

Plan News

January 2013



Important Changes to the Boyd Gaming Corporation 401(k) Plan and Trust Beginning February 21, 2013.

Boyd Gaming Corporation periodically reviews and analyzes the features of and investment options in the Boyd Gaming Corporation 401(k) Plan and Trust Plan (the "Plan"). The factors reviewed for every investment option include, among others, long-term performance compared with market indexes, fund expenses, and consistency of management. The goal is to provide investment options with the best combination of those factors. Consistent with that goal, and after a recent fund review, the Plan will be making the following changes effective February 21, 2013.

- The T. Rowe Price Small-Cap Stock Fund (OTCFX) will be added. This fund will replace the Invesco Small Cap Discovery Fund which will be removed from the Plan.

Learn More About the T. Rowe Price Small-Cap Stock Fund

The T. Rowe Price Small-Cap Stock Fund (OTCFX) seeks to provide long-term capital growth. The fund will normally invest at least 80% of its net assets (including any borrowings for investment purposes) in stocks of small companies. Holdings will be widely diversified by industry and company; under most circumstances, the fund will invest less than 1.5% of its total assets in any single company. Stock selection may reflect either a growth or value investment approach.

It may sell securities for a variety of reasons, such as to secure gains, limit losses, or redeploy assets into more promising opportunities.

Please review the enclosed fact sheet or go to the Plan website to learn more about the new fund. The new fund will be available for new contributions and transfers starting **February 21, 2013.**

How Your Assets Will Transfer to the New Fund

All assets in and future contributions directed to the **Invesco Small Cap Discovery Fund** will automatically transfer into the new fund through a process called mapping. Assets in the **Invesco Small Cap Discovery Fund** will map to the **T. Rowe Price Small-Cap Stock Fund** after 4:00 p.m. Eastern time on **Wednesday, February 20, 2013**. The new fund will be available for transfers and new contributions starting **Thursday, February 21, 2013**. If you are fine with having your assets and future contributions transferred into the new funds as described here, you do not have to take any action. If you do not want your assets and future contributions transferred in the manner stated above, you must transfer your balances into one or more of the other Plan funds prior to 4:00 p.m. Eastern time on **February 20, 2013**. You can do this by calling the Information Line at 1-877-RET-BOYD (1-877-738-2693) or visiting the Plan website at <https://boydgaming.ingplans.com>.

Your Expanded Fund Line-up

Effective **February 21, 2013**, you will be able to transfer your existing balances and direct future contributions into any combination of the following funds:

- Wells Fargo Stable Return Fund
- PIMCO Total Return Fund
- American Beacon Large Cap Value Fund
- SSgA S&P 500 Flagship Fund
- ING Large Cap Growth Fund
- SSgA S&P MidCap Index Fund
- Goldman Sachs Mid Cap Value Fund
- SSgA Russell 2000 Index Fund
- Columbia Small Cap Value Fund
- T. Rowe Price Small-Cap Stock Fund **NEW!**
- Columbia Acorn Fund
- American Funds EuroPacific Growth Fund
- Cohen & Steers Realty Shares Fund

- Wells Fargo Adv DJ Target Today Fund
- Wells Fargo Adv DJ Target 2010 Fund
- Wells Fargo Adv DJ Target 2015 Fund
- Wells Fargo Adv DJ Target 2020 Fund
- Wells Fargo Adv DJ Target 2025 Fund
- Wells Fargo Adv DJ Target 2030 Fund
- Wells Fargo Adv DJ Target 2035 Fund
- Wells Fargo Adv DJ Target 2040 Fund
- Wells Fargo Adv DJ Target 2045 Fund
- Wells Fargo Adv DJ Target 2050 Fund

Not Yet Saving for Retirement?

Your future financial security may depend on how much you save while you're still working, and the **Boyd Gaming Corporation 401(k) Plan and Trust** is a great place to save. A selection of the Wells Fargo Adv DJ Target Funds makes the investing part as simple as picking a date. To enroll in the Plan, call the Information Line at 1-877-RET-BOYD (1-877-738-2693) and follow the enrollment instructions or visit the Plan website at <https://boydgaming.ingplans.com>.

When you first join the Plan, if you do not choose your investment option(s), your Plan contributions will be invested into the default investment fund. The Plan's default fund is the age-appropriate Wells Fargo Adv DJ Target Fund based on your date of birth as shown in the table below.

PARTICIPANT'S DOB	FUND NAME
Before January 1, 1943	Wells Fargo Adv DJ Target Today Fund
1943 – 1947	Wells Fargo Adv DJ Target 2010 Fund
1948 – 1952	Wells Fargo Adv DJ Target 2015 Fund
1953 – 1957	Wells Fargo Adv DJ Target 2020 Fund
1958 – 1962	Wells Fargo Adv DJ Target 2025 Fund
1963 – 1967	Wells Fargo Adv DJ Target 2030 Fund
1968 – 1972	Wells Fargo Adv DJ Target 2035 Fund
1973 – 1977	Wells Fargo Adv DJ Target 2040 Fund
1978 – 1982	Wells Fargo Adv DJ Target 2045 Fund
January 1, 1983 or later	Wells Fargo Adv DJ Target 2050 Fund

Investment Advice and Managed Account Services

If you need help with your investment decisions, the ING Advisor Service offers personalized, objective investment and retirement planning advice through two levels of service: the Personal Online Advisor and the Professional Account Manager.

Personal Online Advisor

This service is designed for individuals who prefer to manage their own retirement account(s). Take advantage of the easy-to-use retirement planning Web-based service, powered by Financial Engines®. You will get personalized retirement forecasts, risk assessments, and step-by-step instructions that include savings and specific fund recommendations. Access to the Personal Online Advisor is available to all Plan participants 24/7.

Professional Account Manager*

With the Professional Account Manager program, powered by Financial Engines®, professionals select a personalized mix of funds appropriate for you from the funds available in the Plan.

This program provides:

- personalized advice, forecasts, and one-on-one support,
- help with making the most of your retirement plan,
- ongoing account management, and
- quarterly progress reports.

To learn more about these services or to complete a no-obligation retirement assessment, call the Information Line at 1-877-RET-BOYD (1-877-738-2693). ING Investment Advisors are available Monday through Friday, from 8:00 a.m. to 8:00 p.m. Eastern time (except on stock market holidays).



This may be a good time to see if you need to make any changes to your investment fund elections. Keep in mind that it's important to look at the whole picture, including fees, when comparing fund performance and before you decide to invest. When making investment decisions, it is important to:

- review the objectives of the investment options available within the Plan, as well as your time horizon, and
- spread your retirement savings across several different types of funds to help manage risk and provide greater opportunities for long-term growth.

If you prefer not to choose from among the various funds in the menu to create a diversified portfolio, you may choose one of the Plan's "target" funds – investors typically select the one that most closely matches when they expect to retire. Each "target" fund is a diversified portfolio that becomes more conservative as you approach the stated retirement date.

*Advisory Services provided by ING Investment Advisors, LLC for which Financial Engines® Advisors, LLC acts as sub advisor. ING Investment Advisors does not give tax or legal advice. If you need tax advice, consult your accountant or lawyer, if you need legal advice, consult your lawyer. For more information about the ING Advisor Service, please read the ING Investment Advisors Disclosure Statement. A Disclosure Statement may be viewed online by accessing the ING Advisor Service link through your Plan's website at <https://boydgaming.ingplans.com>. You may also request a Disclosure Statement from an ING Investment Advisor by calling your Plan's Information Line at 1-877-RET-BOYD (1-877-738-2693). Financial Engines® Advisors, LLC is not a corporate affiliate of ING Investment Advisors, LLC or ING Institutional Plan Services, LLC. 09IAS-10-008

Other Important Plan Information

Update your beneficiaries with just a few clicks

Your beneficiary is the person who will receive the value of your **Boyd Gaming Corporation 401(k) Plan and Trust** account if you die before taking a distribution. It's important to keep your beneficiary designation up to date so you can control how your money gets distributed. If you are married, your spouse is automatically your primary beneficiary. To name a beneficiary other than your spouse, you will need to complete and return a notarized paper beneficiary designation form with your spouse's written signature.

We encourage you to check your beneficiary designations annually, or more frequently if you experience a change in family status, such as a marriage, divorce, death of a spouse, or birth of a child. If you do not designate a beneficiary, your money may not get distributed according to your wishes.

Access your account on the go. Download the ING Retirement App.

You can access your account via the mobile app for owners of iPhone®, iPod Touch®, iPad®, or Android™ devices. Search ING Retire in your preferred mobile app store.

iPhone, iPod Touch, and iPad are trademarks of Apple Inc., registered in the U.S. and other countries. App Store is a service mark of Apple Inc. Android is a trademark of Google Inc.

Questions?

If you have any questions about the changes to the fund lineup, please contact a Customer Service Associate by calling the **Information Line** at 1-877-RET-BOYD (1-877-738-2693) Monday – Friday, from 8:00 a.m. to 8:00 p.m. Eastern time (except on stock market holidays).

Learn more about ING at www.ing.us



ING is making it easier for you to help the environment by allowing you to turn off paper account statements and eligible confirmation notices. We all want to do our part to help preserve our world's resources for generations to come, so here's one easy way to help. There are a number of communications options that you'll be able to choose when you Go Green. Find out about them on the Plan website at <https://boydgaming.ingplans.com>.