect beneficial ownership, 75,000 shares in a family private foundation of which he is a director, and 24,476 shares held in an IRA account over which Mr. Goldstein has a power of attorney which includes voting and dispositive power. Such indirect beneficial ownership arises from the power to vote or to direct the vote or the power to dispose or direct the disposition of such shares and does not necessarily constitute a personal ownership interest in such shares.

(2) Includes 9,273,115 shares of which Richard A. Goldstein, as Co-Chairman and Chief Executive Officer of B.I.J.R.R. Isle, Inc. has indirect beneficial ownership, 2,898,243 shares held by the Goldstein Group, Inc., of which Richard A. Goldstein has indirect beneficial ownership, 540,000 shares held in the Jeffrey D. Goldstein Irrevocable Trust, of which Richard A. Goldstein, as co-trustee, has indirect beneficial ownership, 75,000 shares in a family private foundation of which he is a director, and 24,476 shares held in an IRA account over which Mr. Goldstein has a power of attorney which includes voting and dispositive power. Such indirect beneficial ownership arises from the power to vote or to direct the vote or the power to dispose or direct the disposition of such shares and does not necessarily constitute a personal ownership interest in such shares.

(3) Includes 9,273,115 shares of which Robert S. Goldstein, as Co-Chairman and Chief Executive Officer of B.I.J.R.R. Isle, Inc., has indirect beneficial ownership, 2,898,243 shares held by the Goldstein Group, Inc., of which Robert S. Goldstein has indirect beneficial ownership, 540,000 shares held in the Richard A. Goldstein Irrevocable Trust, of which Robert S. Goldstein, as co-trustee, has indirect beneficial ownership, 540,000 shares held in the Jeffrey D. Goldstein Irrevocable Trust, of which Robert S. Goldstein, as co-trustee, has indirect beneficial ownership, 75,000 shares in a family private foundation of which he is a director, and 24,476 shares held in an IRA account over which Mr. Goldstein has a power of attorney which includes voting and dispositive power. Such indirect beneficial ownership arises from the power to vote or to direct the vote or the power to dispose or direct the disposition of such shares and does not necessarily constitute a personal ownership interest in such shares.

(4) Shares owned by Goldstein Group, Inc. are reported as beneficially owned by Jeffrey D. Goldstein, Robert S. Goldstein and Richard A. Goldstein.

(5) B.I.J.R.R. Isle, Inc. is the general partner of B.I. Isle Partnership, L.P., Rob Isle Partnership, L.P., Rich Isle Partnership, L.P., Jeff Isle Partnership, L.P. and I.G. Isle Partnership, L.P. and, as such, has indirect beneficial ownership of the shares held by each limited partnership. Such indirect beneficial ownership arises from the power to vote or to direct the vote or the power to dispose or direct the disposition of such shares and does not necessarily constitute a personal ownership interest in such shares.

(6) Jeffrey D. Goldstein, Richard A. Goldstein, and Robert S. Goldstein, each as a Co-Chairman and Chief Executive Officer of B.I.J.R.R. Isle, Inc., have indirect beneficial ownership and report shared voting and dispositive power as to these shares. Such indirect beneficial ownership arises from the power to vote or to direct the vote or the power to dispose or direct the disposition of such shares and does not necessarily constitute a personal ownership interest in such shares.

Except to the extent expressly stated herein, each Filing Person disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Filing Person.

(c) The persons filing this Schedule 13D did not engage in any transactions in shares of Isle of Capri during the last 60 days.

(d) To the knowledge of the persons filing this Schedule 13D, no other persons, have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of, the shares owned by such persons.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The Filing Persons have entered into an Agreement, dated as of April 30, 2010 (the Agreement), and a Letter Agreement, dated as of May 14, 2010 (the Letter Agreement) and collectively with the Agreement, the Goldstein Family Agreement), related to their ownership of the Issuer's stock. The Goldstein Family Agreement includes, but is not limited to an agreement by the parties to (i) coordinate their efforts with each other with respect to their ownership of securities of the Issuer and ensure the interests of the Goldstein Family are appropriately considered by the Board of Directors of the Issuer, (ii) notify the other parties of any purchase or sale of the Issuer's securities, and (iii) jointly approve any filing with the Securities Exchange Commission, press release or stockholder communication by a party. Any party to the Goldstein Family Agreement may terminate its obligations under the Goldstein Family Agreement on at least 48 hours written notice to the other parties. Copies of the Agreement and the Letter Agreement are attached hereto as Exhibit 99.5 and Exhibit 99.6, respectively, and are incorporated by reference herein.

Other than the Goldstein Family Agreement and each respective limited partnership agreement of B.I. Isle Partnership, L.P., Rob Isle Partnership, L.P., Rich Isle Partnership, L.P., Jeff Isle Partnership, L.P. and I.G. Isle Partnership, L.P., to the best knowledge of the Filing Persons, there is no other contract, arrangement, understanding or relationship (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of Isle of Capri, including but not limited to transfer or voting of any of the securities, finder's

fees, joint ventures, loan or option arrangements, put or calls, guarantees of profits, division of profits or loss, or the giving or withholding or proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit Description

99.1 Joint Filing Agreement and Power of Attorney dated as of March 13, 2000 incorporated by reference to the Schedule 13D filed March 14, 2000.

99.2 Joint Filing Agreement and Power of Attorney dated as of February 5, 2002 incorporated by reference to Amendment No. 1 to Schedule 13D filed February 5, 2002.

99.3 Joint Filing Agreement and Power of Attorney dated as of March 24, 2003 incorporated by reference to Amendment No. 2 to Schedule 13D filed March 24, 2003.

99.4 Joint Filing Agreement and Power of Attorney dated as of April 30, 2010 incorporated by reference to Amendment No. 5 to Schedule 13D filed April 30, 2010.

99.5 Agreement dated as of April 30, 2010, incorporated by reference to Amendment No. 5 to Schedule 13D filed April 30, 2010.

99.6 Letter Agreement dated as of May 14, 2010.

99.7 Joint Filing Agreement and Power of Attorney dated as of May 14, 2010.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 14, 2010

/s/ Jeffrey D. Goldstein
Jeffrey D. Goldstein

/s/ Richard A. Goldstein
Richard A. Goldstein

/s/ Robert S. Goldstein
Robert S. Goldstein

GOLDSTEIN GROUP, INC.

/s/ Robert S. Goldstein*
Robert S. Goldstein, its Attorney-in-Fact

B.I.J.R.R. ISLE, INC.

/s/ Robert S. Goldstein*
Robert S. Goldstein, its Attorney-in-Fact

B.I. ISLE PARTNERSHIP, L.P.

By: B.I.J.R.R. ISLE, INC., ITS SOLE GENERAL PARTNER
/s/ Robert S. Goldstein*
Robert S. Goldstein, its Attorney-in-Fact

ROB ISLE PARTNERSHIP, L.P.

By: B.I.J.R.R. ISLE, INC., ITS SOLE GENERAL PARTNER
/s/ Robert S. Goldstein*
Robert S. Goldstein, its Attorney-in-Fact

RICH ISLE PARTNERSHIP, L.P.

By: B.I.J.R.R. ISLE, INC., ITS SOLE GENERAL PARTNER
/s/ Robert S. Goldstein*
Robert S. Goldstein, its Attorney-in-Fact

JEFF ISLE PARTNERSHIP, L.P.

By: B.I.J.R.R. ISLE, INC., ITS SOLE GENERAL PARTNER
/s/ Robert S. Goldstein*
Robert S. Goldstein, its Attorney-in-Fact

I.G. ISLE PARTNERSHIP, L.P.

By: B.I.J.R.R. ISLE, INC., ITS SOLE GENERAL PARTNER
/s/ Robert S. Goldstein*
Robert S. Goldstein, its Attorney-in-Fact

ROBERT S. GOLDSTEIN 2008 IRREVOCABLE TRUST

/s/ Marc D. Goldstein
Name: Marc D. Goldstein
Title: Trustee

/s/ Joshua Millan*
Joshua Millan

/s/ Nathan Millan*
Nathan Millan

*By /s/ Robert S. Goldstein
Robert S. Goldstein
Attorney-in-Fact
