Borgata Hotel Casino & Spa

QUARTERLY REPORT

FOR THE QUARTER ENDED JUNE 30, 2006

SUBMITTED TO THE
CASINO CONTROL COMMISSION
OF THE
STATE OF NEW JERSEY

DIVISION OF FINANCIAL EVALUATION
REPORTING MANUAL

Borgata Hotel Casino & Spa
BALANCE SHEETS

AS OF JUNE 30, 2006 AND 2005

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2006 (c)	2005 (d)
	ASSETS:			
	Current Assets:			
1	Cash and Cash Equivalents	1	$51,255	$30,815
2	Short-Term Investments		0	0
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2006, $13,055; 2005, $8,478)	2	67,919	49,906
4	Inventories		3,801	2,923
5	Other Current Assets		6,938	6,159
6	Total Current Assets		129,913	89,803
7	Investments, Advances, and Receivables		9,479	3,504
8	Property and Equipment - Gross		1,317,889	1,076,136
9	Less: Accumulated Depreciation and Amortization		(164,036)	(106,335)
10	Property and Equipment - Net		1,153,853	969,801
11	Other Assets		11,209	11,006
12	Total Assets		$1,304,454	$1,074,114
	LIABILITIES AND EQUITY:			
	Current Liabilities:			
13	Accounts Payable		$60,924	$15,524
14	Notes Payable		0	0
	Current Portion of Long-Term Debt:			
15	Due to Affiliates		0	0
16	External	6	0	2,000
17	Income Taxes Payable and Accrued		10,035	5,709
18	Other Accrued Expenses	3	57,254	50,034
19	Other Current Liabilities	4	13,796	16,058
20	Total Current Liabilities		142,009	89,325
	Long-Term Debt:			
21	Due to Affiliates		0	0
22	External	6	475,200	364,100
23	Deferred Credits		6,595	3,880
24	Other Liabilities		8,340	6,207
25	Commitments and Contingencies		0	0
26	Total Liabilities		632,144	463,512
27	Stockholders', Partners', or Proprietor's Equity		672,310	610,602
28	Total Liabilities and Equity		$1,304,454	$1,074,114

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 SIX MONTHS ENDED JUNE 30, 2006 AND 2005

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2006 (c)	2005 (d)
	Revenue:			
1	Casino		$347,111	$331,650
2	Rooms		44,973	43,223
3	Food and Beverage		57,341	58,684
4	Other		18,069	12,562
5	Total Revenue		467,494	446,119
6	Less: Promotional Allowances	1	90,554	89,599
7	Net Revenue		376,940	356,520
	Costs and Expenses:			
8	Cost of Goods and Services		197,298	189,672
9	Selling, General, and Administrative	8	52,180	47,991
10	Provision for Doubtful Accounts	3	3,438	1,965
11	Total Costs and Expenses		252,916	239,628
12	Gross Operating Profit		124,024	116,892
13	Depreciation and Amortization		29,271	27,160
	Charges from Affiliates Other than Interest:			
14	Management Fees		0	0
15	Other		0	0
16	Income (Loss) from Operations		94,753	89,732
	Other Income (Expenses):			
17	Interest Expense - Affiliates		0	0
18	Interest Expense - External	6	(8,353)	(12,784)
19	CRDA Related Income (Expense) - Net		(1,454)	(3,383)
20	Nonoperating Income (Expense) - Net		(5,201)	178
21	Total Other Income (Expenses)		(15,008)	(15,989)
22	Income (Loss) Before Taxes and Extraordinary Items		79,745	73,743
23	Provision (Credit) for Income Taxes	1,7	237	(604)
24	Income (Loss) Before Extraordinary Items		79,508	74,347
25	Extraordinary Items (Net of Income Taxes - 2006, \$0; 2005, \$0)		0	0
26	Net Income (Loss)		$79,508	$74,347

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 JUNE 30, 2006 AND 2005

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2006 (c)	2005 (d)
	Revenue:			
1	Casino		$172,855	$169,596
2	Rooms		23,742	22,990
3	Food and Beverage		29,461	30,623
4	Other		11,079	7,345
5	Total Revenue		237,137	230,554
6	Less: Promotional Allowances	1	47,765	46,168
7	Net Revenue		189,372	184,386
	Costs and Expenses:			
8	Cost of Goods and Services		101,889	99,056
9	Selling, General, and Administrative	8	27,518	25,553
10	Provision for Doubtful Accounts	3	1,802	1,772
11	Total Costs and Expenses		131,209	126,381
12	Gross Operating Profit		58,163	58,005
13	Depreciation and Amortization		14,773	13,787
	Charges from Affiliates Other than Interest:			
14	Management Fees		0	0
15	Other		0	0
16	Income (Loss) from Operations		43,390	44,218
	Other Income (Expenses):			
17	Interest Expense - Affiliates		0	0
18	Interest Expense - External	6	(4,271)	(6,376)
19	CRDA Related Income (Expense) - Net		(724)	(1,334)
20	Nonoperating Income (Expense) - Net		(3,727)	(290)
21	Total Other Income (Expenses)		(8,722)	(8,000)
22	Income (Loss) Before Taxes and Extraordinary Items		34,668	36,218
23	Provision (Credit) for Income Taxes	1, 7	(130)	(195)
24	Income (Loss) Before Extraordinary Items		34,798	36,413
	Extraordinary Items (Net of Income Taxes -			
25	2006, $0; 2005, $0)		0	0
26	Net Income (Loss)		$34,798	$36,413

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' OR PROPRIETOR'S EQUITY

FOR THE SIX MONTHS ENDED JUNE 30, 2006
AND THE TWELVE MONTHS ENDED DECEMBER 31, 2005

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	Contributed Capital (c)	Accumulated Earnings (Deficit) (d)	Accumulated Other Comp Income (Loss) (e)	Total Equity (Deficit) (f)
1	**Balance, December 31, 2004..........**		$477,507	$88,088	($5,854)	$559,741
2	Net Income - 2005.....................			171,188		171,188
3	Capital Contributions................					0
4	Capital Withdrawals..................					0
5	Partnership Distributions...........			(58,676)		(58,676)
6	Prior Period Adjustments..........					0
7	Other Comprehensive Income, net				5,854	5,854
8						0
9						0
10	**Balance, December 31, 2005..........**		477,507	200,600	0	678,107
11	Net Income (Loss) - 2006..........			79,508		79,508
12	Capital Contributions................					0
13	Capital Withdrawals..................					0
14	Partnership Distributions...........			(85,305)		(85,305)
15	Prior Period Adjustments..........					0
16						0
17						0
18						0
19	**Balance, June 30, 2006..................**		$477,507	$194,803	$0	$672,310

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 SIX MONTHS ENDED JUNE 30, 2006 AND 2005

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2006 (c)	2005 (d)
1	CASH PROVIDED (USED) BY OPERATING ACTIVITIES..		$106,462	$109,552
	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		(149,145)	(29,421)
5	Proceeds from Disposition of Property and Equipment			
6	CRDA Obligations		(2,897)	(805)
7	Other Investments, Loans and Advances made			
8	Proceeds from Other Investments, Loans, and Advances			
9	Cash Outflows to Acquire Business Entities		0	0
10				
11				
12	Net Cash Provided (Used) By Investing Activities		(152,042)	(30,226)
	CASH FLOWS FROM FINANCING ACTIVITIES:			
13	Proceeds from Short-Term Debt			
14	Payments to Settle Short-Term Debt			
15	Proceeds from Long-Term Debt		658,100	259,300
16	Costs of Issuing Debt		(1,208)	
17	Payments to Settle Long-Term Debt		(524,600)	(318,800)
18	Cash Proceeds from Issuing Stock or Capital Contributions		0	0
19	Purchases of Treasury Stock			
20	Payments of Dividends or Capital Withdrawals			
21	Partnership Distributions		(85,305)	(26,578)
22				
23	Net Cash Provided (Used) By Financing Activities		46,987	(86,078)
24	Net Increase (Decrease) in Cash and Cash Equivalents		1,407	(6,752)
25	Cash and Cash Equivalents at Beginning of Period		49,848	37,567
26	Cash and Cash Equivalents at End of Period		$51,255	$30,815

	CASH PAID DURING PERIOD FOR:			
27	Interest (Net of Amount Capitalized)		$5,796	$15,654
28	Income Taxes		$4,902	($4,595)

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 SIX MONTHS ENDED JUNE 30, 2006 AND 2005

(UNAUDITED)

($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2006 (c)	2005 (d)
	CASH FLOWS FROM OPERATING ACTIVITIES:			
29	Net Income (Loss)...		$79,508	$74,347
30	Depreciation and Amortization of Property and Equipment...		29,160	27,108
31	Amortization of Other Assets...		111	52
32	Amortization of Debt Discount or Premium..........................			
33	Deferred Income Taxes - Current			
34	Deferred Income Taxes - Noncurrent			
35	(Gain) Loss on Disposition of Property and Equipment.........		375	
36	(Gain) Loss on CRDA-Related Obligations...........................		1,454	3,383
37	(Gain) Loss from Other Investment Activities.......................			
38	(Increase) Decrease in Receivables and Patrons' Checks		(16,226)	(2,658)
39	(Increase) Decrease in Inventories		(694)	63
40	(Increase) Decrease in Other Current Assets..........................		(1,231)	(672)
41	(Increase) Decrease in Other Assets......................................		182	804
42	Increase (Decrease) in Accounts Payable..............................		8,139	994
43	Increase (Decrease) in Other Current Liabilities		2,621	2,434
44	Increase (Decrease) in Other Liabilities		3,063	3,767
45	Net Loss (Gain) on Derivative Financial Instrum		0	(70)
46	....			
47	Net Cash Provided (Used) By Operating Activities...................		$106,462	$109,552

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

Line (a)	Description (b)	Notes	2006 (c)	2005 (d)
	ACQUISITION OF PROPERTY AND EQUIPMENT:			
48	Additions to Property and Equipment..................................		($149,145)	($29,421)
49	Less: Capital Lease Obligations Incurred..............................			
50	Cash Outflows for Property and Equipment..............................		($149,145)	($29,421)
	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
SCHEDULE OF PROMOTIONAL EXPENSES AND ALLOWANCES

FOR THE SIX MONTHS ENDED JUNE 30, 2006

(UNAUDITED)
($ IN THOUSANDS)

		Promotional Allowances		Promotional Expenses	
Line (a)	Description (b)	Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	204,109	$27,939		
2	Food	907,197	18,617	251,118	2,511
3	Beverage	3,269,143	10,625		
4	Travel			14,251	3,563
5	Bus Program Cash				
6	Other Cash Complimentaries	1,155,078	28,877		
7	Entertainment	59,996	2,400	2,194	219
8	Retail & Non-Cash Gifts			26,747	6,687
9	Parking				
10	Other	83,839	2,096	2,633,124	6,498
11	Total	5,679,362	$90,554	2,927,434	$19,478

* Promotional Allowances - Other includes $1,408 of Spa comps and $478 of Comp and Slot dollars earned but not redeemed
* Promotional Expenses - Other includes $2,370 of comp taxes & $4,128 of promotional jackpot progran

FOR THE THREE MONTHS ENDED JUNE 30, 2006

		Promotional Allowances		Promotional Expenses	
Line (a)	Description (b)	Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	101,250	$14,382		
2	Food	427,439	8,720	100,060	1,001
3	Beverage	1,810,477	5,884		
4	Travel			7,750	1,937
5	Bus Program Cash				
6	Other Cash Complimentaries	645,597	16,140		
7	Entertainment	40,494	1,620	878	88
8	Retail & Non-Cash Gifts			13,604	3,401
9	Parking				
10	Other	40,771	1,019	1,324,496	2,966
11	Total	3,066,028	$47,765	1,446,788	$9,393

* Promotional Allowances - Other includes $701 of Spa comps and $117 of Comp and Slot dollars earned but not redeemed
* Promotional Expenses - Other includes $1,192 of comp taxes & $1,774 of promotional jackpot progran

Borgata Hotel Casino & Spa
STATEMENT OF CONFORMITY, ACCURACY, AND COMPLIANCE

FOR THE QUARTER ENDED JUNE 30, 2006

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.

8/15/2006
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 Condensed Consolidated Financial Statements
(Unaudited)

Note 1. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America 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". The Company is a wholly-owned subsidiary of Marina District Development Holding Co., LLC ("Holding Company" or "Parent"). Holding Company is jointly owned by MAC, Corp. ("MAC"), a wholly-owned subsidiary of MGM MIRAGE, and Boyd Atlantic City, Inc. ("BAC"), a wholly-owned subsidiary of Boyd Gaming Corporation. Our purpose is to develop, own, and operate a hotel casino and spa facility at Renaissance Pointe in Atlantic City, New Jersey. We opened Borgata on July 3, 2003 with approximately 2,000 hotel rooms, a 125,000 square foot casino, and other amenities. On June 30, 2006, we opened our first expansion ("Public Space Expansion"), a project with an estimated cost of $200,000,000. The Public Space Expansion consists of approximately 35,000 square feet of additional casino space and substantial additions of non-gaming amenities including three additional fine dining restaurants, a second nightclub, and a multi-concept quick service dining facility.

We are currently in the process our second expansion ("Rooms Expansion"). The project's budget was increased to approximately $400,000,000, mainly due to higher construction costs, vendor consolidation, and demand for contractors in the Atlantic City region. The centerpiece of the Rooms Expansion is a new hotel tower, The Water Club at Borgata, containing approximately 800 rooms and suites, to be built on a portion of the existing surface parking lot, near the existing porte cochere. In addition to the hotel, which will have an arrival separate from our existing hotel tower, the Rooms Expansion will include a new spa, additional meeting room space, and a new parking structure. Access to our existing facilities and the Public Space Expansion amenities is intended to be seamless and convenient. The Rooms Expansion construction began January 2006 and is on schedule for completion in the fourth quarter of 2007. Boyd Gaming Corporation and MGM MIRAGE have approved the project, which will be built on land leased from MGM MIRAGE (see Note 5). BAC and MAC do not expect to make further capital contributions to us for the expansion project as we expect to finance the project from our cash flow and from our recently amended bank credit facility (see Note 6).

Pursuant to the Joint Venture Agreement (the "JV Agreement"), BAC, as the managing venturer of the Holding Company, has oversight responsibility for the management of Borgata which includes the design, development, and construction as well as the day to day operations. We do not record a management fee to BAC as our management team directly performs these services or negotiates contracts to provide for these services. As a result, the costs of these services are directly borne by the Company and are reflected in our accompanying condensed consolidated financial statements.

In our opinion, the accompanying unaudited condensed consolidated financial statements contain all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the results of our operations for the three and six months ended June 30, 2006 and 2005 and our cash flows for the six months ended June 30, 2006 and 2005. We suggest reading this report in conjunction with our audited consolidated financial statements for the year ended December 31, 2005. Our operating results for the three and six months ended June 30, 2006 and 2005 and our cash flows for the six months ended June 30, 2006 and 2005 are not necessarily indicative of the results that will be achieved for the full year or future periods.

Capitalized Interest

Interest costs associated with our expansion projects are capitalized. Interest costs, which include commitment fees and the amortized portion of deferred loan origination fees, are capitalized on amounts expended for the respective projects using our weighted average cost of borrowing. Capitalization of interest will cease when the respective project, or discernible portions of the projects, are substantially complete. We amortize capitalized interest over the estimated useful life of the related asset. Capitalized interest was $2,565,000 and $4,116,000 for the three and six months ended June 30, 2006, respectively, and $244,000 and $337,000 for the three and six months ended June 30, 2005, respectively.

Income Taxes

Our Parent and we are treated as a partnership for federal income tax purposes; therefore, federal income taxes are the responsibility of MAC and BAC. 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. 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 MAC and BAC. In accordance with our tax sharing agreement, we have agreed with MAC and BAC that our tax liability will be based upon our stand-alone separate activity, as reflected in our condensed consolidated financial statements.

Pursuant to an amendment to the Casino Control Act, effective July 1, 2003, we were also subject to a 7.5% Adjusted Net Profits Tax which was imposed on a casino's adjusted net income as defined in the Casino Control Commission regulations. This tax of $3,805,000 per year was based on our adjusted net income for our first twelve months of operations ended on June 30, 2004 and was imposed for each of the three fiscal years ending June 30, 2004 through June 30, 2006. We are entitled to a 50% credit against our Adjusted Net Profits Tax if we make qualifying capital expenditures, as defined by statute. We recognized this credit in arriving at our state tax benefit (provision) reported on the accompanying condensed consolidated statement of operations.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and notes. Significant estimates incorporated into our accompanying condensed consolidated financial statements include the estimated useful lives for depreciable and amortizable assets, the estimated allowance for doubtful accounts receivable, the estimate for available tax credits, the estimated liabilities for our self-insured medical plan, slot club programs, contingencies and litigation, claims and assessments. Actual results could differ from those estimates and assumptions.

Preopening Expenses

We expense certain costs of start-up activities as incurred. Preopening expenses were $3,815,000 and $5,145,000 for the three and six months ended June 30, 2006, respectively, consisting primarily of payroll expenses and ground lease expenses related to our expansion projects. There were no such expenses for the three and six month periods ended June 30, 2005.

Recently Issued Accounting Standards

In October 2005, the FASB issued FASB Staff Position ("FSP") No. 13-1, *Accounting for Rental Costs Incurred during a Construction Period*. This FSP requires rental costs associated with ground operating leases that are incurred during a construction period be recognized as rental expense. This FSP is effective for fiscal periods beginning after December 15, 2005. The 2006 adoption of this FSP did not have a material impact on our condensed consolidated financial statements.

Note 2. Receivables and Patrons' Checks

Receivables and patrons' checks consist of the following:

	June 30,	
	2006	2005
Casino receivables (net of an allowance for doubtful accounts – 2006 $12,715,000 and 2005 $8,275,000)	$ 27,506,000	$ 16,848,000
NJ tax refund receivable (Note 7)	26,979,000	28,143,000
Other (net of an allowance for doubtful accounts – 2006 $340,000 and 2005 $348,000)	13,324,000	4,857,000
Due from related parties (Note 5)	110,000	58,000
Receivables and patrons' checks, net	**$ 67,919,000**	**$ 49,906,000**

Note 3. Other Accrued Expenses

Other accrued expenses consist of the following:

	June 30,	
	2006	2005
Payroll and related	$ 23,831,000	$ 21,572,000
Other (Note 8)	33,423,000	28,462,000
Other accrued expenses	**$ 57,254,000**	**$ 50,034,000**

Note 4. Other Current Liabilities

Other current liabilities consist of the following:

	June 30,	
	2006	2005
Due to related parties (Note 5)	$ 936,000	$ 3,964,000
Other	12,860,000	12,094,000
Other current liabilities	**$ 13,796,000**	**$ 16,058,000**

Note 5. Related Parties

Pursuant to the JV Agreement, MAC is responsible for any landscaping, utilities, 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 MAC for these types of expenditures incurred by us were $43,000 and $0 at June 30, 2006 and 2005, respectively. Reimbursable expenditures incurred were $192,000 and $283,000 for the three and six months ended June 30, 2006, respectively, and $18,000 and $107,000 for the three and six months ended June 30, 2005, respectively.

Boyd Gaming Corporation reimburses us for expenses relating to investigative services for our casino license and other expenses. The related amounts incurred by us and due from Boyd Gaming Corporation for these types of expenses were $67,000 and $58,000 at June 30, 2006 and 2005, respectively. Reimbursable expenditures incurred were $27,000 and $190,000 for the three and six months ended June 30, 2006, respectively, and $80,000 and $107,000 for three and six months ended June 30, 2005, respectively.

In 2005, we entered into a series of ground lease agreements with MAC related to our expansion projects which increase our leased premises from a total of 15.5 acres to a total of 19.0 acres. These new ground lease agreements and the modified existing employee parking garage ground lease agreement provide the land on which our existing employee parking garage, the Public Space Expansion, the Rooms Expansion, and a modified surface parking lot will reside. The lease terms extend until December 31, 2070 with the exception of the surface parking lot lease (which can be terminated by either party upon 18 months written notice). The related amounts due to MAC for these types of expenditures were $0 and $3,476,000 at June 30, 2006 and 2005, respectively. Related rent incurred was $1,304,000 and $2,609,000 for the three and six months ended June 30, 2006, respectively, which was included in the accompanying condensed consolidated statements of operations. Related rent incurred was $1,304,000 and $2,609,000 for the three and six months ended June 30, 2005, respectively, of which $1,054,000 and $2,109,000, respectively, was capitalized on the accompanying condensed consolidated balance sheet.

Pursuant to the ground lease agreements, we are responsible for reimbursing MAC for related property taxes paid on our behalf. The related amounts due to MAC for these types of expenditures were $0 at June 30, 2006 and 2005. Related property tax incurred was $490,000 and $980,000 for the three and six months ended June 30, 2006, respectively, of which $323,000 and $646,000, respectively, was capitalized on the accompanying condensed consolidated balance sheet. Related property tax incurred was $476,000 and $951,000 for the three and six months ended June 30, 2005, respectively, of which $315,000 and $631,000, respectively, was capitalized on the accompanying condensed consolidated balance sheet.

We reimburse BAC for compensation paid to employees performing services for us on a full-time basis 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 legal fees, investigative fees, and other. The related amounts due to BAC for these types of expenditures paid by BAC were $936,000 and $488,000 at June 30, 2006 and 2005, respectively. Reimbursable expenditures for the three and six months ended June 30, 2006 were $929,000 and $1,533,000, respectively, which were included in the accompanying consolidated statements of operations. Reimbursable expenditures the three and six months ended June 30, 2005 were $3,027,000 and $4,244,000, respectively, which were included in the accompanying consolidated statements of operations.

The related party balances are non-interest bearing.

Note 6. Debt

On February 15, 2006, the First Amendment was made to our First Amended and Restated Credit Agreement among MDFC, MDDC, Canadian Imperial Bank of Commerce and certain other financial institutions. The amended bank credit agreement modified our existing amended bank credit agreement and consists of a $750,000,000 revolving credit facility that matures on January 31, 2011. Availability under the revolving credit facility was used to repay the outstanding term loan balance in full.

At June 30, 2006, $475,200,000 was outstanding under the revolving credit facility, leaving availability under the amended bank credit facility of $274,800,000.

The interest rate on the revolving credit facility is based upon either (i) the agent bank's quoted base rate or (ii) the Eurodollar rate, plus an applicable margin that is determined by the level of a predefined financial leverage ratio. In addition, we incur a commitment fee on the unused portion of the revolving credit facility that ranges from 0.2% to 0.375% per annum. The amended bank credit agreement is secured by substantially all of our real and personal property and is non-recourse to MAC and BAC.

The amended bank credit agreement contains certain financial and other covenants, including, without limitation, various covenants (i) establishing a maximum permitted total leverage ratio, (ii) imposing limitations on the incurrence of additional secured indebtedness, (iii) imposing limitations on the maximum permitted expansion capital expenditures during the term of the amended bank credit agreement and (iv) imposing restrictions on investments, dividends and certain other payments.

Amounts outstanding under each component of our bank credit agreements are as follows:

	June 30,	
	2006	2005
Term loan	$ -	$ 199,000,000
Revolving line of credit	475,200,000	167,100,000
Total debt	475,200,000	366,100,000
Less current maturities	-	2,000,000
Total long – term debt	**$ 475,200,000**	**$ 364,100,000**

Note 7. Income Taxes

Based on New Jersey state income tax rules, we are eligible for state tax credits, a significant portion of which are refundable under the New Jersey New Jobs Investment Tax Credit because we made a qualified investment in a new business facility that created new jobs. The total estimated available credits are approximately $73,000,000 to $81,000,000 over a five-year period, subject to annual conditions. We began receiving refunds related to this tax credit in early 2005. As such, we have approximately $26,979,000 of New Jobs Tax Credits receivable as of June 30, 2006, comprised of New Jobs Tax Credits generated from the year ended December 31, 2005 and the six months ended June 30, 2006. We expect to generate New Jobs Tax Credits for the years ending December 31, 2006 and December 31, 2007, ranging from approximately $14,000,000 to $18,000,000 per year. For the three months ended June 30, 2006, we recorded a New Jobs Investment Credit of $4,707,000. We also incurred state income tax expense of $4,101,000 and adjusted net profits tax of $951,000. The adjusted net profits tax was offset by an adjusted net profits tax credit of $475,000 for the three months ended June 30, 2006. As a result, for the three months ended June 30, 2006, we recorded a net benefit from income taxes of $130,000 on the condensed consolidated statement of operations. For the six months ended June 30, 2006, we recorded a New Jobs Investment Credit of $9,147,000. We also incurred state income tax expense of $8,433,000 and adjusted net profits tax of $1,902,000. The adjusted net profits tax was offset by an adjusted net profits tax credit of $951,000 for the six months ended June 30, 2006. As a result, for the six months ended June 30, 2006, we recorded a net provision for income taxes of $237,000 on the condensed consolidated statement of operations.

Note 8. Commitments and Contingencies

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 our Rooms Expansion. 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 $6,500,000 per annum. We also committed to purchase a certain portion of our electricity demand at essentially a fixed rate which is estimated at approximately $4,800,000 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 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 fifty years and bear interest at below market rates.

We entered into a tri-party agreement with the CRDA and MAC committing up to $14,000,000 of our CRDA deposit obligations to the proposed Venice Park Bulkhead Project (the “Bulkhead Project”). Under this agreement, MAC is solely responsible for funding any and all hard and soft costs and expenses of designing, permitting, engineering, developing, consulting, equipping, and opening the Bulkhead Project. As of July 2005, we had fully funded our $14,000,000 of CRDA obligations, based upon 1.25% of gross gaming revenues. The CRDA will hold these funds in a segregated account and will reimburse MAC for their costs associated with the Bulkhead Project. As of June 30, 2006, $372,000 has been reimbursed to MAC from these funds. In the event that the Bulkhead Project is not fully consummated, we would be required to make expenditures for housing projects in Atlantic City with the remaining funds. Our additional funds, based on 1.25% of gross gaming revenues, above the $14,000,000 are now available for other qualifying investments under the New Jersey Statutes which control such investments. As of June 30, 2006, we have $10,448,000 of funds available for other qualifying investments. A full valuation allowance has been provided for the Bulkhead Project as the Company could not determine that such amounts would have any net realizable value and a 33% valuation allowance has been provided for the other qualifying investments, most likely eventual investments in CRDA bonds, as CRDA bonds bear interest at below market rates. Accordingly, expense of $720,000 and $1,450,000 is included in selling, general and administrative expenses on the accompanying condensed consolidated statements of operations for the three and six months ended June 30, 2006, respectively, and expense of $1,152,000 and $3,201,000 is included in selling, general and administrative expenses on the accompanying condensed consolidated statements of operations for the three and six months ended June 30, 2005, respectively.

Grant and Donations Agreement

In June 2004, Borgata and the eleven other casinos in the Atlantic City gaming market (collectively, the "Casinos") entered into a Grant and Donations Agreement (the "Agreement") with the New Jersey Sports & Exposition Authority (the "NJSEA") and the CRDA in the interest of deferring or preventing the proliferation of competitive gaming at New Jersey racing tracks.

Under the terms of the Agreement, the Casinos shall pay to the NJSEA $34,000,000 to be used for certain authorized purposes (the "Authorized Uses") as defined by the Agreement. The $34,000,000 to be paid by the Casinos shall be payable over a four year period as follows: $7,000,000 was paid October 15, 2004; $8,000,000 was paid October 15, 2005; $9,000,000 will be paid on or before October 15, 2006; and $10,000,000 will be paid on or before October 15, 2007. In the event any of the $34,000,000 is not used by NJSEA for the Authorized Uses by January 1, 2009, 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 $34,000,000 will equate to a percentage representing its gross gaming revenue for the twelve months ending June 30 prior to the October 15 payment date compared to the gross gaming revenues for that period for all Casinos. The Casinos, individually and collectively, shall be responsible for the payment of all amounts due. In the event that any casino shall fail to make its payment as required, the remaining Casinos shall pay a pro rata share of the defaulted payment based upon their share of the gross gaming revenue for the period as compared to the gross gaming revenues for the period for all Casinos calculated without the gross gaming revenue of the defaulting casino. As a result, we will expense our pro rata share of the $34,000,000, estimated to be approximately $4,652,000 in total using our actual and forecasted market share of gross gaming revenue, on a straight line basis over the applicable term of the Agreement. Based upon the gross gaming revenues for all Casinos for the twelve months ended June 30, 2006, our share of the $9,000,000 to be paid on October 15, 2006 is approximately 13.9%, or $1,251,000. Based upon the gross gaming revenues for all Casinos for the twelve months ended June 30, 2005, our share of the $8,000,000 paid on October 15, 2005 was approximately 13.9%, or $1,112,000. Based upon the gross gaming revenues for all Casinos for the twelve months ended June 30, 2004, our share of the $7,000,000 paid on October 15, 2004 was approximately 12.0%, or $840,000. We have recorded an estimated expense of $258,000 and $210,000 for the three months ended June 30, 2006 and 2005, respectively, and an estimated expense of $517,000 and $420,000 for the six months ended June 30, 2006 and 2005, respectively.

Also under the terms of the Agreement, the CRDA approved donations in the aggregate amount of $62,000,000 from the Casino's North Jersey Obligations (pursuant to the New Jersey Casino Control Act) for certain uses as defined by the Agreement including casino projects approved pursuant to rules of the CRDA. The CRDA shall credit 100% of the donations received from each casino against that casino's obligation to purchase bonds. The donation shall provide that each casino's share of the $62,000,000 will equate to a percentage representing its gross gaming revenue for the twelve months ended June 30, 2004 compared to the gross gaming revenues for that period for all Casinos. Each casino's respective annual donation shall be made first from uncommitted current and future funds in the North Jersey Project Fund established in accordance with the CRDA Urban Revitalization Act of that Casino and shall be credited as fulfilling said obligation on behalf of the particular casino making the payment. To the extent such North Jersey Project funds of that casino are not adequate to pay a Casino's share of the required donations, then that casino's other uncommitted current and future North Jersey Obligations shall be utilized. As a result, we will expense our pro rata share of the $62,000,000 on a straight line basis over the applicable term of the Agreement; however, our Rooms Expansion project may qualify, pursuant to rules of the CRDA, for eligibility to receive future credits of approximately $6,800,000 under this Agreement. Based upon the gross gaming revenues for all Casinos for the twelve months ended June 30, 2004, our share of the $62,000,000 is approximately 12.0%, or $7,400,000. We have recorded an estimated expense of $411,000 and $822,000 for the three and six months ended June 30, 2006, respectively, and an estimated expense of $411,000 and $822,000 for the six months ended June 30, 2005, respectively. Based on current gross gaming revenue projections, we expect it will take approximately 10 to 12 years to fully fund this obligation as the third quarter of 2006 is the first quarter we are subject to fund North Jersey Obligations.