

**BOYDGAMING**  
Annual Report 2012





***forward focus***

---

# We remain resolutely focused on delivering sustainable, long-term results.

---



William S. Boyd



Keith E. Smith

Dear Shareholder:

A forward focus has long been a part of Boyd Gaming Corporation's DNA.

From our earliest days, we have identified and seized opportunities others did not see. With the opening of the California and Sam's Town Las Vegas, our Company carved out entirely new business models, creating success by serving untapped markets.

Much has changed at Boyd Gaming since then, but our forward focus has not. We remain resolutely focused on delivering sustainable, long-term results for our shareholders. Our goal is to **strengthen our financial position**, creating a solid foundation for future growth.

We have made significant progress over the last 18 months. We acquired six new properties, adding about \$250 million in annual EBITDA, greatly enhancing our free cash flow. We sold the Echelon site and entered into an agreement to sell Dania Jai-Alai, transactions that will generate more than \$400 million in proceeds and eliminate more than \$20 million in annual recurring expense.

These actions have made us a stronger company. And we will continue strengthening our Company through several key initiatives:

**Improving our core business.** Our Company's success is built upon executing on the details, both large and small, that make Boyd Gaming experiences stand out from the competition. Targeted capital investment in slot product, technology and redesigned amenities will help drive revenue and EBITDA growth across the Company.

**Strengthening customer relationships.** We have always focused on viewing our operations as a customer would, and providing them with many reasons to visit our properties. This begins with delivering personalized and friendly service. B Connected, our nationwide player loyalty program, enables us to engage many customers across the country and encourage cross-property visitation. We will continue to leverage this valuable program to drive increased visitation to our properties.

**Executing on opportunities.** In late 2012, we completed our acquisition of Peninsula Gaming, adding five high-margin properties to our nationwide portfolio and greatly expanding our ability to generate free cash flow. Going forward, we will focus on realizing the full potential of this transformative transaction by successfully completing the integration of Peninsula into our Company.

**Looking to the future.** We are optimistic about the long-term opportunities we have created. We are well-positioned to become a market leader in the emerging domestic online gaming industry. And we have agreements to expand our reach into lucrative new markets in south Florida and northern California.

We have great confidence in the skill and dedication of our team members, the quality of our assets and the soundness of our strategy. Our **forward focus** will be the key to strengthening our financial position, and generating attractive returns for our shareholders in the years to come.

On behalf of the Board of Directors, thank you for your investment in Boyd Gaming.

A handwritten signature in black ink that reads "William S. Boyd".

William S. Boyd  
Executive Chairman of the Board

A handwritten signature in black ink that reads "Keith E. Smith".

Keith E. Smith  
President and Chief Executive Officer



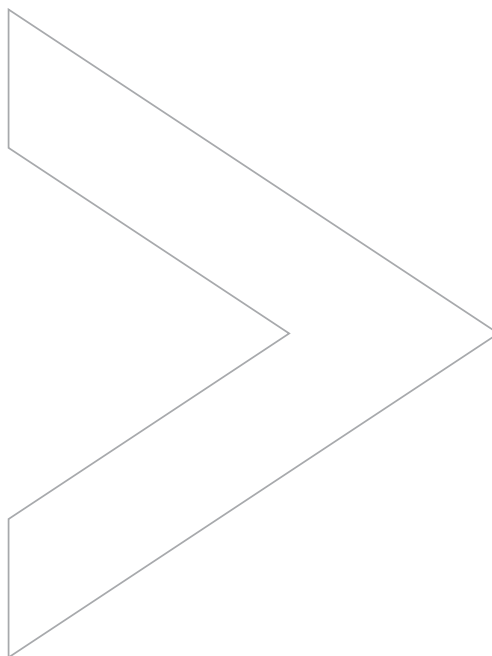
## Improving our core business.


We're building a stronger company with a heightened focus on our core business. We seek to drive revenue and EBITDA growth through effective and efficient improvements to our operations.



It is important to view our properties from our customers' point of view. We periodically refine our experiences and enhance our value proposition to meet and exceed the expectations of our customers. We continually seek to provide compelling reasons to choose the Boyd Gaming brand of hospitality. And by identifying more efficient ways to do business, we have the opportunity to further enhance EBITDA growth.

Since our founding, Boyd Gaming has been about providing customers an exceptional, personal entertainment experience, each and every time they visit. Our success is linked to executing on the details—both large and small—that make a Boyd Gaming experience stand out from the competition.





**Our success  
is linked to  
executing on  
the details, both  
large and small.**





## Strengthening customer relationships.

- > Our unifying brand, B Connected, is our key to maintaining strong relationships with our customers. Linking Boyd Gaming properties across the country, B Connected complements the exceptional service delivered by our team members by providing meaningful, personal rewards and incentives to our customers.





We augment this program with B Connected Online and B Connected Mobile, our award-winning web tool and smartphone app. Nearly two-thirds of our most loyal customers engage with us through B Connected Online and B Connected Mobile to book rooms, plan visits and more. And through our newest tool, B Connected Social, we incent our customers to become our brand advocates, sharing information on our amenities, entertainment and promotions through popular social networking platforms.



#### IT'S GOOD TO **B** CONNECTED™

We are confident this program will continue to drive increased customer loyalty and improved results for our Company.











## Executing on opportunities.

In late 2012, Boyd Gaming completed one of the most transformative acquisitions in our Company's history—the purchase of Peninsula Gaming. With this transaction, we added five high-margin properties to our portfolio—Diamond Jo Dubuque, Diamond Jo Worth, Evangeline Downs, Amelia Belle and Kansas Star—greatly expanding our ability to generate free cash flow and further diversifying our operations.

But completing this transaction is just the beginning. Our goal now is the successful integration of these properties into Boyd Gaming. We will provide the Peninsula team the support and the tools needed to build on their success, without disrupting what is already working so well.

Since its founding, Peninsula had a simple philosophy for success: control costs, and execute better and more efficiently than the competition. It is a philosophy that has worked well for both Peninsula and Boyd Gaming. Together we will be stronger than ever, and we intend to share and embrace best practices from both organizations across our combined company.

We believe the Peninsula acquisition has tremendous potential, and we remain focused on realizing the full promise of this transaction.



**Our forward focus will help us realize the full promise of this transformative transaction.**



## Looking to the future.

Looking ahead, we are optimistic about the long-term growth opportunities we have developed.

Chief among these is the emerging opportunity presented by online gaming in the United States. Two of our core states, Nevada and New Jersey, have passed historic legislation to legalize and regulate in-state online gaming. These markets offer great opportunity, and we believe Boyd Gaming has the partnerships, infrastructure, and expertise to become a market leader in domestic online gaming in the years to come.

We also have opportunities to expand our geographic presence into California and Florida. We have entered into an agreement to develop and manage a gaming property

near Sacramento, California, on behalf of the Wilton Rancheria tribe, once all necessary approvals have been secured. And in south Florida, we have partnered with Sunrise Sports Entertainment to develop a casino next to the BB&T Center in Sunrise, should lawmakers pass legislation expanding gaming in the state.

While these opportunities are still in the early stages, each provides the potential for significant growth, further diversification, and the continued strengthening of our financial position.





**Exceptional, personal  
service is our hallmark.  
We treat people right—  
our team, our guests,  
and communities  
where we operate.**

A solid blue triangle pointing to the right, positioned to the left of the text.

***Our forward focus will help  
drive future opportunities  
and success.***

## Executive Leadership Team

**William S. Boyd**, Executive Chairman of the Board • **Marianne Johnson**, Vice Chairman of the Board, Executive Vice President and Chief Diversity Officer  
**Keith E. Smith**, President and Chief Executive Officer • **Paul J. Chakmak**, Executive Vice President and Chief Operating Officer • **Robert L. Boughner**, Executive Vice President and Chief Business Development Officer • **Brian A. Larson**, Executive Vice President, General Counsel and Secretary • **Josh Hirsberg**, Senior Vice President, Chief Financial Officer and Treasurer • **William R. Boyd**, Vice President

## Board Of Directors

**William S. Boyd**, Executive Chairman of the Board, Boyd Gaming • **Marianne Johnson**, Vice Chairman of the Board, Executive VP and Chief Diversity Officer, Boyd Gaming • **Keith E. Smith**, President and Chief Executive Officer, Boyd Gaming • **Robert L. Boughner**, Executive Vice President and Chief Business Development Officer, Boyd Gaming • **William R. Boyd**, Vice President, Boyd Gaming • **Richard E. Flaherty**, Former Dean of the College of Business, University of Nevada, Las Vegas • **Thomas V. Girardi**, Partner, Girardi and Keese • **Billy G. McCoy**, Major General, USAF (Ret) • **Frederick J. Schwab**, Former President and Chief Executive Officer, Porsche Cars North America, Inc. • **Christine J. Spadafor**, Chief Executive Officer, St. Jude's Ranch for Children • **Peter M. Thomas**, Managing Director, Thomas & Mack Co. LLC • **Veronica J. Wilson**, Executive Director, Blind Center of Nevada

## Investor Information

### Stock Listing

The common stock of Boyd Gaming Corporation is listed on the New York Stock Exchange. Its symbol is BYD. As of March 11, 2013, there were 844 stockholders of record.

### Annual Meeting

The annual meeting of stockholders of Boyd Gaming Corporation will be held on Thursday, May 16, 2013 at 11 am Pacific Time at Gold Coast Hotel and Casino in Las Vegas, Nevada. The record date for the meeting is the close of business on March 28, 2013.

### News Releases

As a service to our stockholders and prospective investors, additional company information, including news releases, earnings announcements and information on corporate governance, is available at [boydgaming.com](http://boydgaming.com).

### Common Stock Transfer

Agent and Registrar  
Wells Fargo Shareowner Services  
1110 Centre Pointe Curve, Suite 101  
Mendota Heights, MN 55120

### Independent Registered Public Accounting Firm

Deloitte & Touche LLP  
3883 Howard Hughes Parkway  
Fourth Floor  
Las Vegas, NV 89169  
702.893.3100

### Boyd Gaming Corporation

3883 Howard Hughes Parkway  
Ninth Floor  
Las Vegas, NV 89169  
702.792.7200

### Investor Contact

Josh Hirsberg  
Senior Vice President  
Chief Financial Officer and Treasurer  
702.792.7234  
[joshhirsberg@boydgaming.com](mailto:joshhirsberg@boydgaming.com)

### Media Contact

David Strow  
Director, Corporate Communications  
702.792.7386  
[davidstrow@boydgaming.com](mailto:davidstrow@boydgaming.com)

## Property Listing

### Las Vegas Locals

#### Gold Coast Hotel And Casino

4000 West Flamingo Road  
Las Vegas, NV 89103  
800.331.5334  
[goldcoastcasino.com](http://goldcoastcasino.com)

#### The Orleans Hotel and Casino

4500 West Tropicana Avenue  
Las Vegas, NV 89103  
800.675.3267  
[orleanscasino.com](http://orleanscasino.com)

#### Sam's Town Hotel and Gambling Hall

5111 Boulder Highway  
Las Vegas, NV 89122  
800.897.8696  
[samstownlv.com](http://samstownlv.com)

#### Suncoast Hotel and Casino

9090 Alta Drive  
Las Vegas, NV 89145  
877.677.7111  
[suncoastcasino.com](http://suncoastcasino.com)

#### Eldorado Casino

140 South Water Street  
Henderson, NV 89015  
702.564.1811  
[eldoradocasino.com](http://eldoradocasino.com)

#### Jokers Wild Casino

920 North Boulder Highway  
Henderson, NV 89011  
702.564.8100  
[jokerswildcasino.com](http://jokerswildcasino.com)

### Downtown Las Vegas

#### California Hotel and Casino

12 East Ogden Avenue  
Las Vegas, NV 89101  
800.634.6505  
[thecal.com](http://thecal.com)

#### Fremont Hotel and Casino

200 Fremont Street  
Las Vegas, NV 89101  
800.634.6460  
[fremontcasino.com](http://fremontcasino.com)

#### Main Street Station Casino Brewery and Hotel

200 North Main Street  
Las Vegas, NV 89101  
800.713.8933  
[mainstreetcasino.com](http://mainstreetcasino.com)

### Midwest & South

#### Amelia Belle Casino

500 Lake Palourde Road  
Amelia, LA 70340  
985.631.1777  
[ameliabellecasino.com](http://ameliabellecasino.com)

#### Blue Chip Casino Hotel Spa

777 Blue Chip Drive  
Michigan City, IN 46360  
888.879.7711  
[bluechipcasino.com](http://bluechipcasino.com)

#### Delta Downs Racetrack Casino Hotel

2717 Delta Downs Drive  
Vinton, LA 70668  
800.589.7441  
[deltadowns.com](http://deltadowns.com)

#### Diamond Jo Casino

301 Bell Street  
Dubuque, IA 52001  
563.690.4800  
[diamondjodubuque.com](http://diamondjodubuque.com)

#### Diamond Jo Worth

777 Diamond Jo Lane  
Northwood, IA 50459  
641.323.7777  
[diamondjoworth.com](http://diamondjoworth.com)

#### Evangeline Downs Racetrack Casino Hotel

2235 Creswell Lane Extension  
Opelousas, LA 70570  
866.472.2466  
[evangelinedowns.com](http://evangelinedowns.com)

#### IP Casino Resort Spa

850 Bayview Avenue  
Biloxi, MS 39530  
888.946.2847  
[ipbiloxi.com](http://ipbiloxi.com)

#### Kansas Star Casino Hotel Event Center

777 Kansas Star Drive  
Mulvane, KS 67110  
316.719.5000  
[kansasstarcasino.com](http://kansasstarcasino.com)

#### Par-A-Dice Hotel Casino

21 Blackjack Boulevard  
East Peoria, IL 61611  
800.727.2342  
[paradicecasino.com](http://paradicecasino.com)

#### Sam's Town Hotel and Casino

315 Clyde Fant Parkway  
Shreveport, LA 71101  
877.429.0711  
[samstownshreveport.com](http://samstownshreveport.com)

#### Sam's Town Hotel and Gambling Hall

1477 Casino Strip Resorts Boulevard  
Robinsonville, MS 38664  
800.456.0711  
[samstowntunica.com](http://samstowntunica.com)

#### Treasure Chest Casino

5050 Williams Boulevard  
Kenner, LA 70065  
800.298.0711  
[treasurechest.com](http://treasurechest.com)

### Atlantic City

#### Borgata Hotel Casino and Spa

1 Borgata Way  
Atlantic City, NJ 08401  
866.692.6742  
[theborgata.com](http://theborgata.com)

### Boyd Gaming

#### Executive Offices

3883 Howard Hughes Parkway  
Ninth Floor  
Las Vegas, NV 89169  
702.792.7200  
[boydgaming.com](http://boydgaming.com)

#### Corporate Offices

6465 South Rainbow Boulevard  
Las Vegas, NV 89118  
702.792.7200  
[boydgaming.com](http://boydgaming.com)





**BOYD**GAMING

[boydgaming.com](http://boydgaming.com)  
[bconnectedonline.com](http://bconnectedonline.com)