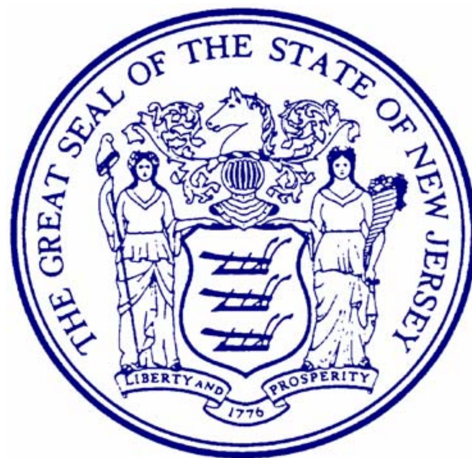
BORGATA HOTEL CASINO & SPA
QUARTERLY REPORT

FOR THE QUARTER ENDED DECEMBER 31, 2010

SUBMITTED TO THE
DIVISION OF GAMING ENFORCEMENT
OF THE
STATE OF NEW JERSEY



OFFICE OF FINANCIAL INVESTIGATIONS
REPORTING MANUAL

BORGATA HOTEL CASINO & SPA
BALANCE SHEETS

AS OF DECEMBER 31, 2010 AND 2009

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2010 (c)	2009 (d)
	ASSETS:			
	Current Assets:			
1	Cash and Cash Equivalents	1, 10	$42,099	$46,894
2	Short-Term Investments		0	0
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2010, $23,313; 2009, $24,556)	1, 2, 13	30,224	32,201
4	Inventories	1	4,387	4,427
5	Other Current Assets	8, 9	11,766	12,101
6	Total Current Assets		88,476	95,623
7	Investments, Advances, and Receivables	1, 4, 9, 10	29,766	27,289
8	Property and Equipment - Gross	1, 3	1,783,767	1,771,733
9	Less: Accumulated Depreciation and Amortization	1, 3	(471,571)	(405,725)
10	Property and Equipment - Net	1, 3	1,312,196	1,366,008
11	Other Assets	1	16,083	13,031
12	Total Assets		$1,446,521	$1,501,951
	LIABILITIES AND EQUITY:			
	Current Liabilities:			
13	Accounts Payable		$7,797	$8,861
14	Notes Payable		0	0
	Current Portion of Long-Term Debt:			
15	Due to Affiliates		0	0
16	External		0	0
17	Income Taxes Payable and Accrued	1	6,504	8,009
18	Other Accrued Expenses	1, 5	76,826	47,881
19	Other Current Liabilities	6, 13	17,909	18,051
20	Total Current Liabilities		109,036	82,802
	Long-Term Debt:			
21	Due to Affiliates		0	0
22	External	1, 7, 10	835,370	679,619
23	Deferred Credits	8	13,922	14,082
24	Other Liabilities		26,662	26,667
25	Commitments and Contingencies	7	0	0
26	Total Liabilities		984,990	803,170
27	Stockholders', Partners', or Proprietor's Equity		461,531	698,781
28	Total Liabilities and Equity		$1,446,521	$1,501,951

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

BORGATA HOTEL CASINO & SPA
STATEMENTS OF INCOME

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2010 AND 2009

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2010 (c)	2009 (d)
	Revenue:			
1	Casino		$643,904	$691,428
2	Rooms		115,199	113,143
3	Food and Beverage	9	147,751	143,410
4	Other	9	42,931	42,620
5	Total Revenue		949,785	990,601
6	Less: Promotional Allowances	1	211,356	213,193
7	Net Revenue		738,429	777,408
	Costs and Expenses:			
8	Cost of Goods and Services	1, 12	471,702	471,965
9	Selling, General, and Administrative	1,9,12,13	88,592	93,037
10	Provision for Doubtful Accounts	2	3,469	8,021
11	Total Costs and Expenses		563,763	573,023
12	Gross Operating Profit		174,666	204,385
13	Depreciation and Amortization	3	69,640	78,719
	Charges from Affiliates Other than Interest:			
14	Management Fees		0	0
15	Other		0	0
16	Income (Loss) from Operations		105,026	125,666
	Other Income (Expenses):			
17	Interest Expense - Affiliates		0	0
18	Interest Expense - External	6	(50,199)	(27,668)
19	CRDA Related Income (Expense) - Net	9	(4,648)	(5,062)
20	Nonoperating Income (Expense) - Net	4, 9, 11	(685)	26,243
21	Total Other Income (Expenses)		(55,532)	(6,487)
22	Income (Loss) Before Taxes and Extraordinary Items		49,494	119,179
23	Provision (Credit) for Income Taxes	1, 8	5,273	10,938
24	Income (Loss) Before Extraordinary Items		44,221	108,241
25	Extraordinary Items (Net of Income Taxes - 2010, $0; 2009, $0)		0	0
26	Net Income (Loss)		$44,221	$108,241

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

BORGATA HOTEL CASINO & SPA
STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED DECEMBER 31, 2010 AND 2009

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2010 (c)	2009 (d)
	Revenue:			
1	Casino		$148,759	$153,387
2	Rooms		27,003	26,087
3	Food and Beverage	9	34,162	32,297
4	Other	9	9,705	10,124
5	Total Revenue		219,629	221,895
6	Less: Promotional Allowances	1	50,845	46,487
7	Net Revenue	13	168,784	175,408
	Costs and Expenses:			
8	Cost of Goods and Services	1, 12	111,483	112,223
9	Selling, General, and Administrative	1,9,12,13	21,631	23,453
10	Provision for Doubtful Accounts	2	881	1,678
11	Total Costs and Expenses		133,995	137,354
12	Gross Operating Profit		34,789	38,054
13	Depreciation and Amortization	3	16,573	19,380
	Charges from Affiliates Other than Interest:			
14	Management Fees		0	0
15	Other		0	0
16	Income (Loss) from Operations		18,216	18,674
	Other Income (Expenses):			
17	Interest Expense - Affiliates		0	0
18	Interest Expense - External	6	(21,792)	(5,787)
19	CRDA Related Income (Expense) - Net	9	(1,074)	(1,266)
20	Nonoperating Income (Expense) - Net	4, 9, 11	398	(350)
21	Total Other Income (Expenses)		(22,468)	(7,403)
22	Income (Loss) Before Taxes and Extraordinary Items		(4,252)	11,271
23	Provision (Credit) for Income Taxes	1, 8	(116)	359
24	Income (Loss) Before Extraordinary Items		(4,136)	10,912
25	Extraordinary Items (Net of Income Taxes - 2010, $0; 2009, $0)		0	0
26	Net Income (Loss)		($4,136)	$10,912

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

BORGATA HOTEL CASINO & SPA
STATEMENTS OF CHANGES IN PARTNERS', PROPRIETOR'S OR MEMBERS' EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2010 AND 2009

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	Contributed Capital (c)	Accumulated Earnings (Deficit) (d)	(e)	Total Equity (Deficit) (f)
1	**Balance, December 31, 2008..........**		$477,507	$233,304		$710,811
2	Net Income (Loss) - 2009..........			108,241		108,241
3	Capital Contributions................					0
4	Capital Withdrawals..................					0
5	Partnership Distributions...........			(120,271)		(120,271)
6	Prior Period Adjustments..........					0
7						0
8						0
9						0
10	**Balance, December 31, 2009..........**		477,507	221,274	0	698,781
11	Net Income (Loss) - 2010..........			44,221		44,221
12	Capital Contributions................					0
13	Capital Withdrawals..................		(30,807)			(30,807)
14	Partnership Distributions...........			(250,664)		(250,664)
15	Prior Period Adjustments..........					0
16						0
17						0
18						0
19	**Balance, December 31 , 2010.........**		$446,700	$14,831	$0	$461,531

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

BORGATA HOTEL CASINO & SPA
STATEMENTS OF CASH FLOWS

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2010 AND 2009

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2010 (c)	2009 (d)
1	CASH PROVIDED (USED) BY OPERATING ACTIVITIES..		$154,367	$193,634
	CASH FLOWS FROM INVESTING ACTIVITIES:			
2	Purchase of Short-Term Investments			
3	Proceeds from the Sale of Short-Term Investments			
4	Cash Outflows for Property and Equipment...........................		(15,720)	(15,182)
5	Proceeds from Disposition of Property and Equipment..........		57	75
6	CRDA Obligations		(8,170)	(8,896)
7	Other Investments, Loans and Advances made.......................		(1,060)	(2,707)
8	Proceeds from Other Investments, Loans, and Advances			
9	Cash Outflows to Acquire Business Entities..........................		0	0
10	Insurance Proceeds for Replacement Assets		0	17,603
11	....			
12	Net Cash Provided (Used) By Investing Activities...................		(24,893)	(9,107)
	CASH FLOWS FROM FINANCING ACTIVITIES:			
13	Proceeds from Short-Term Debt			
14	Payments to Settle Short-Term Debt.....................................			
15	Proceeds from Long-Term Debt		1,459,819	851,283
16	Costs of Issuing Debt..		(7,255)	(135)
17	Payments to Settle Long-Term Debt......................................		(1,305,362)	(912,200)
18	Cash Proceeds from Issuing Stock or Capital Contributions...		0	0
19	Purchases of Treasury Stock..			
20	Payments of Dividends or Capital Withdrawals.....................		(30,807)	
21	Partnership Distributions		(250,664)	(120,271)
22	....			
23	Net Cash Provided (Used) By Financing Activities..................		(134,269)	(181,323)
24	Net Increase (Decrease) in Cash and Cash Equivalents.............		(4,795)	3,204
25	Cash and Cash Equivalents at Beginning of Period...................		46,894	43,690
26	Cash and Cash Equivalents at End of Period............................		$42,099	$46,894

	CASH PAID DURING PERIOD FOR:			
27	Interest (Net of Amount Capitalized)......................................		$13,117	$24,449
28	Income Taxes..		$4,430	($11,713)

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

BORGATA HOTEL CASINO & SPA
STATEMENTS OF CASH FLOWS

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2010 AND 2009

(UNAUDITED)

($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2010 (c)	2009 (d)
	CASH FLOWS FROM OPERATING ACTIVITIES:			
29	Net Income (Loss)..		$44,221	$108,241
30	Depreciation and Amortization of Property and Equipment...		69,415	76,711
31	Amortization of Other Assets..		225	2,008
32	Amortization of Debt Discount or Premium.........................		1,294	0
33	Deferred Income Taxes - Current		99	(136)
34	Deferred Income Taxes - Noncurrent		(160)	4,067
35	(Gain) Loss on Disposition of Property and Equipment.........		60	128
36	(Gain) Loss on CRDA-Related Obligations..........................		4,648	5,062
37	(Gain) Loss from Other Investment Activities.......................		1,390	3,080
38	(Increase) Decrease in Receivables and Patrons' Checks		1,977	18,577
39	(Increase) Decrease in Inventories		40	1,072
40	(Increase) Decrease in Other Current Assets.........................		236	(1,653)
41	(Increase) Decrease in Other Assets......................................		4,619	(1,978)
42	Increase (Decrease) in Accounts Payable..............................		(1,064)	(1,629)
43	Increase (Decrease) in Other Current Liabilities		27,372	(5,081)
44	Increase (Decrease) in Other Liabilities		(5)	13,900
45	Gain from Insurance Recoveries		0	(28,735)
46	....			
47	Net Cash Provided (Used) By Operating Activities..................		$154,367	$193,634

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

Line (a)	Description (b)	Notes	2010 (c)	2009 (d)
	ACQUISITION OF PROPERTY AND EQUIPMENT:			
48	Additions to Property and Equipment..................................		($15,720)	($15,182)
49	Less: Capital Lease Obligations Incurred.............................		0	
50	Cash Outflows for Property and Equipment.............................		($15,720)	($15,182)
	ACQUISITION OF BUSINESS ENTITIES:			
51	Property and Equipment Acquired..			
52	Goodwill Acquired...			
53	Other Assets Acquired - net			
54	Long-Term Debt Assumed...			
55	Issuance of Stock or Capital Invested..................................			
56	Cash Outflows to Acquire Business Entities............................		$0	$0
	STOCK ISSUED OR CAPITAL CONTRIBUTIONS:			
57	Total Issuances of Stock or Capital Contributions.................		$0	$0
58	Less: Issuances to Settle Long-Term Debt...........................		0	0
59	Consideration in Acquisition of Business Entities.................		0	0
60	Cash Proceeds from Issuing Stock or Capital Contributions......		$0	$0

The accompanying notes are an integral part of the financial statements.
Valid comparisons cannot be made without using information contained in the notes.

BORGATA HOTEL CASINO & SPA
STATEMENT OF CONFORMITY, ACCURACY, AND COMPLIANCE

FOR THE QUARTER ENDED DECEMBER 31, 2010

1. I have examined this Quarterly Report.

2. All the information contained in this Quarterly Report has been prepared in conformity with the Casino Control Commission's Quarterly Report Instructions and Uniform Chart of Accounts.

3. To the best of my knowledge and belief, the information contained in this report is accurate.

4. To the best of my knowledge and belief, except for the deficiencies noted below, the licensee submitting this Quarterly Report has remained in compliance with the financial stability regulations contained in N.J.A.C. 19:43-4.2(b)1-5 during the quarter.

3/31/2011
Date

Hugh Turner

Vice President of Finance
Title

007833-11
License Number

On Behalf of:

BORGATA HOTEL CASINO & SPA
Casino Licensee

Marina District Development Company, LLC and Subsidiary

(A Wholly-Owned Subsidiary of Marina District Development Holding Co., LLC)

Notes to Consolidated Financial Statements
(Unaudited)

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization
The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and include the accounts of Marina District Development Company, LLC, d.b.a. Borgata, ("MDDC, LLC") and Marina District Finance Company, Inc. ("MDFC"), its wholly-owned subsidiary, collectively referred to herein as the "Company", "we", or "us".

MDDC is the parent of MDFC. MDFC is a 100% owned finance subsidiary of MDDC, which has fully and unconditionally guaranteed its securities.

MDDC was incorporated in July 1998 and has been operating since July 2003. MDFC was incorporated in 2000 and has been a wholly-owned subsidiary of MDDC since its inception. We developed, own and operate Borgata Hotel Casino and Spa, including The Water Club at Borgata (collectively, "Borgata"). Borgata is located on a 45.6-acre site at Renaissance Pointe in Atlantic City, New Jersey and is an upscale destination resort and gaming entertainment property.

Borgata was developed as a joint venture between Boyd Atlantic City, Inc. ("BAC"), a wholly-owned subsidiary of Boyd Gaming Corporation ("Boyd"), and MAC, Corp. ("MAC"), a second tier, wholly-owned subsidiary of MGM Resorts International (the successor in interest to MGM MIRAGE) ("MGM"). The joint venture operates pursuant to an operating agreement, in which BAC and MAC each originally held a 50% interest in Marina District Development Holding Co., LLC, MDDC's parent holding company ("MDDHC").

As managing member of MDDHC pursuant to the terms of the operating agreement of MDDHC between BAC and MAC (the "Operating Agreement"), BAC, through MDDHC, has responsibility for the oversight and management of our day-to-day operations. We do not presently record a management fee to BAC, as our management team performs these services directly or negotiates contracts to provide for these services. As a result, the costs of these services are directly borne by us and are reflected in our consolidated financial statements. Boyd, the parent of BAC, is a diversified operator of 15 wholly-owned gaming entertainment properties. Headquartered in Las Vegas, Boyd has other gaming operations in Nevada, Illinois, Louisiana, Mississippi and Indiana.

On March 24, 2010, MAC transferred its 50% ownership interest (the "MGM Interest") in MDDHC, and certain land leased to MDDC into a divestiture trust, of which MGM and its subsidiaries are the economic beneficiaries (the "Divestiture Trust"), for sale to a third-party in connection with MGM's settlement agreement with the Division of Gaming Enforcement Office of the Attorney General of the State of New Jersey. BAC has a right of first refusal on any sale of the MGM Interest. We continue to operate under normal business conditions throughout MGM's sales efforts, and do not believe that it has had or will have a material impact on our operations.

Upon the transfer of the MGM Interest into the Divestiture Trust, MGM relinquished all of its specific participating rights under the Operating Agreement, and Boyd effectively obtained control of Borgata. As a result, beginning on March 24, 2010, our financial position and results of operations have been included in the consolidated financial statements of Boyd. This

resulting change in control required acquisition method accounting by Boyd in accordance with the authoritative accounting guidance for business combinations; however, there was no resulting direct impact on our consolidated financial statements.

Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with GAAP and include the accounts of MDDC and MDFC. All material intercompany accounts and transactions have been eliminated.

Investment in unconsolidated subsidiary, which is less than 50% owned and does not meet the consolidation criteria of the authoritative accounting guidance for voting or variable interest models, is accounted for under the equity method. See Note 4, Investment in and Advances to Unconsolidated Subsidiary, Net.

Cash and Cash Equivalents

Cash and cash equivalents include highly liquid investments with maturities of three months or less at their date of purchase, and are on deposit with high credit quality financial institutions. The carrying values of these instruments approximate their fair values due to their short maturities.

Receivables and Patrons Checks, Net

Accounts receivable consist primarily of casino, hotel and other receivables. Accounts receivable are typically non-interest bearing and are initially recorded at cost. Accounts are written off when management deems the account to be uncollectible. An estimated allowance for doubtful accounts is maintained to reduce our receivables to their carrying amount. The allowance is estimated based on specific review of customer accounts as well as management's experience with collection trends in the casino industry and current economic and business conditions. As a result, the net carrying value approximates fair value.

The activity comprising our allowance for doubtful accounts is as follows:

	Year Ended December 31,	
	2010	**2009**
Beginning Balance, January 1	$ 24,556,000	$ 21,308,000
Additions	3,469,000	8,021,000
Deductions	(4,712,000)	(4,773,000)
Ending Balance, December 31	**$ 23,313,000**	**$ 24,556,000**

Management does not believe that any significant concentrations of credit risk existed as of December 31, 2010.

Inventories

Inventories consist primarily of food and beverage and retail items that are stated at the lower of cost or market. Cost is determined using the average cost method.

Property and Equipment

Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, or for leasehold improvement, over the shorter of the asset's useful life or term of lease.

The estimated useful lives of our major components of property and equipment are:

Building and improvements	10 through 40 years
Furniture and equipment	3 through 7 years

Gains or losses on disposals of assets are recognized as incurred, using the specific identification method. Costs of major improvements are capitalized, while costs of normal repairs and maintenance are charged to expense as incurred.

We evaluate the carrying value of long-lived assets whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. For an asset that is to be disposed of, we recognize the asset at the lower of carrying value or fair market value, less costs of disposal, as estimated based on comparable asset sales, solicited offers, or a discounted cash flow model. For a long-lived asset to be held and used, we review the asset for impairment whenever events

or changes in circumstances indicate that the carrying amount may not be recoverable. We then compare the estimated undiscounted future cash flows of the asset to the carrying value of the asset. The asset is not impaired if the undiscounted future cash flows exceed its carrying value. If the carrying value exceeds the undiscounted future cash flows, then an impairment charge is recorded, typically measured using a discounted cash flow model, which is based on the estimated future results of the relevant reporting unit discounted using our weighted-average cost of capital and market indicators of terminal year free cash flow multiples. If an asset is under development, future cash flows include remaining construction costs. All resulting recognized impairment charges are recorded as operating expenses.

Capitalized Interest
Interest costs, primarily associated with our expansion projects, were capitalized as part of the cost of our constructed assets. Interest costs, which include commitment fees, letter of credit fees and the amortized portion of deferred financing fees, were capitalized on amounts expended for the respective projects using our weighted average cost of borrowing. Capitalization of interest ceased when the respective project, or discernible portions of the projects, was substantially complete. We amortize capitalized interest over the estimated useful life of the related asset. We did not capitalize any interest during the year ended December 31, 2010. Capitalized interest was $24,000 for the year ended December 31, 2009.

Investment in Unconsolidated Subsidiary, Net
Investment in unconsolidated subsidiary is accounted for under the equity method. Under the equity method, carrying value is adjusted for our share of the investees' earnings and losses, as well as capital contributions to and distributions from this entity.

We evaluate our investment in this unconsolidated subsidiary for impairment when events or changes in circumstances indicate that the carrying value of such investment may have experienced an other-than-temporary decline in value. If such conditions exist, we compare the estimated fair value of the investment to its carrying value to determine if an impairment is indicated and determine whether such impairment is other-than-temporary based on our assessment of all relevant factors.

Investment in unconsolidated subsidiary, net is included in investments, advances, and receivables on the accompanying consolidated balance sheets.

Debt Financing Cost
Debt financing costs, which include legal, and other direct costs related to the issuance of our outstanding debt, are deferred and amortized to interest expense over the contractual term of the underlying long-term debt using the effective interest method. In the event that our debt is modified, repurchased or otherwise reduced prior to its original maturity date, we ratably reduce the unamortized debt financing costs. Debt financing cost is included in other assets on the accompanying consolidated balance sheets.

CRDA Investments
New Jersey state law provides, among other things, for an assessment of licensees equal to 1.25% of gross gaming revenues in lieu of an investment alternative tax equal to 2.5% of gross gaming revenues. Generally, a licensee may satisfy this investment obligation by: (i) investing in qualified eligible direct investments; (ii) making qualified contributions; or (iii) depositing funds with the New Jersey Casino Reinvestment Development Authority (“CRDA”). Funds deposited with the CRDA may be used to purchase bonds designated by the CRDA or, under certain circumstances, may be donated to the CRDA in exchange for credits against future CRDA investment obligations. CRDA bonds have terms up to 50 years and bear interest at below market rates. Our net deposits with the CRDA eligible to be used to fund qualified investments were $21,882,000 as of December 31, 2010, and are included in investments, advances, and receivables on the accompanying consolidated balance sheets.

Loyalty Programs
We have established promotional programs to encourage repeat business from frequent and active customers. Members earn points based on gaming activity, and such points can be redeemed for a specified period of time, principally for restricted free play slot machine credits and complimentary goods and services. We accrue for earned points expected to be redeemed as a promotional allowance. The accruals are based on estimates and assumptions regarding the mix of restricted free play and complimentary goods and services expected to be redeemed and the costs of providing those benefits. Historical data is used to assist in the determination of the estimated accruals. The points accruals for our loyalty programs are included in other accrued expenses on our consolidated balance sheets.

Long-Term Debt, Net

Long-term debt is reported at amortized cost. The discounts on the senior secured notes and the transaction costs paid to the initial purchasers upon issuance are recorded as adjustments to the face amounts of our outstanding debt. This resulting difference between the net proceeds upon issuance of the senior secured notes and the face amounts of the senior secured notes is accreted to interest expense using the effective interest method.

Income Taxes

MDDHC is treated as a partnership for federal income tax purposes; therefore, federal income taxes are the responsibility of BAC and MAC. In New Jersey, casino partnerships are subject to state income taxes under the Casino Control Act; therefore, we are required to record New Jersey state income taxes (see Note 8). In 2004, we were granted permission by New Jersey, pursuant to a ruling request, to file a consolidated New Jersey corporation business tax return with BAC and MAC. The amounts reflected in our consolidated financial statements are on a stand-alone basis; however, we file a state consolidated tax return with BAC and MAC.

The amounts due to BAC and MAC (or subsequent to its divestiture, to the Divestiture Trust) are a result of the tax attributes BAC and MAC have contributed to the consolidated state tax return. A reconciliation of the components of our stand-alone state income taxes payable is presented below:

	Year Ended December 31,	
	2010	**2009**
Amounts receivable – State	$ (398,000)	$ (134,000)
Amounts payable to BAC and Divestiture Trust	6,902,000	8,143,000
Income taxes payable and accrued	**$ 6,504,000**	**$ 8,009,000**

Self- Insurance Reserves

We are currently self-insured up to $75,000,000, $1,000,000, $250,000, and $250,000 with respect to each catastrophe related property damage claim, non-catastrophe related property damage claim, general liability claim and non-union employee medical case, respectively. Insurance claims and reserves include accruals of estimated settlements for known claims, as well as accruals of estimates for claims incurred but not yet reported. In estimating these accruals, we consider historical loss experience and make judgments about the expected levels of costs per claim. Management believes the estimates of future liability are reasonable based upon our methodology; however, changes in property values, replacement costs, health care costs, accident frequency and severity and other factors could materially affect the estimate for these liabilities. We have accrued $6,807,000 and $6,772,000 for such claims for the years ended December 31, 2010 and 2009, respectively, and are included in other accrued expenses on the accompany balance sheets. We have incurred expenses of approximately $15,303,000 and $19,633,000 for the years ended December 31, 2010 and 2009, respectively, and are included in the accompanying statements of income.

Revenue Recognition

Gaming revenue represents the net win from gaming activities, which is the aggregate difference between gaming wins and losses. The majority of our gaming revenue is counted in the form of cash and chips and therefore is not subject to any significant or complex estimation procedures. Cash discounts, commissions and other incentives to customers related to gaming play are recorded as a reduction of gross gaming revenues.

Room revenue recognition criteria are met at the time of occupancy.

Food and beverage revenue recognition criteria are met at the time of service

Promotional Allowances

The retail value of accommodations, food and beverage, and other services furnished to guests on a complimentary basis is included in gross revenues and then deducted as promotional allowances. Promotional allowances also include incentives such as cash, goods and services (such as complimentary rooms and food and beverages) earned in our loyalty programs. We reward customers, through the use of loyalty programs, with points based on amounts wagered or won that can be redeemed for a specified period of time, principally for restricted free play slot machine credits and complimentary goods and services. We record the estimated retail value of these goods and services as revenue and then record a corresponding deduction as promotional allowances.

The amounts included in promotional allowances for the years ended December 31, 2010, 2009 and 2008 are as follows:

	Year Ended December 31,	
	2010	2009
Rooms	$ 70,329,000	$ 75,655,000
Food and beverage	57,944,000	61,839,000
Other	83,083,000	75,699,000
Total promotional allowances	**$ 211,356,000**	**$ 213,193,000**

The estimated costs of providing such promotional allowances for the years ended December 31, 2010 and 2009 are as follows:

	Year Ended December 31,	
	2010	2009
Room	$ 22,057,000	$ 24,250,000
Food and beverage	42,141,000	45,806,000
Other	11,075,000	11,070,000
Total	**$ 75,273,000**	**$ 81,126,000**

Gaming Taxes

We are subject to taxes based on gross gaming revenues in New Jersey. These gaming taxes are an assessment of our gaming revenues and are recorded as a cost of goods and services in the consolidated statements of operations. These taxes totaled approximately $47,760,000 and $52,439,000 for the years ended December 31, 2010 and 2009, respectively.

Advertising Expenses

Direct advertising costs are expensed the first time such advertising appears. Advertising cost from continuing operations are included in selling, general and administrative expenses in the accompanying consolidated statements of operations were $12,914,000 and $11,996,000 for the years ended December 31, 2010 and 2009, respectively.

Preopening Expenses

Certain costs of start-up activities were expensed as incurred. We did not incur any preopening costs during the year ended December 31, 2010. We expensed $699,000 during the year ended December 31, 2009 which is included in nonoperating income (expenses) on the consolidated statements of operations.

Concentration of Credit Risk

Financial instruments that subject the Company to credit risk consist of cash equivalents, accounts receivable and CRDA deposits.

The Company's policy is to limit the amount of credit exposure to any one financial institution, and place investments with financial institutions evaluated as being creditworthy, or in short-term money market funds which are exposed to minimal interest rate and credit risk. The Company has bank deposits which may at times exceed federally-insured limits.

Concentration of credit risk, with respect to gaming receivables, is limited through the Company's credit evaluation process. The Company issues markers to approved gaming customers only following credit checks and investigations of creditworthiness.

Certain Risks and Uncertainties

The Company's operations are dependent on its continued licensing by the state gaming commission. The loss of our license could have a material adverse effect on future results of operations.

The Company is dependent on geographically local markets for a significant number of its customers and revenues. If economic conditions in these areas deteriorate or additional gaming licenses are awarded in these markets, the Company's results of operations could be adversely affected.

The Company is dependent on the economy of the United States, in general, and any deterioration in the national economic, energy, credit and capital markets could have a material adverse effect on future results of operations.

Use of Estimates
The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates incorporated into our consolidated financial statements include the estimated allowance for doubtful accounts receivable, the estimated useful lives for depreciable and amortizable assets, measurement of our equity interest in Atlantic City Express Service, LLC ("ACES"), estimated cash flows in assessing the recoverability of long-lived assets, certain tax liabilities, self-insured liability reserves, various loyalty point programs, fair values of assets and liabilities measured at fair value, fair values of assets and liabilities disclosed at fair value, contingencies and litigation, claims and assessments. Actual results could differ from these estimates.

Recently Issued Accounting Pronouncements
FASB Accounting Standards Codification
On July 1, 2009, the Financial Accounting Standards Board Accounting Standards Codification™ (the "ASC") became the source of authoritative accounting principles recognized by the Financial Accounting Standards Board ("FASB") to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. The implementation of the Codification did not initially have an impact on our consolidated financial statements, as it did not modify any existing authoritative GAAP.

Subsequent to the adoption of the Codification, any change to the source of authoritative GAAP will be communicated through an Accounting Standards Update ("ASU"). ASUs will be published by the FASB for all authoritative GAAP promulgated by the FASB, regardless of the form in which such guidance may have been issued prior to release of the Codification. Prior to inclusion in an ASU, the standard-setting organizations and regulatory agencies continue to issue proposed changes to the accounting standards in previous form (e.g., FASB Statements of Financial Accounting Standards, Emerging Issues Task Force Abstracts, FASB Staff Positions, SEC Staff Accounting Bulletins, etc.).

A variety of additional proposed or otherwise potential accounting standards are currently under study by standard-setting organizations and certain regulatory agencies. Because of the tentative and preliminary nature of such proposed standards, we have not yet determined the effect, if any, that the implementation of such proposed standards would have on our consolidated financial statements.

Convergence Project
The FASB and the International Accounting Standards Board ("IASB") have each committed to develop high quality, compatible accounting standards that could be used for both domestic and cross-border financial reporting through a convergence of the presently separate standards. The FASB believes that the ultimate goal of convergence is a single set of high-quality, international accounting standards that companies worldwide would use for both domestic and cross-border financial reporting, which would require the convergence of GAAP and International Financial Reporting Standards ("IFRS").

The FASB's mission is to improve U.S. financial accounting standards for the benefit of present and potential investors, lenders, donors, and other creditors. The FASB believes that pursuing convergence of accounting standards is consistent with that mission. That is because investors, companies, auditors, and other participants in the U.S. financial reporting system should benefit from the increased comparability that would result from internationally converged accounting standards.

The FASB and IASB are working towards a work plan to address the significant differences in existence today; however, converged standards may be issued in 2011. While the ultimate timing of adoption of IFRS in the United States has not been committed, we will continue to evaluate the potential impact of the convergence standard on our consolidated financial statements.

NOTE 2. RECEIVABLES AND PATRONS' CHECKS

Receivables and patrons' checks consist of the following:

	Year Ended December 31,	
	2010	2009
Casino receivables (net of an allowance for doubtful accounts – 2010 $23,251,000 and 2009 $24,512,000)	$ 24,788,000	$ 25,412,000
NJ tax refund receivable (Note 8)	-	1,600,000
Other (net of an allowance for doubtful accounts – 2010 $62,000 and 2008 $44,000)	5,361,000	5,022,000
Due from related parties (Note 13)	75,000	167,000
Receivables and patrons' checks, net	**$ 30,224,000**	**$ 32,201,000**

NOTE 3. PROPERTY AND EQUIPMENT, NET

Property and equipment consists of the following:

	Year Ended December 31,	
	2010	2009
Land	$ 87,301,000	$ 87,301,000
Building and improvements	1,391,304,000	1,388,396,000
Furniture and equipment	297,831,000	287,936,000
Construction in progress	7,331,000	8,100,000
Total property and equipment	1,783,767,000	1,771,733,000
Less accumulated depreciation	471,571,000	405,725,000
Property and equipment, net	**$ 1,312,196,000**	**$ 1,366,008,000**

Depreciation expense was $69,415,000 and $76,711,000 for the years ended December 31, 2010 and 2009, respectively. Major items included in construction in progress at December 31, 2010 and 2009 consisted of various maintenance capital projects currently in process.

We test certain of these property and equipment assets for recoverability if a recent operating or cash flow loss, combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses, is associated with the use of a long-lived asset.

Impairment is the condition that exists when the carrying amount of a long-lived asset exceeds its fair value. An impairment loss shall be recognized only if the carrying amount of a long-lived asset is not recoverable and exceeds its fair value. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. That assessment shall be based on the carrying amount of the asset at the date it is tested for recoverability. An impairment loss shall be measured as the amount by which the carrying amount of a long-lived asset exceeds its fair value.

NOTE 4. INVESTMENT IN AND ADVANCES TO UNCOSOLIDATED SUBSIDIARY, NET

In 2006, we entered into an agreement with two other Atlantic City casinos (both of which are owned by Caesars Entertainment Corp, formerly Harrah's Entertainment Inc.) to form ACES. With each member having a 33.3% interest, this New Jersey limited liability company was formed for the purpose of contracting with New Jersey Transit to operate express rail service between Manhattan and Atlantic City, which operations commenced in February 2009. Each member has guaranteed, jointly and severally, liability for all terms, covenants and conditions of the ACES agreement with New Jersey Transit consisting primarily of the necessary operating and capital expenses of ACES. The responsibilities of the managing member will rotate annually among the members. Our investment in ACES was $5,185,000 at December 31, 2010.

We currently account for our share of ACES under the equity method of accounting. As of December 31, 2010 and 2009, we made cumulative capital contributions totaling $9,422,000 and $8,362,000, respectively, which are included on the accompanying consolidated balance sheets. Our share of ACES' operating loss was approximately $1,390,000 and $2,728,000 for the year ended December 31, 2010 and 2009, respectively, and is included in nonoperating income (expenses)

on the accompanying consolidated statements of operations. Our share of ACES' preopening expenses was $352,000 for the year ended December 31, 2009, and is included in nonoperating income (expenses) on the accompanying consolidated statements of operations.

NOTE 5. OTHER ACCRUED EXPENSES

Other accrued expenses consist of the following:

	Year Ended December 31,	
	2010	**2009**
Payroll and related expenses	$ 18,609,000	$ 19,116,000
Accrued interest	31,656,000	790,000
Other	26,561,000	27,975,000
Other accrued expenses	**$ 76,826,000**	**$ 47,881,000**

NOTE 6. OTHER CURRENT LIABILITIES

Other current liabilities consist of the following:

	Year Ended December 31,	
	2010	**2009**
Casino related liabilities	$ 10,563,000	$ 10,042,000
Due to related parties (see Note 13)	927,000	829,000
Other	6,419,000	7,180,000
Other current liabilities	**$ 17,909,000**	**$ 18,051,000**

NOTE 7. LONG-TERM DEBT, NET

Long-term debt, net of current maturities consists of the following:

	December 31, 2010				**December 31, 2009**
	Outstanding Principle	**Unamortized Discount**	**Unamortized Origination Fees**	**Long-Term Debt, Net**	**Long-Term Debt, Net**
Bank credit facility	$60,900,000	$	$	$60,900,000	$ 679,000,000
9.50% senior secured notes due 2015	400,000,000	(3,969,000)	(9,319,000)	386,712,000	
9.875% senior secured notes due 2018	400,000,000	(2,648,000)	(9,594,000)	387,758,000	
	$ 860,900,000	**$ (6,617,000)**	**$ (18,913,000)**	**$ 835,370,000**	**$ 679,000,000**

Bank Credit Facility

Our bank credit facility provides for a $150,000,000 senior secured revolving credit facility and matures in August 2014. The bank credit facility is guaranteed on a senior secured basis by MDDC and any future subsidiaries of MDDC, and is secured by a first priority lien on substantially all assets, subject to certain exceptions. The obligations under the bank credit facility will have priority in payment to payment of the senior secured notes, discussed below.

Neither BAC nor MAC, either of its parent companies, or the Divestiture Trust are a guarantor of our new bank credit facility.

Outstanding borrowings under the bank credit facility accrue interest at a rate based upon either: (i) the highest of (a) the agent bank's quoted prime rate, (b) the one-month Eurodollar rate plus 1.00%, or (c) the daily federal funds rate plus 1.50%, and in any event not less than 1.50% (such highest rate, the "base rate"), or (ii) the Eurodollar rate, plus with respect to each of clause (i) and (ii) an applicable margin as provided in the bank credit facility. In addition, a commitment fee is incurred on the unused portion of the bank credit facility ranging from 0.50% per annum to 1.00% per annum.

At December 31, 2010, the outstanding balance under the bank credit facility was $60,900,000, leaving availability of $89,100,000. The blended interest rate on the outstanding borrowings at December 31, 2010 was 4.5%.

The bank credit facility contains certain financial and other covenants, including, without limitation, (i) establishing a minimum consolidated earnings before interest, income taxes and depreciation and amortization ("EBITDA") (as defined in the bank credit facility) of $150,000,000 over each trailing twelve-month period ending on the last day of each calendar quarter; (ii) establishing a minimum liquidity (as defined in the bank credit facility) of $30,000,000 as of the end of each calendar quarter; (iii) imposing limitations on MDFC's ability to incur additional debt; and (iv) imposing restrictions on our ability to pay dividends and make other distributions, make certain restricted payments, create liens, enter into transactions with affiliates, merge or consolidate, and engage in unrelated business activities. We believe that we were in compliance with the bank credit facility covenants, including minimum consolidated EBITDA and minimum liquidity, which, at December 31, 2010, were $170,722,000 and $89,154,000, respectively.

In connection with closing of the bank credit facility and the senior secured notes, the former bank credit facility, which provided up to $730,000,000 in aggregate availability and was scheduled to mature in January 2011, was terminated. The outstanding balance, including all principal and accrued interest amounts of $604,395,000 were repaid in full on August 6, 2010. As a result of the termination, during the year ended December 31, 2010, we wrote-off approximately $2,012,000 of unamortized debt issuance costs associated with the former credit facility. At December 31, 2009, the outstanding balance under this former bank credit facility was $679,619,000, and the blended interest rate on the outstanding borrowings at such date was 2.7%.

Senior Secured Notes

9.5% Senior Secured Notes Due 2015

On August 6, 2010, MDFC issued, through a private placement, $400,000,000 principal amount of 9.5% senior secured notes due 2015, at an issue price of 98.943%, resulting in a discount at issuance of $4,131,000. The notes require semi-annual interest payments on April 15 and October 15, commencing April 15, 2011. The notes are guaranteed on a senior secured basis by MDDC and any future restricted subsidiaries of MDDC. The notes contain covenants that, among other things, limit MDFC's ability and the ability of MDDC to (i) incur additional indebtedness or liens; (ii) pay dividends or make distributions; (iii) make certain investments; (iv) sell or merge with other companies; and (v) enter into certain types of transactions. We believe that we were in compliance with these covenants at December 31, 2010.

At any time prior to October 15, 2013, the notes may be redeemed at 100% of the principal amount thereof, plus a "make-whole premium" and accrued and unpaid interest. In addition, until October 15, 2013, MDFC may redeem up to 35% of the notes at a redemption price of 109.50% of the principal amount, plus accrued and unpaid interest, if any, to the redemption date, with the net cash proceeds from certain equity offerings. In addition, at any time prior to October 15, 2013, MDFC may redeem up to an aggregate of 10% of the notes in each twelve month period at a redemption price of 103% of the principal amount thereof plus accrued and unpaid interest, if any, to, but not including, the redemption date. On or after October 15, 2013, MDFC shall have the option to redeem the 2015 notes, in whole or in part, at redemption prices (expressed as percentages of the principal amount) ranging from 104.75% beginning on October 15, 2013 to 102.375% beginning on October 15, 2014, plus accrued and unpaid interest, to the applicable redemption date.

9.875% Senior Secured Notes Due 2018

On August 6, 2010, MDFC issued, through a private placement, $400,000,000 principal amount of 9.875% senior secured notes due 2018, at an issue price of 99.315%, resulting in an original issue discount of $2,706,000. The notes require semi-annual interest payments on February 15 and August 15, commencing February 15, 2011. The notes are guaranteed on a senior secured basis by MDDC and any future restricted subsidiaries of MDDC. The notes contain covenants that, among other things, limit MDFC's ability and the ability of MDDC to (i) incur additional indebtedness or liens; (ii) pay dividends or

make distributions; (iii) make certain investments; (iv) sell or merge with other companies; and (v) enter into certain types of transactions. We believe that we were in compliance with these covenants at December 31, 2010.

At any time prior to August 15, 2014, the notes may be redeemed at 100% of the principal amount thereof, plus a "make-whole premium" and accrued and unpaid interest. In addition, until August 15, 2013, MDFC may redeem up to 35% of the notes at a redemption price of 109.875% of the principal amount, plus accrued and unpaid interest, if any, to the redemption date, with the net cash proceeds from certain equity offerings. In addition, at any time prior to August 15, 2013, MDFC may redeem up to an aggregate of 10% of the notes in each twelve month period at a redemption price of 103% of the principal amount thereof plus accrued and unpaid interest, if any, to, but not including, the redemption date. On or after August 15, 2014, MDFC shall have the option to redeem the 2018 notes, in whole or in part, at redemption prices (expressed as percentages of the principal amount) ranging from 104.938% beginning on August 15, 2014, to 102.469% beginning on August 15, 2015, to 100% beginning on August 15, 2016 and thereafter, plus accrued and unpaid interest, to the applicable redemption date.

The original issue discounts have been recorded as adjustments to the face amounts of these notes and are being accreted to interest expense over the terms of the notes using the effective interest method. At December 31, 2010, the effective interest rate on the 9.50% notes due 2015 notes was 10.2% and on the 9.875% notes due 2018 was 10.3%.

In connection with the private placement of the notes, we entered into a registration rights agreement with the initial purchasers in which we agreed to file a registration statement with the SEC to permit the holders to exchange or resell the notes. We must use reasonable best efforts to have the registration statement declared effective within 310 days after the issuance of the notes and consummate the exchange offer within 365 days after the issuance of the notes, subject to certain suspension and other rights set forth in the registration rights agreement. In the event that the registration statement is not filed or declared effective or the exchange offer is not consummated within these deadlines, the agreement provides that additional interest will accrue on the principal amount of the notes at a rate of 0.25% per annum during the 90-day period immediately following any of these events and will increase by 0.25% per annum at the end of each subsequent 90-day period, but in no event will the penalty rate exceed 1.00% per annum. There are no other alternative settlement methods and, other than the 1.00% per annum maximum penalty rate, the agreement contains no limit on the maximum potential amount of consideration that could be transferred in the event we do not meet the registration statement filing requirements. We currently intend to file a registration statement, have it declared effective and consummate any exchange offer within these time periods. Accordingly, we do not believe that payment of additional interest under the registration payment arrangement is probable and, therefore, no related liability has been recorded in the consolidated financial statements.

The scheduled maturities of the face amounts of long-term debt as of December 31, 2010 are as follows:

For the Year Ending December 31,		
2011	$	-
2012		-
2013		-
2014		60,900
2015		400,000
Thereafter		400,000
	$	**860,900**

NOTE 8. INCOME TAXES

Provision for State Income Taxes

A summary of the provision for state income taxes is as follows:

	Year Ended December 31,	
	2010	2009
State		
Current	$ 4,436,000	$ 7,007,000
Deferred	837,000	3,931,000
Provision for state income taxes	**$ 5,273,000**	**$ 10,938,000**

The following table provides reconciliation between the state statutory rate and the effective income tax rates where both are expressed as a percentage of income.

	Year Ended December 31,	
	2010	2009
Tax provision at state statutory rate	9.0%	9.0%
Interest	1.4	(0.3)
Other, net	0.3	0.5
Total state income tax provision	**10.7%**	**9.2%**

Deferred Tax Assets and Liabilities

Deferred tax assets and liabilities are provided to record the effects of temporary differences between the tax basis of an asset or liability and its amount as reported in our consolidated balance sheets. These temporary differences result in taxable or deductible amounts in future years.

The components comprising the Company's net deferred state tax liability are as follows:

	Year Ended December 31,	
	2010	2009
Deferred state tax assets		
Provision for doubtful accounts	$ 1,792,000	$ 1,882,000
Gaming taxes	1,801,000	1,607,000
Reserve for employee benefits	577,000	628,000
Preopening expense	-	32,000
Other	881,000	562,000
Gross deferred state tax asset	5,051,000	4,711,000
Deferred state tax liabilities		
Difference between book and tax basis of property	16,710,000	16,408,000
Reserve differential for gaming activities	146,000	164,000
Other	896,000	901,000
Gross deferred state tax liability	17,752,000	17,473,000
Net deferred state tax liability	**$ 12,701,000**	**$ 12,762,000**

The items comprising our deferred income taxes as presented on the accompanying consolidated balance sheets as follows (Current deferred income tax asset is included in other current assets and non-current deferred income tax liability is included in deferred credits):

	Year Ended December 31,	
	2010	2009
Non-current deferred income tax liability	$ 13,922,000	$ 14,082,000
Current deferred income tax asset	1,221,000	1,320,000
Net deferred state tax liability	**$ 12,701,000**	**$ 12,762,000**

In connection with our formation in 2000, MAC contributed assets consisting of land and South Jersey Transportation Authority bonds with a tax basis of approximately $9,200,000 and $13,800,000, respectively. The recorded book value of those assets was $90,000,000. Pursuant to the joint venture and Tax Sharing Agreements between BAC and MAC, any subsequent gain or loss associated with the sale of the MAC contributed property would be allocated directly to MAC for both state and federal income tax purposes. As such, no state deferred tax liability has been recorded in connection with the book and tax basis differences related to the MAC contributed property.

Accounting for Uncertain Tax Positions
The impact an uncertain income tax position has on a filed income tax return must be recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. Accounting guidance, which is applicable to all income tax positions, provides direction on derecognition, classification, interest and penalties, accounting in interim periods and disclosure.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	Year Ended December 31,	
	2010	2009
Unrecognized tax benefit, January 1	$ 8,714,000	$ 7,789,000
Additions based on tax positions related to the current year	236,000	333,000
Additions based on tax positions related to prior years	-	1,852,000
Reductions based on tax positions settled with taxing authorities	-	(121,000)
Reductions based on tax positions related to prior years	(114,000)	(1,139,000)
Unrecognized tax benefit, December 31	**$ 8,836,000**	**$ 8,714,000**

Included in the $8,836,000 balance of unrecognized tax benefits at December 31, 2010 are $5,813,000 of tax benefits that, if recognized, would affect the effective tax rate and $3,023,000 of tax benefits that, if recognized, would result in adjustments to other tax accounts, primarily deferred taxes.

We recognize accrued interest and penalties related to unrecognized tax benefits in the income tax provision. During the years ended December 31, 2010, and 2009, we recognized accrued interest and penalties of approximately $800,000 and $(300,000), respectively. We have accrued approximately $3,000,000 and $1,800,000 for the payment of interest and penalties accrued at December 31, 2010 and 2009, respectively.

Status of Examinations
We are subject to state taxation in New Jersey and our state tax returns are subject to examination for tax years ended on or after December 31, 2001. Statute expirations, related to state income tax returns filed for years prior to December 31, 2006 have been extended to January 31, 2012. The statute of limitations for all remaining state income tax returns will begin to expire over the period October 2012 through October 2015. As we are a partnership for federal income tax purposes, we are not subject to federal income tax.

During the first quarter 2011, the Internal Revenue Service began fieldwork in connection with the audit of our federal income tax returns filed for the years ended December 31, 2005 through 2009. During 2009, the Internal Revenue Service concluded its field examination of our federal income tax returns filed for the years ended December 31, 2003 and December 31, 2004. We reached a partial agreement in connection with the adjustments proposed in the audit and are appealing the unresolved issues. Any adjustments related to the federal examination would affect MAC and BAC, as we are not subject to federal income tax. Additionally, our New Jersey state income tax returns for the years ended December 31, 2003 through

December 31, 2006 are under audit by the New Jersey Division of Taxation. As the audit is in its preliminary stages, it is difficult to determine when these examinations will be closed. We have recorded the expected state tax impact, to our unrecognized tax benefits, of certain federal income tax adjustments that have been settled with the Internal Revenue Service, for which the state and federal tax treatment should be consistent. As it relates to years under audit and unaudited open years, we do not anticipate any material changes or required cash payments, over the next 12 month period, to our unrecognized tax benefits as of December 31, 2010

NOTE 9. COMMITMENTS AND CONTIGNECIES

Commitments

Leases
As of December 31, 2010, MDDC owns approximately 26.0 acres of land and all improvements thereon with respect to that portion of the property consisting of the Borgata hotel. In addition, MDDC, as lessee, entered into a series of ground leases with MGM, as lessor, for a total of approximately 19.6 acres of land underlying the public space expansion, the rooms expansion, a parking structure, a surface parking lot, and a proposed alternative parking structure. On November 4, 2010, MGM announced that it had closed the sale of land leased to MDDC for the public space expansion, rooms expansion, parking structure and proposed alternative parking structure. Other than MDDC's obligation to pay rent (in an amount equal to the amount paid under the parking structure ground lease) and property taxes pursuant to the alternative parking structure ground lease, our obligations under the ground leases were not modified by the sale. The leases consist of:

- Lease and Option Agreement, dated as of January 16, 2002, as amended by a letter agreement, dated April 10, 2009, a letter agreement, dated September 21, 2009, the Modification of Lease and Option Agreement, dated as of August 20, 2004, and the Second Modification of Employee Parking Structure Lease and Option Agreement, dated March 23, 2010, for approximately 2.0 acres of land underlying the parking garage;

- Expansion Ground Lease, dated as of January 1, 2005, as amended by the Modification of Expansion Ground Lease, dated March 23, 2010, for approximately 3.5 acres of land underlying the Public Space Expansion;

- Tower Expansion & Additional Structured Parking Ground Lease Agreement, dated as of January 1, 2005, as amended by the Modification of Tower Expansion & Additional Structured Parking Ground Lease Agreement, dated February 20, 2010, and the Second Modification of Tower Expansion & Additional Structured Parking Ground Lease Agreement, dated March 23, 2010, for approximately 1.6 acres of land underlying the Rooms Expansion and 2.7 acres of land underlying a parking structure each;

- Surface Lot Ground Lease, dated as of August 20, 2004, as amended by the Modification of Surface Lot Ground Lease, dated March 23, 2010, for approximately 8.4 acres of land consisting of the surface parking lot; and

- Ground Lease Agreement, dated as of March 23, 2010, for approximately 1.4 acres of land underlying a proposed additional parking structure.

Pursuant to the alternative parking structure ground lease, (i) commencing on the date of the Divestiture Trust's agreement to sell the land underlying the ground leases, MDDC became responsible for all real property taxes assessed against the land underlying the alternative parking structure ground lease and (ii) payment of monthly rent under the alternative parking structure ground lease shall be deferred until the earliest to occur of (x) the date 18 months following the execution of the sale agreement, (y) completion of construction of The Water Club parking garage, and (z) expiration of the term of the Divestiture Trust. Effective as of the date of execution of the sale agreement, the monthly rent due under the alternative parking structure ground lease was in an amount consistent with the rent due under the parking structure ground lease on a per square foot basis.

The lease terms extend until December 31, 2070 with the exception of the surface parking lot lease which could be terminated by either party upon 30 days written notice. In addition, the surface parking lot ground lease will terminate on any termination of the Divestiture Trust, unless New Jersey gaming authorities approve an extended term of such lease.

MDDC owns all improvements made on the leased lands during the term of each ground lease. Upon expiration of such term, ownership of such improvements reverts back to the landlord.

If during the term of the rooms expansion ground lease, the public space expansion ground lease or the alternate parking structure ground lease, the third party landlord ("Landlord") or any person associated with the Landlord is found by New Jersey gaming authorities to be unsuitable to be associated with a casino enterprise and such person is not removed from such association in a manner acceptable to New Jersey gaming authorities, then MDDC may, upon written notice to the Landlord, elect to purchase the leased land for the appraised value as determined under the terms of such ground leases, unless the Landlord elects, upon receipt of such notice, to sell the land to a third party, subject to the ground leases. If the Landlord elects to sell the land to a third party but is unable to do so within one year, then the Landlord must sell the land to MDDC for the appraised value.

In addition, MDDC has an option to purchase the land leased under the parking structure ground lease at any time during the term of that lease so long as it is not in default thereunder, at fair market value as determined in accordance with the terms of parking structure ground lease. In the event that the land underlying the surface parking lot ground lease is sold to a third party, MDDC has the option to build a parking garage, if necessary, to replace the lost parking spaces on the land underlying the alternate parking structure ground lease.

Future Minimum Lease Payments and Rental Income
Future minimum lease payments required under noncancelable operating leases (principally for land, see above and Note 13) as of December 31, 2010 are as follows:

2011	$ 6,558,000
2012	6,435,000
2013	5,861,000
2014	5,708,000
2015	5,708,000
Thereafter	313,949,000
Total	**$ 344,219,000**

For the years ended December 31, 2010 and 2009, total rent expense was $12,019,000 and $12,722,000, respectively.

Future minimum rental income, which is primarily related to retail and restaurant facilities located within our properties, as of December 31, 2010 is as follows:

2011	$ 1,772,000
2012	1,772,000
2013	1,206,000
2014	413,000
2015	413,000
Thereafter	832,000
Total	**$ 6,408,000**

For the years ended December 31, 2010 and 2009, total rent income was $3,259,000 and $3,321,000, respectively.

Expansions
On September 23, 2007, The Water Club, then under construction, sustained a fire that caused damage to property with a carrying value of approximately $11,365,000. Our insurance policies included coverage for replacement costs related to property damage, with the exception of minor amounts principally related to insurance deductibles and certain other limitations. In addition, we had “delay-in-completion” insurance coverage for The Water Club for certain costs, subject to

various limitations and deductibles. On August 10, 2009, we reached a final settlement of $40,000,000 with our insurance carrier and recognized a gain of $28,735,000 included in other items and write-downs, net, on our consolidated statement of income, representing the amount of insurance advances in excess of the $11,265,000 carrying value of assets damaged and destroyed by the fire (after our $100,000 deductible).

Utility Contract
In 2005, we amended our executory contracts with a wholly-owned subsidiary of a local utility company, extending the end of the terms to 20 years from the opening of The Water Club. The utility company provides us with electricity and thermal energy (hot water and chilled water). Obligations under the thermal energy executory contract contain both fixed fees and variable fees based upon usage rates. The fixed fee components under the thermal energy executory contract are currently estimated at approximately $11,400,000 per annum. We also committed to purchase a certain portion of our electricity demand at essentially a fixed rate, which is estimated at approximately $1,700,000 per annum. Electricity demand in excess of the commitment is subject to market rates based on our tariff class.

Investment Alternative Tax
The New Jersey Casino Control Act provides, among other things, for an assessment of licensees equal to 1.25% of their gross gaming revenues in lieu of an investment alternative tax equal to 2.5% of gross gaming revenues. Generally, we may satisfy this investment obligation by investing in qualified eligible direct investments, by making qualified contributions or by depositing funds with the CRDA. Funds deposited with the CRDA may be used to purchase bonds designated by the CRDA or, under certain circumstances, may be donated to the CRDA in exchange for credits against future CRDA investment obligations. CRDA bonds have terms up to fifty years and bear interest at below market rates.

Our CRDA obligations for the years ended December 31, 2010 and 2009 were $8,100,000 and $8,692,000, respectively, of which valuation provisions of $4,648,000 and $5,062,000, respectively, were recorded due to the respective underlying agreements.

Purse Enhancement Agreement
In August 2008, Borgata and the ten other casinos in the Atlantic City gaming market (collectively, the “Casinos”) entered into a Purse Enhancement Agreement with the New Jersey Sports & Exposition Authority (the “NJSEA”) and the CRDA in the interest of further deferring or preventing the proliferation of competitive gaming at New Jersey racing tracks through December 31, 2011. In addition to the continued prohibition of casino gaming in New Jersey outside of Atlantic City, legislation was enacted to provide for the deduction of certain promotional gaming credits from the calculation of the tax on casino gross revenue.

Under the terms of the Agreement, the Casinos shall make scheduled payments to the NJSEA totaling $90,000,000 to be used for certain authorized purposes (the “Authorized Uses”) as defined by the Purse Enhancement Agreement.In the event any of the $90,000,000 is not used by NJSEA for the Authorized Uses by January 1, 2012, the unused funds shall be returned by NJSEA to the Casinos pro rata based upon the share each casino contributed. For each year, each casino’s share of the scheduled payments will equate to a percentage representing its gross gaming revenue for the prior calendar year compared to the gross gaming revenues for that period for all Casinos. Each casino, solely and individually, shall be responsible for its respective share of the scheduled amounts due. In the event that any casino shall fail to make its payment as required, the remaining Casinos shall have the right, but not the obligation, to cure a payment delinquency. As a result, we will expense our pro rata shares of the $90,000,000, estimated to be approximately $14,922,000 in total based on our actual market share of gross gaming revenue, on a straight-line basis over the applicable term of the Purse Enhancement Agreement. We recorded an expense of $5,147,000 and $4,801,000 for the years ended December 31, 2010 and 2009, respectively.

Contingencies

Legal Matters
We are subject to various claims and litigation in the ordinary course of business. In our opinion, all pending legal matters are either adequately covered by insurance, or if not insured, will not have a material adverse impact on our financial position, results of operations or cash flows.

NOTE 10. FAIR VALUE MEASUREMENTS

We have adopted the authoritative accounting guidance for fair value measurements, which does not determine or affect the circumstances under which fair value measurements are used, but defines fair value, expands disclosure requirements around fair value and specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions.

These inputs create the following fair value hierarchy:

- *Level 1*: Quoted prices for identical instruments in active markets.
- *Level 2*: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- *Level 3*: Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

As required by the guidance for fair value measurements, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Thus, assets and liabilities categorized as Level 3 may be measured at fair value using inputs that are observable (Levels 1 and 2) and unobservable (Level 3). Management's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of assets and liabilities and their placement within the fair value hierarchy levels.

Balances Measured at Fair Value

The following tables show the fair values of certain of our financial instruments.

	December 31, 2010			
	Balance	**Level 1**	**Level 2**	**Level 3**
Assets				
Cash and cash equivalents	$ 42,099,000	$ 42,099,000	$ -	$ -
CRDA Deposits	35,759,000	35,759,000	-	-

	December 31, 2009			
	Balance	**Level 1**	**Level 2**	**Level 3**
Assets				
Cash and cash equivalents	$ 46,894,000	$ 46,894,000	$ -	$ -
CRDA Deposits	31,492,000	31,492,000	-	-

The fair value of our cash and cash equivalents, classified in the fair value hierarchy as Level 1, is based on statements received from our banks at December 31, 2010 and 2009. The fair value of our CRDA deposits, classified in the fair value hierarchy as Level 1, is based on statements received from the CRDA at December 31, 2010 and 2009.

Balances Disclosed at Fair Value

The following table provides the fair value measurement information about our long-term debt at December 31, 2010.

	December 31, 2010			
	Outstanding Face Amount	**Carrying Value**	**Estimated Fair Value**	**Fair Value Hierarchy**
Bank Credit Facility Fee	$ 60,900,000	$ 60,900,000	$ 60,900,000	Level 2
9.5% Senior Secured Notes due 2015	400,000,000	386,712,000	375,111,000	Level 1
9.875% Senior Secured Notes due 2018	400,000,000	387,758,000	379,518,000	Level 1
Total long-term debt	**$ 860,900,000**	**$ 835,370,000**	**$ 815,529,000**	

The estimated fair value of our bank credit facility at December 31, 2010 approximates its carrying value due to the short-term nature and variable repricing of the underlying Eurodollar loans comprising our bank credit facility. The estimated fair values of our senior secured notes are based on quoted market prices as of December 31, 2010.

There were no transfers between Level 1 and Level 2 measurements during the year ended December 31, 2010.

NOTE 11. OTHER ITEMS AND WRITE-DOWNS, NET

Other items and write-downs, net, which is included in nonoperating income (expenses) in the consolidated statements of operations is comprised of the following:

	Year Ended December 31,	
	2010	2009
Loss on disposal of assets	$ 60,000	$ 129,000
Gain from insurance proceeds	-	(28,735,000)
Other items and write-downs, net	**$ 60,000**	**$ (28,606,000)**

Loss on Disposal of Assets
Loss on disposal of assets is comprised of amounts recognized in connection with our disposal of assets in the ordinary course of business.

Gain from Insurance Recoveries
On September 23, 2007, The Water Club, our 798-room boutique hotel expansion then under construction, sustained a fire that caused damage to property with a carrying value of approximately $11,365,000. Our insurance policies included coverage for replacement costs related to property damage, with the exception of minor amounts principally related to insurance deductibles and certain other limitations. In addition, we carried "delay-in-completion" insurance coverage for The Water Club for certain costs, subject to various limitations and deductibles. On August 10, 2009, we reached a final settlement of $40,000,000 with our insurance carrier and recognized a gain of $28,735,000 included in other items and write-downs, net on our consolidated statement of operations, representing the amount of insurance advances in excess of the $11,265,000 carrying value of assets damaged and destroyed by the fire (after our $100,000 deductible).

NOTE 12. EMPLOYEE BENEFIT PLANS

We contribute to multi-employer pension plans under various union agreements. Contributions, based on wages paid to covered employees, totaled approximately $6,031,000 and $5,827,000 for the years ended December 31, 2010 and 2009, respectively. Our share of unfunded vested liability related to its pension plans is $47,100,000.

We have a retirement savings plan under Section 401(k) of the Internal Revenue Code covering our non-union employees. The plan allows employees to defer up to the lessor of the Internal Revenue Code prescribed maximum amount or 100% of their income on a pre-tax basis through contributions to the plan. We expensed our voluntary contributions to the 401(k) plan of $1,482,000 and $1,653,000 for the years ended December 31, 2010 and 2009, respectively.

NOTE 13. RELATED PARTY TRANSACTIONS

We engage in transactions with BAC and MAC in the ordinary course of business. Related party balances are non-interest bearing and are included in accounts receivable or accrued liabilities, as applicable, on the consolidated balance sheets.

Pursuant to the Operating Agreement, MAC is solely responsible for any investigation, analyses, clean-up, detoxification, testing, monitoring, or remediation related to Renaissance Pointe. MAC is also responsible for their allocable share of expenses related to master plan and government improvements at Renaissance Pointe. The related amounts due from the Divestiture Trust for these types of expenditures incurred by us were $43,000 and $44,000 at December 31, 2010 and 2009, respectively. Reimbursable expenditures incurred were $633,000 and $514,000 for the years ended December 31, 2010 and 2009, respectively.

Boyd Gaming Corporation reimburses us for expenses relating to investigative services for our casino license and other expenses. The related amounts due from Boyd Gaming Corporation for these types of expenditures were $32,000 and $123,000 for the years ended December 31, 2010 and 2009, respectively. Reimbursable expenditures incurred were $457,000 and $325,000 for the years ended December 31, 2010 and 2009, respectively.

Ground Leases
We entered into a series of ground lease agreements with MGM totaling 19.6 acres that provides the land on which our existing employee parking garage, public space expansion, rooms expansion, modified surface parking lot and proposed alternative parking structure reside. The lease terms extend until December 31, 2070 with the exception of the surface parking lot lease which could be terminated by either party upon 30 days written notice. We did not have any amounts due to MGM or the new land owner for these types of expenditures at either December 31, 2010 or 2009. On November 4, 2010, MGM sold the land comprising the employee parking garage, public space expansion, rooms expansion and proposed alternative parking structure. Related rent incurred was $5,385,000 and $6,469,000 for the years ended December 31, 2010 and 2009, respectively, which was included in selling, general and administrative on the consolidated statements of operations.

Pursuant to the ground lease agreements, we are responsible for reimbursing the land owner for related property taxes paid on our behalf. We did not have any amounts due to MGM or the new land owner for these types of expenditures at either December 31, 2010 or 2009. Related property tax incurred was $12,860,000 and $12,175,000 for the years ended December 31, 2010 and 2009, respectively, which was included in selling, general and administrative on the consolidated statements of operations.

Compensation of Certain Employees
We reimburse BAC for compensation paid to employees performing services for us and for out-of-pocket costs and expenses incurred related to travel. BAC is also reimbursed for various payments made on our behalf, primarily related to third party insurance premiums and certain financing fees. The related amounts due to BAC for these types of expenditures paid by BAC were $927,000 and $829,000 at December 31, 2010 and 2009, respectively. Reimbursable expenditures were $9,091,000 and $7,414,000 for the years ended December 31, 2010 and 2009, respectively, in each case, reimbursable expenses are included in selling, general and administrative on the consolidated statements of operations.

NOTE 14. SUBSEQUENT EVENTS

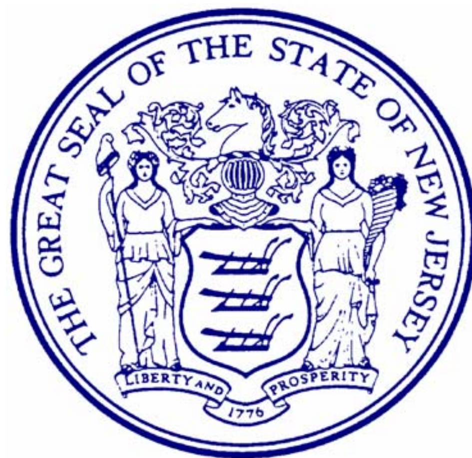
We have evaluated all events or transactions that occurred after December 31, 2010 and through March 31, 2011, the date these consolidated financial statements were available to be issued. During this period, we did not have any material subsequent events

Borgata Hotel Casino & Spa

ANNUAL FILINGS

FOR THE YEAR ENDED DECEMBER 31, 2010

SUBMITTED TO THE
DIVISION OF GAMING ENFORCEMENT
OF THE
STATE OF NEW JERSEY



OFFICE OF FINANCIAL INVESTIGATIONS
REPORTING MANUAL

Borgata Hotel Casino & Spa
SCHEDULE OF RECEIVABLES AND PATRONS' CHECKS
FOR THE YEAR ENDED DECEMBER 31, 2010

(UNAUDITED)
($ IN THOUSANDS)

Amended 10/7/14

ACCOUNTS RECEIVABLE BALANCES				
Line (a)	Description (b)	Account Balance (c)	Allowance (d)	Accounts Receivable (Net of Allowance) (e)
	Patrons' Checks:			
1	Undeposited Patrons' Checks	$22,573		
2	Returned Patrons' Checks	25,466		
3	Total Patrons' Checks	48,039	$23,251	$24,788
4	Hotel Receivables	2,053	62	$1,991
	Other Receivables:			
5	Receivables Due from Officers and Employees	-		
6	Receivables Due from Affiliates	75		
7	Other Accounts and Notes Receivables	3,370		
8	Total Other Receivables	3,445	-	$3,445
9	Totals (Form CCC-205)	$53,537	$23,313	$30,224

UNDEPOSITED PATRONS' CHECKS ACTIVITY		
Line (f)	Description (g)	Amount (h)
10	Beginning Balance (January 1)	$20,275
11	Counter Checks Issued	543,143
12	Checks Redeemed Prior to Deposit	(381,800)
13	Checks Collected Through Deposits	(138,062)
14	Checks Transferred to Returned Checks	(20,983)
15	Other Adjustments	0
16	Ending Balance	$22,573
17	"Hold" Checks Included in Balance on Line 16	0
18	Provision for Uncollectible Patrons' Checks	$3,469
19	Provision as a Percent of Counter Checks Issued	0.6%

Borgata Hotel Casino & Spa
EMPLOYMENT AND PAYROLL REPORT

AT DECEMBER 31, 2010

($ IN THOUSANDS)

Line (a)	Department (b)	Number of Employees (c)	Salaries and Wages		
			Other Employees (d)	Officers & Owners (e)	Totals (f)
	CASINO:				
1	Table and Other Games	1,907			
2	Slot Machines	101			
3	Administration				
4	Casino Accounting	222			
5	Simulcasting	19			
6	Other	30			
7	Total - Casino	2,279	$49,919	$1,331	$51,250
8	ROOMS	519	12,396		12,396
9	FOOD AND BEVERAGE	1,951	37,926		37,926
10	GUEST ENTERTAINMENT	267	1,189		1,189
11	MARKETING	174	10,112	1,331	11,443
12	OPERATION AND MAINTENANCE	313	11,458		11,458
	ADMINISTRATIVE AND GENERAL:				
13	Executive Office	27	566	2,662	3,228
14	Accounting and Auditing	97	3,420		3,420
15	Security	254	7,541		7,541
16	Other Administrative and General	123	6,439		6,439
	OTHER OPERATED DEPARTMENTS:				
17	Spa, Fitness Center and Pools	144	3,085		3,085
18	Transportation	120	2,201		2,201
19	Barber Shop/Salon	22	355		355
20	Retail	21	723		723
21					0
22					0
23	TOTALS - ALL DEPARTMENTS	6,311	$147,330	$5,324	$152,654

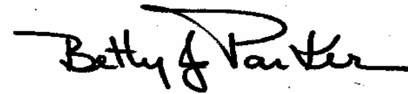
Borgata Hotel Casino and Spa

ANNUAL GROSS REVENUE TAX RETURN

FOR THE YEAR ENDED DECEMBER 31, 2010

Line		
	CASINO WIN:	
1.	Table and Other Games	$ 224,817,026
2.	Slot Machines	422,852,611
3.	Total Casino Win	647,669,637
4.	Adjustments	
5.	Gross Revenue (line 3 plus line 4)	647,669,637
6.	Deduction for Eligible Promotional Gaming Credits	50,667,245
7.	Taxable Gross Revenue (line 5 minus line 6)	597,002,392
8.	Tax on Gross Revenue - Reporting Year (8% of line 7)	47,760,191
9.	Audit or Other Adjustments to Tax on Gross Revenues in Prior Years	303
10.	Total Taxes on Gross Revenue (the sum of lines 8 and 9)	47,760,494

Under penalties of perjury, I declare that I have examined this Annual Gross Revenue Tax Return and to the best of my knowledge and belief, the information contained in this return is accurate.



March 15, 2010
Date

Betty J. Parker

Casino Controller 8038-11