

DOVER DOWNS GAMING & ENTERTAINMENT INC
Form 10-Q
August 05, 2011

**United States
Securities and Exchange Commission**

Washington, D.C. 20549

Form 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2011

Commission file number 1-16791

Dover Downs Gaming & Entertainment, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

51-0414140
(I.R.S. Employer Identification No.)

1131 North DuPont Highway, Dover, Delaware 19901

(Address of principal executive offices)

(302) 674-4600

(Registrant's telephone number, including area code)

N/A

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(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of July 31, 2011, the number of shares of each class of the registrant's common stock outstanding is as follows:

Common Stock -	15,797,795 shares
Class A Common Stock -	16,603,173 shares

Part I Financial Information**Item 1. Financial Statements****DOVER DOWNS GAMING & ENTERTAINMENT, INC.****CONSOLIDATED STATEMENTS OF EARNINGS****AND COMPREHENSIVE EARNINGS****In Thousands, Except Per Share Amounts****(Unaudited)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Revenues:				
Gaming	\$ 53,129	\$ 52,722	\$ 107,461	\$ 104,418
Other operating	5,686	5,736	10,760	10,090
	58,815	58,458	118,221	114,508
Expenses:				
Gaming	47,229	44,829	96,706	88,801
Other operating	4,176	4,347	8,049	7,799
General and administrative	1,614	1,706	3,393	3,433
Depreciation	2,901	2,823	6,045	5,846
	55,920	53,705	114,193	105,879
Operating earnings	2,895	4,753	4,028	8,629
Loss on extinguishment of debt	45		45	
Interest expense	790	876	1,601	1,559
Earnings before income taxes	2,060	3,877	2,382	7,070
Income taxes	822	1,600	1,182	3,120
Net earnings	1,238	2,277	1,200	3,950
Unrealized gain (loss) on interest rate swap, net of income taxes	54	(94)	113	(261)
Change in pension net actuarial loss and prior service cost, net of income taxes	1,215	8	1,227	16
Unrealized (loss) gain on available-for-sale securities, net of income taxes		(4)	2	(2)
Comprehensive earnings	\$ 2,507	\$ 2,187	\$ 2,542	\$ 3,703
Net earnings per common share:				

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Basic	\$	0.04	\$	0.07	\$	0.04	\$	0.12
Diluted	\$	0.04	\$	0.07	\$	0.04	\$	0.12

The Notes to the Consolidated Financial Statements are an integral part of these consolidated statements.

DOVER DOWNS GAMING & ENTERTAINMENT, INC.

CONSOLIDATED BALANCE SHEETS

In Thousands, Except Share and Per Share Amounts

(Unaudited)

	June 30, 2011	December 31, 2010
ASSETS		
Current assets:		
Cash	\$ 13,709	\$ 18,819
Accounts receivable	1,691	3,098
Due from State of Delaware	4,800	9,829
Inventories	2,104	1,989
Prepaid expenses and other	5,170	2,551
Receivable from Dover Motorsports, Inc.	4	18
Prepaid income taxes	738	617
Deferred income taxes	1,416	1,349
Total current assets	29,632	38,270
Property and equipment, net	181,141	186,227
Other assets	974	789
Total assets	\$ 211,747	\$ 225,286
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 3,203	\$ 3,742
Purses due horsemen	4,817	9,829
Accrued liabilities	7,287	12,286
Deferred revenue	307	307
Total current liabilities	15,614	26,164
Revolving line of credit	75,100	78,600
Liability for pension benefits	3,091	4,949
Other liabilities	408	598
Deferred income taxes	5,630	4,224
Total liabilities	99,843	114,535
Commitments and contingencies (see Notes to the Consolidated Financial Statements)		
Stockholders' equity:		
Preferred stock, \$0.10 par value; 1,000,000 shares authorized; shares issued and outstanding: none		
Common stock, \$0.10 par value; 74,000,000 shares authorized; shares issued and outstanding: 15,797,795 and 15,637,022, respectively	1,580	1,564
Class A common stock, \$0.10 par value; 50,000,000 shares authorized; shares issued and outstanding: 16,603,173 and 16,603,173, respectively	1,660	1,660
Additional paid-in capital	3,073	2,721
Retained earnings	105,875	106,432
Accumulated other comprehensive loss	(284)	(1,626)
Total stockholders' equity	111,904	110,751
Total liabilities and stockholders' equity	\$ 211,747	\$ 225,286

The Notes to the Consolidated Financial Statements are an integral part of these consolidated statements.

DOVER DOWNS GAMING & ENTERTAINMENT, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

In Thousands

(Unaudited)

	Six Months Ended June 30,	
	2011	2010
Operating activities:		
Net earnings	\$ 1,200	\$ 3,950
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation	6,045	5,846
Amortization of credit facility origination fees	44	34
Stock-based compensation	518	609
Deferred income taxes	188	(572)
Loss on extinguishment of debt	45	
Changes in assets and liabilities:		
Accounts receivable	1,407	(422)
Due from State of Delaware	5,029	5,335
Inventories	(115)	(36)
Prepaid expenses and other	(2,548)	79
Receivable from Dover Motorsports, Inc.	14	(3)
Prepaid income taxes/income taxes payable	(12)	369
Accounts payable	(228)	(361)
Purses due horsemen	(5,012)	(4,462)
Accrued liabilities	(4,999)	(1,479)
Deferred revenue		(85)
Other liabilities	209	68
Net cash provided by operating activities	1,785	8,870
Investing activities:		
Capital expenditures	(959)	(2,198)
Proceeds from the sale of available-for-sale securities	21	41
Purchase of available-for-sale securities	(95)	(42)
Net cash used in investing activities	(1,033)	(2,199)
Financing activities:		
Borrowings from revolving line of credit	154,577	49,985
Repayments of revolving line of credit	(158,077)	(60,085)
Dividends paid	(1,944)	(1,936)
Repurchase of common stock	(150)	(117)
Credit facility fees	(268)	
Net cash used in financing activities	(5,862)	(12,153)
Net decrease in cash	(5,110)	(5,482)
Cash, beginning of period	18,819	21,415
Cash, end of period	\$ 13,709	\$ 15,933
Supplemental information:		
Interest paid	\$ 1,685	\$ 1,414
Income taxes paid	\$ 1,007	\$ 3,324
Change in accounts payable for capital expenditures	\$	\$ 1,746

The Notes to the Consolidated Financial Statements are an integral part of these consolidated statements.

DOVER DOWNS GAMING & ENTERTAINMENT, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

NOTE 1 Basis of Presentation

References in this document to we, us and our mean Dover Downs Gaming & Entertainment, Inc. and/or its wholly owned subsidiaries, as appropriate.

The accompanying consolidated financial statements have been prepared in compliance with Rule 10-01 of Regulation S-X and U.S. generally accepted accounting principles, and accordingly do not include all of the information and disclosures required for audited financial statements. These consolidated statements should be read in conjunction with the consolidated financial statements and notes thereto included in our latest Annual Report on Form 10-K filed on March 4, 2011. In the opinion of management, these consolidated statements include all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the results of operations, financial position and cash flows for the interim periods presented. Operating results for the three and six-month periods ended June 30, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011.

NOTE 2 - Business Operations

We are a diversified gaming and entertainment company whose operations consist of:

- Dover Downs Casino a 165,000-square foot casino complex featuring popular table games, including craps, roulette and card games such as blackjack, Spanish 21, baccarat, 3-card and pai gow poker, the latest in slot machine offerings, multi-player electronic table games, the Crown Royal poker room, a Race & Sports Book operation, the Dover Downs Fire & Ice Lounge, Doc Magrogan's Oyster House, Frankie's Italian restaurant, as well as several bars, restaurants and four retail outlets;
- Dover Downs Hotel and Conference Center a 500 room AAA Four Diamond hotel with conference, banquet, ballroom and concert hall facilities; and
- Dover Downs Raceway a harness racing track with pari-mutuel wagering on live and simulcast horse races.

All of our operations are located at our entertainment complex in Dover, the capital of the State of Delaware.

Dover Downs Gaming & Entertainment, Inc. is a public holding company that has two wholly owned subsidiaries: Dover Downs, Inc. and Dover Downs Gaming Management Corp. Dover Downs, Inc. was incorporated in 1967 and began motorsports and harness racing operations in 1969. In June of 1994, legislation authorizing video lottery operations in the State of Delaware (the State) was adopted. Our casino operations began on December 29, 1995. As a result of several restructurings, Dover Downs, Inc. became a wholly owned subsidiary of Dover Motorsports, Inc. (formerly known as Dover Downs Entertainment, Inc.) (DVD), and became the operating entity for all of DVD s gaming operations.

Dover Downs Gaming & Entertainment, Inc. was incorporated in the State in December of 2001 as a wholly owned subsidiary of DVD. Effective March 31, 2002, DVD completed a tax-free spin-off of its gaming operations by contributing 100% of the issued and outstanding common stock of Dover Downs, Inc. to Dover Downs Gaming & Entertainment, Inc., and subsequently distributing 100% of our issued and outstanding common stock to DVD stockholders. Immediately following the spin-off, Dover Downs Gaming & Entertainment, Inc. became an independent public company.

Dover Downs, Inc. is authorized to conduct video lottery, sports wagering and table game operations as one of three Licensed Agents under the Delaware State Lottery Code. Licensing, administration and control of gaming operations in Delaware is under the Delaware State Lottery Office and Delaware's Department of Safety and Homeland Security, Division of Gaming Enforcement.

Our license from the Delaware Harness Racing Commission to hold harness race meetings on our premises and to offer pari-mutuel wagering on live and simulcast horse races must be renewed on an annual basis. In order to maintain our gaming license, we are required to maintain our harness horse racing license. We have received an annual license from the Harness Racing Commission for the past 42 consecutive years and management believes that our relationship with the Commission remains good.

Due to the nature of our business activities, we are subject to various federal, state and local regulations. As part of our license arrangements, we are subject to various taxes and fees which are subject to change by the Delaware legislature.

NOTE 3 - Summary of Significant Accounting Policies

Basis of consolidation The consolidated financial statements include the accounts of Dover Downs Gaming & Entertainment, Inc. and its wholly owned subsidiaries. Intercompany transactions and balances have been eliminated.

Investments Investments, which consist of mutual funds, are classified as available-for-sale and reported at fair-value in other assets in our consolidated balance sheets. Changes in fair value are reported in other comprehensive income (loss). See NOTE 6 Stockholders' Equity and NOTE 7 Financial Instruments for further discussion.

Derivative Instruments and Hedging Activities We are subject to interest rate risk on the variable component of the interest rate under our revolving credit agreement. Effective January 15, 2009, we entered into a \$35,000,000 interest rate swap agreement. We have designated the interest rate swap as a cash flow hedge. Changes in the fair value of the effective portion of the interest rate swap are recognized in other comprehensive income (loss) until the hedged item is recognized in earnings. See NOTE 4 Credit Facility and NOTE 7 Financial Instruments for further discussion.

Property and equipment Property and equipment is stated at cost. Depreciation is provided for financial reporting purposes using the straight-line method. Accumulated depreciation was \$92,824,000 and \$87,228,000 as of June 30, 2011 and December 31, 2010, respectively.

We perform reviews for impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. An impairment loss would be measured as the amount by which the carrying amount of the asset exceeds its fair value. Generally, fair value will be determined using valuation techniques such as the present value of future cash flows.

Income taxes Deferred income taxes are provided on all differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements based upon enacted statutory tax rates in effect at the balance sheet date. Tax years after 2006 remain open to examination for federal and state income tax purposes.

Point loyalty program We currently have a point loyalty program for our customers which allows them to earn points based on the volume of their gaming activity. All reward points earned by customers are expensed in the period they are earned. The estimated amount of points redeemable for cash is recorded as a reduction of gaming revenue and the estimated amount of points redeemable for services and merchandise is recorded as gaming expense. In determining the amount of the liability, which was \$2,139,000 and \$2,038,000, respectively, at June 30, 2011 and December 31, 2010, we estimate a redemption rate, a cost of rewards to be offered and the mix of cash, goods and services for which reward points will be redeemed. We use historical data to estimate those amounts.

Revenue and expense recognition Gaming revenues represent (i) the net win from slot machine, table games and sports wagering and (ii) commissions from pari-mutuel wagering. Other operating revenues consist of hotel rooms revenue, food and beverage sales and other miscellaneous income. Revenues do not include the retail amount of hotel rooms, food and beverage and other miscellaneous goods and services provided without charge to customers as promotional items of \$5,128,000 and \$10,116,000, and \$4,269,000 and \$8,278,000 for the three and six-month periods ended June 30, 2011 and 2010, respectively. The estimated direct cost of providing these items has been charged to the casino through interdepartmental allocations and is included in gaming expenses in the consolidated statements of earnings.

For the casino operations, which account for approximately 90% of revenues for all periods presented, the difference between the amount wagered by bettors and the amount paid out to bettors is referred to as the win. The win is included in the amount recorded in our consolidated financial statements as gaming revenue. The Delaware State Lottery Office sweeps the win from the casino operations, collects the State's share of the win and the amount due to the vendors under contract with the State who provide the slot machines and associated computer systems, collects the amount allocable to purses for harness horse racing and remits the remainder to us as our commission for acting as a Licensed Agent. Gaming expenses include the amounts collected by the State (i) for the State's share of the win, (ii) for remittance to the providers of the slot machines and associated computer systems, and (iii) for harness horse racing purses. We recognize revenues from sports wagering commissions when the event occurs. We recognize revenues from pari-mutuel commissions earned from live harness horse racing and importing of simulcast signals from other race tracks when the race occurs. Revenues from hotel rooms, food and beverage sales and other miscellaneous income are recognized at the time the service is provided.

Net earnings per common share Basic and diluted net earnings per common share (EPS) are calculated in accordance with the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 260, *Earnings Per Share*. Nonvested share-based payment awards that include rights to dividends or dividend equivalents, whether paid or unpaid, are considered participating securities, and the two-class method of computing EPS is applied for all periods presented. The following table sets forth the computation of basic and diluted EPS (in thousands, except per share amounts):

	Three Months Ended June 30,			Six Months Ended June 30,		
	2011	2010		2011	2010	
Net earnings per common share basic:						
Net earnings	\$ 1,238	\$ 2,277	\$	1,200	\$	3,950
Net earnings allocated to nonvested restricted stock awards	29	49		28		85
Net earnings available to common stockholders	\$ 1,209	\$ 2,228	\$	1,172	\$	3,865
Weighted-average shares outstanding	31,646	31,555		31,645		31,551
Net earnings per common share basic	\$ 0.04	\$ 0.07	\$	0.04	\$	0.12
Net earnings per common share diluted:						
Net earnings	\$ 1,238	\$ 2,277	\$	1,200	\$	3,950
Net earnings allocated to nonvested restricted stock awards	29	49		28		85
Net earnings available to common stockholders	\$ 1,209	\$ 2,228	\$	1,172	\$	3,865
Weighted-average shares outstanding	31,646	31,555		31,645		31,551
Dilutive stock options						
Weighted-average shares and dilutive shares outstanding	31,646	31,555		31,645		31,551
Net earnings per common share diluted	\$ 0.04	\$ 0.07	\$	0.04	\$	0.12

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For the three and six-month periods ended June 30, 2011 and 2010, options to purchase 13,000 and 17,000, and 440,000 and 537,000 shares of common stock, respectively, were outstanding but not included in the computation of diluted EPS because they would have been anti-dilutive.

Accounting for stock-based compensation We recorded total stock-based compensation expense for our restricted stock awards and stock options of \$227,000 and \$518,000, and \$298,000 and \$609,000 as general and administrative expenses for the three and six-month periods ended June 30, 2011 and 2010, respectively. We recorded income tax benefit (expense) of \$92,000 and (\$21,000), and \$102,000 and \$11,000 for the three and six-month periods ended June 30, 2011 and 2010, respectively, related to our restricted stock awards.

Use of estimates The preparation of the accompanying consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the reported amounts of assets and liabilities, disclosures about contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are based on our best estimates and judgment. We evaluate our estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which we believe to be reasonable under the circumstances. We adjust such estimates and assumptions when facts and circumstances dictate. Illiquid credit markets, volatile equity markets and declines in consumer spending have combined to increase the uncertainty inherent in such estimates and assumptions. As future events and their effects cannot be determined with precision, actual results could differ from these estimates. Changes in those estimates resulting from continuing changes in the economic environment will be reflected in the consolidated financial statements in future periods.

Recent accounting pronouncements In April 2010, the FASB issued Accounting Standards Update (ASU) 2010-16 codified in FASB ASC Topic 924, *Accruals for Casino Jackpot Liabilities a consensus of the FASB Emerging Issues Task Force*, which addresses diversity in practice in the accounting for casino base jackpot liabilities. ASU 2010-16 clarifies that an entity should not accrue jackpot liabilities before a jackpot is won if the entity can avoid paying that jackpot. Jackpots should be accrued and charged to revenue when an entity has the obligation to pay the jackpot. The provisions of ASU 2010-16 were effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2010. We adopted the provisions of ASU 2010-16 effective January 1, 2011. Prior to adopting ASU 2010-16, we accrued jackpot liabilities before they were won. Upon adopting ASU 2010-16, we changed our approach to only accrue jackpot liabilities when we have an obligation to pay the jackpot. As a result of adopting ASU 2010-16, we recorded an adjustment of \$187,000, net of income tax effect of \$124,000, to the beginning balance of retained earnings at January 1, 2011.

In June 2011, the FASB issued ASU 2011-5 codified in FASB ASC Topic 220, *Comprehensive Income*, which amended guidance relating to the presentation requirements of comprehensive income within an entity's financial statements. Under ASU 2011-5, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income in a single continuous statement or in two separate but consecutive statements. ASU 2011-5 eliminates the previously available option of presenting the components of other comprehensive income as part of the statement of changes in equity. In addition, an entity is required to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement where the components of net income and the components of other comprehensive income are presented. The provisions of ASU 2011-5 are effective for fiscal years beginning after December 15, 2011 and will be applied retrospectively.

NOTE 4 Credit Facility

On June 17, 2011, we entered into a \$90,000,000 credit agreement with a new bank group. The maximum borrowing limit under the facility reduces to \$85,000,000 as of March 31, 2012, \$80,000,000 as of March 31, 2013 and \$75,000,000 as of March 31, 2014 and the facility expires June 17, 2014. Interest is based upon LIBOR plus a margin that varies between 150 and 225 basis points (225 basis points at June 30, 2011) depending on the ratio of funded debt to earnings before interest, taxes, depreciation and amortization (the leverage ratio). The credit facility contains certain covenants including minimum interest coverage, maximum funded debt to earnings before interest, taxes, depreciation and amortization and minimum tangible net worth. Material adverse changes in our results of operations could impact our ability to satisfy these requirements. In addition, the credit agreement includes a material adverse change clause and provides that if we default under any other loan agreement, that would be a default under this facility. The credit facility provides for seasonal funding needs, capital improvements and other general corporate purposes. At June 30, 2011, we were in compliance with all terms of the facility and there was \$75,100,000

outstanding at a weighted average interest rate of 2.44%. At June 30, 2011, \$14,900,000 was available pursuant to the facility; however, in order to maintain compliance with the required quarterly debt covenant calculations as of June 30, 2011 \$7,325,000 could have been borrowed as of that date.

Effective January 15, 2009, we entered into an interest rate swap agreement that effectively converts \$35,000,000 of our variable-rate debt to a fixed-rate basis, thereby hedging against the impact of potential interest rate changes on future interest expense. The agreement terminates on April 17, 2012. Pursuant to this agreement, we pay a fixed interest rate of 1.74%, plus a margin that varies between 150 and 225 basis points depending on our leverage ratio (225 basis points at June 30, 2011). In return, the issuing lender refunds to us the variable-rate interest paid to the bank group under our revolving credit agreement on the same notional principal amount, excluding the margin. At June 30, 2011, the interest rate on our interest rate swap was 3.99%.

NOTE 5 Pension Plans

We maintain a non-contributory, tax qualified defined benefit pension plan. All of our full time employees were eligible to participate in this qualified pension plan. Benefits provided by our qualified pension plan were based on years of service and employees' remuneration over their term of employment. We also maintain a non-qualified, non-contributory defined benefit pension plan for certain employees. This excess plan provided benefits that would otherwise be provided under the qualified pension plan but for maximum benefit and compensation limits applicable under federal tax law. The cost associated with the excess plan is determined using the same actuarial methods and assumptions as those used for our qualified pension plan.

On June 15, 2011, we decided to freeze participation and benefit accruals under our pension plans, primarily to reduce some of the volatility in earnings that can accompany the maintenance of a defined benefit plan. The freeze was effective July 31, 2011. Compensation earned by employees up to July 31, 2011 shall be used for purposes of calculating benefits under our pension plan but there will be no future benefit accruals after this date. Participants as of July 31, 2011 will continue to earn vesting credit with respect to their frozen accrued benefits as they continue to work. We have accounted for the freeze of our pension plans as of June 30, 2011, which resulted in a curtailment gain of \$13,000, reduced our liability for pension benefits by \$2,036,000 and increased comprehensive earnings by \$1,208,000 net of income taxes.

The components of net periodic pension cost are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Service cost	\$ 381,000	\$ 337,000	\$ 889,000	\$ 675,000
Interest cost	218,000	199,000	445,000	398,000
Expected return on plan assets	(198,000)	(166,000)	(419,000)	(332,000)
Curtailment gain	(13,000)		(13,000)	
Recognized net actuarial loss	9,000	11,000	27,000	22,000
Amortization of prior service cost	2,000	3,000	4,000	5,000
	\$ 399,000	\$ 384,000	\$ 933,000	\$ 768,000

We contributed \$496,000 and \$799,000, and \$150,000 and \$700,000 to our pension plans during the three and six-month periods ended June 30, 2011 and 2010, respectively. We expect to contribute approximately \$2,400,000 to our pension plans in 2011.

NOTE 6 Stockholders Equity

Changes in the components of stockholders equity are as follows (in thousands, except per share amounts):

	Common Stock	Class A Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss
Balance at December 31, 2010	\$ 1,564	\$ 1,660	\$ 2,721	\$ 106,432	\$ (1,626)
Cumulative effect of accounting change for adoption of ASU 2010-16 (see NOTE 3)				187	
Balance at January 1, 2011	1,564	1,660	2,721	106,619	(1,626)
Net earnings				1,200	
Dividends paid, \$0.06 per share				(1,944)	
Issuance of nonvested stock awards, net of forfeitures	20		(20)		
Stock-based compensation			518		
Unrealized gain on interest rate swap, net of income tax expense of \$77					113
Change in net actuarial loss and prior service cost, net of income tax expense of \$840					1,227
Unrealized gain on available-for-sale securities, net of income tax expense of \$1					2
Repurchase and retirement of common stock	(4)		(146)		
Balance at June 30, 2011	\$ 1,580	\$ 1,660	\$ 3,073	\$ 105,875	\$ (284)

As of June 30, 2011 and December 31, 2010, accumulated other comprehensive loss consists of the following:

	June 30, 2011	December 31, 2010
Net actuarial loss and prior service cost not yet recognized in net periodic benefit cost, net of income tax benefit of \$37,000 and \$877,000, respectively	\$ (54,000)	\$ (1,281,000)
Unrealized loss on interest rate swap, net of income tax benefit of \$166,000 and \$243,000, respectively	(242,000)	(355,000)
Accumulated unrealized gain on available-for-sale securities, net of income tax expense of \$9,000 and \$8,000, respectively	12,000	10,000
Accumulated other comprehensive loss	\$ (284,000)	\$ (1,626,000)

On July 27, 2011, our Board of Directors declared a quarterly cash dividend on both classes of common stock of \$.03 per share. The dividend is payable on September 10, 2011 to stockholders of record at the close of business on August 10, 2011.

On October 23, 2002, our Board of Directors authorized the repurchase of up to 3,000,000 shares of our outstanding common stock. The purchases may be made in the open market or in privately negotiated transactions as conditions warrant. The repurchase authorization has no expiration date, does not obligate us to acquire any specific number of shares and may be suspended at any time. No purchases of our equity securities were made pursuant to this authorization during the six months ended June 30, 2011 or 2010. At June 30, 2011, we had remaining repurchase authority of 1,653,333 shares.

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During the six-month period ended June 30, 2011, we purchased and retired 43,427 shares of our outstanding common stock for \$150,000. No purchases were made during the three months ended June 30, 2011. During the three and six-month periods ended June 30, 2010, we purchased and retired 4,006 and 30,697 shares of our outstanding common stock for \$16,000 and \$117,000, respectively. These purchases were made from employees in connection with the vesting of restricted stock awards under our stock incentive plan and were not pursuant to the aforementioned repurchase authorization. Since the vesting of a restricted stock award is a taxable event to our employees for which income tax withholding is required, the plan allows employees to surrender to us some of the

shares that would otherwise have vested in satisfaction of their tax liability. The surrender of these shares is treated by us as a purchase of the shares.

NOTE 7 Financial Instruments

Our financial instruments are classified and disclosed in one of the following three categories:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The following table summarizes the valuation of our financial instrument pricing levels as of June 30, 2011 and December 31, 2010:

	Total	Level 1	Level 2	Level 3
June 30, 2011				
Available-for-sale securities	\$ 222,000	\$ 222,000	\$	
Interest rate swap	(408,000)		(408,000)	
December 31, 2010				
Available-for-sale securities	\$ 140,000	\$ 140,000	\$	
Interest rate swap	(598,000)		(598,000)	

Our investments in available-for-sale securities consist of mutual funds. These investments are included in other non-current assets on our consolidated balance sheets.

At June 30, 2011 and December 31, 2010, there was \$75,100,000 and \$78,600,000, respectively, outstanding under our revolving credit agreement. The borrowings under our revolving credit agreement bear interest at the variable rate described in NOTE 4 Credit Facility and therefore we believe approximate fair value. We are subject to interest rate risk on the variable component of the interest rate. Our risk management objective is to lock in the interest cash outflows on a portion of our debt. As a result, as described in NOTE 4 Credit Facility, we entered into an interest rate swap agreement effectively converting a portion of the outstanding borrowings under the revolving credit agreement to a fixed-rate, thereby hedging against the impact of potential interest rate changes on future interest expense. At June 30, 2011 and December 31, 2010, the interest rate swap had a negative fair value of \$408,000 and \$598,000, respectively, which is recorded in other liabilities. The fair value of the interest rate swap was based on quotes from the issuer of the swap and represents the estimated amounts that we would expect to pay to terminate the swap. We recognized \$54,000 and \$113,000, and \$(94,000) and \$(261,000), net of income taxes, in

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unrealized gains (losses) on our interest rate swap during the three and six-month periods ended June 30, 2011 and 2010, respectively.

The carrying amounts of other financial instruments reported in the balance sheet for current assets and current liabilities approximates their fair values because of the short maturity of these instruments.

NOTE 8 - Related Party Transactions

During the three and six-month periods ended June 30, 2011 and 2010, we allocated costs of \$559,000 and \$997,000, and \$504,000 and \$976,000, respectively to DVD, a company related through common ownership, for certain administrative and operating services, including leased space. DVD allocated certain administrative and operating service costs of \$133,000 and \$201,000, and \$40,000 and \$125,000, respectively, to us for the three and six-month periods ended June 30, 2011 and 2010. The allocations were based on an analysis of each company's share of the costs. In connection with DVD's May 2011 and 2010 NASCAR event weekends at Dover International Speedway, we provided certain services, primarily catering, for which DVD was invoiced \$416,000 and \$470,000,

respectively. Additionally, DVD invoiced us \$150,000 and \$246,000, and \$134,000 and \$227,000 in the three and six-month periods ended June 30, 2011 and 2010, respectively, for our rental of a skybox suite, tickets and other services during DVD's 2011 and 2010 NASCAR event weekends at Dover International Speedway. As of June 30, 2011 and December 31, 2010, our consolidated balance sheets included a \$4,000 and \$18,000 receivable from DVD, respectively, for the aforementioned items. We settled these items in July 2011 and January 2011, respectively. The net costs incurred by each company for these services are not necessarily indicative of the costs that would have been incurred if the companies had been unrelated entities and/or had otherwise independently managed these functions; however, management believes that these costs are reasonable.

Prior to our spin-off from DVD in 2002, both companies shared certain real property in Dover, Delaware. At the time of the spin-off, some of this real property was transferred to us to ensure that the real property holdings of each company was aligned with its past uses and future business needs. During our harness racing season, we have historically used the 5/8-mile harness racing track that is located on DVD's property and is on the inside of its one-mile motorsports superspeedway. In order to continue this historic use, DVD granted a perpetual easement to the harness track to us at the time of the spin-off. This perpetual easement allows us to have exclusive use of the harness track during the period beginning November 1 of each year and ending April 30 of the following year, together with set up and tear down rights for the two weeks before and after such period. The easement requires that we maintain the harness track but does not require the payment of any rent.

Various easements and agreements relative to access, utilities and parking have also been entered into between us and DVD relative to our respective Dover, Delaware facilities. DVD pays rent to us for the lease of its principal executive office space. We also allow DVD to use our indoor grandstands in connection with DVD's two annual motorsports weekends. We do not assess rent for this nominal use and may discontinue the use at our discretion.

Henry B. Tippie, Chairman of our Board of Directors, controls in excess of fifty percent of our voting power. Mr. Tippie's voting control emanates from his direct and indirect holdings of common stock and Class A common stock, from his status as trustee of the RMT Trust, our largest stockholder, and from certain shares as to which he has voting rights pursuant to a voting agreement with R. Randall Rollins, one of our directors. This means that Mr. Tippie has the ability to determine the outcome of our election of directors and to determine the outcome of many significant corporate transactions, many of which only require the approval of a majority of our voting power.

Patrick J. Bagley, Kenneth K. Chalmers, Denis McGlynn, Jeffrey W. Rollins, John W. Rollins, Jr., R. Randall Rollins and Henry B. Tippie are all Directors of ours and DVD. Denis McGlynn is the President and Chief Executive Officer of both companies, Klaus M. Belohoubek is the Senior Vice President General Counsel and Secretary of both companies and Timothy R. Horne is the Senior Vice President Finance and Chief Financial Officer of both companies. Mr. Tippie controls in excess of fifty percent of the voting power of DVD.

NOTE 9 Commitments and Contingencies

We are a party to ordinary routine litigation incidental to our business. Management does not believe that the resolution of any of these matters is likely to have a material adverse effect on our results of operations, financial position or cash flows.

Item 2. **Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion is based upon and should be read together with the consolidated financial statements and notes thereto included elsewhere in this document.

We are a diversified gaming and entertainment company whose operations consist of:

- Dover Downs Casino a 165,000-square foot casino complex featuring popular table games, including craps, roulette and card games such as blackjack, Spanish 21, baccarat, 3-card and pai gow poker, the latest in slot machine offerings, multi-player electronic table games, the Crown Royal poker room, a Race & Sports Book operation, the Dover Downs Fire & Ice Lounge, Doc Magrogan's Oyster House, Frankie's Italian restaurant, as well as several bars, restaurants and four retail outlets;
- Dover Downs Hotel and Conference Center a 500 room AAA Four Diamond hotel with conference, banquet, ballroom and concert hall facilities; and
- Dover Downs Raceway a harness racing track with pari-mutuel wagering on live and simulcast horse races.

All of our operations are located at our entertainment complex in Dover, the capital of the State of Delaware.

Approximately 90% of our revenue is derived from gaming win. Several factors contribute to the win for any gaming company, including, but not limited to:

- Proximity to major population bases,
- Competition in the market,
- The quantity and types of slot machines and table games available,
- The quality of the physical property,
- Other amenities offered on site,
- Customer service levels,
- Marketing programs, and

- General economic conditions.

We believe that we hold a strong position in each of these areas. Our entertainment complex is located in Dover, the capital of the State of Delaware. We draw patrons from several major metropolitan areas. Philadelphia, Baltimore and Washington, D.C. are all within a two hour drive. According to the 2000 United States Census, approximately 32.8 million people live within 150 miles of our complex. There are significant barriers to entry related to the gaming business in Delaware. By law, currently only the three existing horse racing facilities in the State are allowed to have a gaming license. Our property is similar to properties found in the country's largest gaming markets. Our luxury hotel is the only casino-hotel in Delaware, providing a strong marketing tool, especially to higher-end players. We also utilize our slot marketing system to allow for more efficient marketing programs and the highest levels of customer service. Our facility offers the most conference space of any hotel in Delaware.

Because all of our operations are located at one facility, we face the risk of increased competition from the legalization of new or additional gaming venues. We have therefore focused on creating the region's premier gaming destination and building and rewarding customer loyalty through innovative marketing efforts, unparalleled customer service and a variety of amenities.

Results of Operations

Gaming revenues represent (i) the net win from slot machine, table games and sports wagering and (ii) commissions from pari-mutuel wagering. Other operating revenues consist of hotel rooms revenue, food and beverage sales and other miscellaneous income. Revenues do not include the retail amount of hotel rooms, food and

beverage and other miscellaneous goods and services provided without charge to customers as promotional items. The estimated direct cost of providing these items has been charged to the casino through interdepartmental allocations and is included in gaming expenses in the consolidated statement of earnings.

For the casino operations, the difference between the amount wagered by bettors and the amount paid out to bettors is referred to as the win. The win is included in the amount recorded in our consolidated financial statements as gaming revenue. The Delaware State Lottery Office sweeps the win from the casino operations, collects the State's share of the win and the amount due to the vendors under contract with the State who provide the slot machines and associated computer systems, collects the amount allocable to purses for harness horse racing and remits the remainder to us as our commission for acting as a Licensed Agent. Gaming expenses include the amounts collected by the State (i) for the State's share of the win, (ii) for remittance to the providers of the slot machines and associated computer systems, and (iii) for harness horse racing purses. We recognize revenues from sports wagering commissions when the event occurs. We recognize revenues from pari-mutuel commissions earned from live harness horse racing and importing of simulcast signals from other race tracks when the race occurs. Revenues from hotel rooms, food and beverage sales and other miscellaneous income are recognized at the time the service is provided.

Three Months Ended June 30, 2011 vs. Three Months Ended June 30, 2010

Gaming revenues increased by \$407,000, or 0.8%, to \$53,129,000 in the second quarter of 2011 as a result of the opening of our table game operations on June 25, 2010 with 40 tables including blackjack, poker, craps and roulette. In July 2010, we added 12 poker tables. Partially offsetting this increase was lower win from slot machine play in our casino as a result of continuing challenging economic conditions and the related impact on consumer spending and increased competition. Our average number of slot machines was 2,641 in the second quarter of 2011 as compared to 2,779 in the second quarter of 2010. The lower number of slot machines resulted from the removal of machines to make room for our table game operations.

Other operating revenues were \$5,686,000 in the second quarter of 2011 as compared to \$5,736,000 in the second quarter of 2010. Despite higher occupancy rates, rooms revenue decreased \$110,000 to \$1,130,000 in the second quarter of 2011 from \$1,240,000 in the second quarter of 2010 primarily due to lower revenues from convention sales. Food and beverage revenues remained consistent at \$3,641,000 in the second quarter of 2011 compared to \$3,670,000 in the second quarter of 2010. Partially offsetting these decreases was higher revenue from promoting an additional boxing event during the second quarter of 2011 as compared to the second quarter of 2010. Other operating revenues do not include the retail amount of promotional allowances which are provided to customers on a complimentary basis of \$5,128,000 and \$4,269,000 in the second quarter of 2011 and 2010, respectively.

Gaming expenses increased by \$2,400,000, or 5.4%, primarily as a result of the opening of our table game operations and higher marketing costs. Partially offsetting these increases were lower gaming taxes, vendor fees and harness horse racing purses due to the lower slot machine gaming revenues.

Other operating expenses decreased by \$171,000, or 3.9%, due to the lower other operating revenues.

General and administrative expenses were \$1,614,000 in the second quarter of 2011 as compared to \$1,706,000 in the second quarter of 2010. The decrease was primarily due to lower employee benefit costs during the quarter.

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Depreciation expense increased slightly to \$2,901,000 in the second quarter of 2011 as compared to \$2,823,000 in the second quarter of 2010 primarily as a result of asset additions associated with our table game operations.

Interest expense decreased by \$86,000 due to lower outstanding borrowings during the second quarter of 2011.

Our effective income tax rate was 39.9% in the second quarter of 2011 as compared to 41.3% in the second quarter of 2010. The higher rate in 2010 was a result of the non-deductible portion of the restricted stock awards that vested during the second quarter of 2010. No restricted stock awards vested during the second quarter of 2011. We expect our effective income tax rate to approximate 42.8% for the year ending December 31, 2011.

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Six Months Ended June 30, 2011 vs. Six Months Ended June 30, 2010

Gaming revenues increased by \$3,043,000, or 2.9%, to \$107,461,000 in the first six months of 2011 as a result of the opening of our table game operations on June 25, 2010 with 40 tables including blackjack, poker, craps and roulette. In July 2010, we added 12 poker tables. Partially offsetting this increase was lower win from slot machine play in our casino as a result of continuing challenging economic conditions and the related impact on consumer spending and increased competition. Our average number of slot machines was 2,644 in the first six months of 2011 as compared to 2,875 in the first six months of 2010. The lower number of slot machines resulted from the removal of machines to make room for our table game operations.

Other operating revenues were \$10,760,000 in the first six months of 2011 as compared to \$10,090,000 in the first six months of 2010. Despite higher occupancy rates, rooms revenue decreased \$96,000 from \$1,926,000 in the first six months of 2010 to \$1,830,000 in the first six months of 2011 primarily due to lower revenues from convention sales. Food and beverage revenues increased \$523,000 to \$7,066,000 from \$6,543,000 in the first six months of 2010 due primarily to higher revenues in our buffet and increased beverage sales on the casino floor. Additionally, higher ticket sales for our live concert and boxing events contributed to the increase. Other operating revenues do not include the retail amount of promotional allowances which are provided to customers on a complimentary basis of \$10,116,000 and \$8,278,000 in the first six months of 2011 and 2010, respectively.

Gaming expenses increased by \$7,905,000, or 8.9%, primarily as a result of the opening of our table game operations and higher marketing costs. Partially offsetting these increases were lower gaming taxes, vendor fees and harness horse racing purses due to the lower slot machine gaming revenues.

Other operating expenses increased by \$250,000, or 3.2%, due to the higher other operating revenues.

General and administrative expenses remained consistent at \$3,393,000 in the first six months of 2011 as compared to \$3,433,000 in the first six months of 2010.

Depreciation expense increased slightly to \$6,045,000 in the first six months of 2011 as compared to \$5,846,000 in the first six months of 2010 primarily as a result of asset additions associated with our table game operations.

Interest expense increased by \$42,000 due to a higher average interest rate on our old credit facility partially offset by lower outstanding borrowings during the first six months of 2011.

Our effective income tax rate was 49.6% in the first six months of 2011 as compared to 44.1% in the first six months of 2010. The increase was the result of the impact the non-deductible portion of the restricted stock awards that vested during the first six months of 2011 had on our lower pre-tax earnings. We expect our effective income tax rate to approximate 42.8% for the year ending December 31, 2011.

Liquidity and Capital Resources

Net cash provided by operating activities was \$1,785,000 for the six months ended June 30, 2011 compared to \$8,870,000 for the six months ended June 30, 2010. The decrease was primarily due to the payment of new state gaming license fees on our table game operations in the first six months of 2011, which relate to the 12 months ended June 30, 2011 and the period July 1, 2011 to June 30, 2012, and the lower net earnings.

Net cash used in investing activities was \$1,033,000 for the six months ended June 30, 2011 compared to \$2,199,000 for the six months ended June 30, 2010 and was primarily related to capital improvements. Capital expenditures for the first six months of 2011 related primarily to upgrading our computer systems and other facility improvements. Capital expenditures for the first six months of 2010 related primarily to our table game operations.

Net cash used in financing activities was \$5,862,000 for the six months ended June 30, 2011 compared to \$12,153,000 for the six months ended June 30, 2010. During the first six months of 2011, we repaid \$3,500,000 of our credit facility compared to \$10,100,000 during the first six months of 2010. We paid \$1,944,000 and \$1,936,000 in cash dividends during the first six months of 2011 and 2010, respectively. We repurchased and retired \$150,000

of our outstanding common stock during the first six months of 2011 compared to \$117,000 during the first six months of 2010. On June 17, 2011, we entered into a new credit agreement and paid \$268,000 in closing costs.

On July 27, 2011, our Board of Directors declared a quarterly cash dividend on both classes of common stock of \$0.03 per share. The dividend is payable on September 10, 2011 to shareholders of record at the close of business on August 10, 2011.

On October 23, 2002, our Board of Directors authorized the repurchase of up to 3,000,000 shares of our outstanding common stock. The purchases may be made in the open market or in privately negotiated transactions as conditions warrant. The repurchase authorization has no expiration date, does not obligate us to acquire any specific number of shares and may be suspended at any time. No purchases of our equity securities were made pursuant to this authorization during the six months ended June 30, 2011 or 2010. At June 30, 2011, we had remaining repurchase authority of 1,653,333 shares.

Based on current business conditions, we expect to make capital expenditures of approximately \$1,000,000 to \$1,500,000 during the remainder of 2011. Additionally, we contributed \$799,000 to our pension plans through the first six months of 2011. We expect to contribute approximately \$2,400,000 to our pension plans in 2011.

On June 17, 2011, we entered into a \$90,000,000 credit agreement with a new bank group. The maximum borrowing limit under the facility reduces to \$85,000,000 as of March 31, 2012, \$80,000,000 as of March 31, 2013 and \$75,000,000 as of March 31, 2014 and the facility expires June 17, 2014. Interest is based upon LIBOR plus a margin that varies between 150 and 225 basis points (225 basis points at June 30, 2011) depending on the ratio of funded debt to earnings before interest, taxes, depreciation and amortization (the leverage ratio). The credit facility contains certain covenants including minimum interest coverage, maximum funded debt to earnings before interest, taxes, depreciation and amortization and minimum tangible net worth. Material adverse changes in our results of operations could impact our ability to satisfy these requirements. In addition, the credit agreement includes a material adverse change clause and provides that if we default under any other loan agreement, that would be a default under this facility. The credit facility provides for seasonal funding needs, capital improvements and other general corporate purposes. At June 30, 2011, we were in compliance with all terms of the facility and there was \$75,100,000 outstanding at a weighted average interest rate of 2.44%. At June 30, 2011, \$14,900,000 was available pursuant to the facility; however, in order to maintain compliance with the required quarterly debt covenant calculations as of June 30, 2011 \$7,325,000 could have been borrowed as of that date.

Effective January 15, 2009, we entered into an interest rate swap agreement that effectively converts \$35,000,000 of our variable-rate debt to a fixed-rate basis, thereby hedging against the impact of potential interest rate changes on future interest expense. The agreement terminates on April 17, 2012. Pursuant to this agreement, we pay a fixed interest rate of 1.74%, plus a margin that varies between 150 and 225 basis points depending on our leverage ratio (225 basis points at June 30, 2011). In return, the issuing lender refunds to us the variable-rate interest paid to the bank group under our revolving credit agreement on the same notional principal amount, excluding the margin. At June 30, 2011, the interest rate on our interest rate swap was 3.99%.

We expect that our net cash flows from operating activities and funds available from our credit facility will be sufficient to provide for our working capital needs and capital spending requirements at least through the next twelve months, as well as any cash dividends our Board of Directors may declare. We expect cash flows from operating activities and funds available from our credit facility to also provide for long-term liquidity.

Contractual Obligations

At June 30, 2011, we had the following contractual obligations:

	Total		Payments Due by Period				
		2011	2012	2013	2014	2015	Thereafter
Revolving line of credit(a)	\$	75,100,000	\$		\$	75,100,000	\$
Estimated interest payments on revolving line of credit(b)		5,842,000	1,187,000	3,817,000		838,000	
Pension contributions(c)		1,601,000	1,601,000				
	\$	82,543,000	\$	2,788,000	\$	75,938,000	\$

(a) Our current credit facility expires on June 17, 2014.

(b) The future interest payments on our revolving credit agreement were estimated using the current outstanding principal as of June 30, 2011 and interest rates under the new credit agreement dated June 17, 2011. For \$35,000,000 of our outstanding borrowings, we used the fixed interest rate per the interest rate swap agreement through the termination date of the swap agreement.

(c) We expect to contribute approximately \$2,400,000 to our pension plans for 2011, of which \$799,000 was contributed in the first six months of 2011. Effective July 31, 2011, we froze our pension plans which will result in reduced contributions after 2011.

Related Party Transactions

See NOTE 8 Related Party Transactions to our consolidated financial statements included elsewhere in this document for a full description of related party transactions.

Critical Accounting Policies

The accounting policies described below are those considered critical by us in preparing our consolidated financial statements and/or include significant estimates made by management using information available at the time the estimates are made. As described below, these estimates could change materially if different information or assumptions were used.

Property and Equipment

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Property and equipment are recorded at cost. Depreciation is provided for financial reporting purposes using the straight-line method over estimated useful lives ranging from 3 to 10 years for furniture, fixtures and equipment and up to 40 years for facilities. These estimates require assumptions that are believed to be reasonable. We perform reviews for impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. An impairment loss would be measured as the amount by which the carrying amount of the asset exceeds its fair value. Generally, fair value will be determined using valuation techniques such as the present value of future cash flows.

Accrued Pension Cost

On June 15, 2011, we decided to freeze participation and benefit accruals under our pension plans. The freeze was effective July 31, 2011. The benefits provided by our defined-benefit pension plans are based on years of service and employee's remuneration through July 31, 2011. Accrued pension costs are developed using actuarial principles and assumptions which consider a number of factors, including estimates for the discount rate, assumed rate of compensation increase, and expected long-term rate of return on assets. Changes in these estimates would impact the amounts that we record in our consolidated financial statements and our funding contributions to the plans.

Recent Accounting Pronouncements

See NOTE 3 Summary of Significant Accounting Policies to our consolidated financial statements included elsewhere in this document for a description of recent accounting pronouncements including the expected dates of adoption and effects on results of operations, financial condition and cash flows.

Factors That May Affect Operating Results; Forward-Looking Statements

This report and the documents incorporated by reference may contain forward-looking statements. In Item 1A of this report, we disclose the important factors that could cause our actual results to differ from our expectations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We have established disclosure controls and procedures to ensure that material information relating to us, including our consolidated subsidiaries, is made known to the officers who certify our financial reports and to other members of senior management and the Board of Directors.

Based on their evaluation as of June 30, 2011, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) are effective to ensure that the information we are required to disclose in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the fiscal quarter ended June 30, 2011 that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

Part II Other Information

Item 1. Legal Proceedings

We are a party to ordinary routine litigation incidental to our business. Management does not believe that the resolution of any of these matters is likely to have a material adverse effect on our results of operations, financial condition or cash flows.

Item 1A. Risk Factors

In addition to historical information, this report includes forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, relating to our financial condition, profitability, liquidity, resources, business outlook, proposed acquisitions, market forces, corporate strategies, consumer preferences, contractual commitments, legal matters, capital requirements and other matters. Documents incorporated by reference into this report may also contain forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. To comply with the terms of the safe harbor, we note that a variety of factors could cause our actual results and experience to differ substantially from the anticipated results or other expectations expressed in our forward-looking statements. When words and expressions such as: believes, expects, anticipates, estimates, plans, intends, objectives, aims, projects, forecasts, possible, seeks, may, could, should, might, likely or similar words or

expressions are used, as well as phrases such as in our view, there can be no assurance or there is no way to anticipate with certainty, forward-looking statements may be involved.

In the section that follows below, in cautionary statements made elsewhere in this report, and in other filings we have made with the SEC, we list important factors that could cause our actual results to differ from our expectations. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors described below and other factors set forth in or incorporated by reference in this report.

These factors and cautionary statements apply to all future forward-looking statements we make. Many of these factors are beyond our ability to control or predict. Do not put undue reliance on forward-looking statements or project any future results based on such statements or on present or prior earnings levels.

Additional information concerning these, or other factors, which could cause the actual results to differ materially from those in our forward-looking statements is contained from time to time in our other SEC filings. Copies of those filings are available from us and/or the SEC.

Our Gaming Activities Compete Directly With Other Gaming Facilities And Other Entertainment Businesses

We compete in local and regional markets with horse tracks, off-track betting parlors, state run lotteries, casinos and other gaming facilities. In a broader sense, our gaming operations face competition from all manner of leisure and entertainment activities, including shopping, collegiate and professional athletic events, television and movies, concerts and travel. Many of our gaming competitors are in jurisdictions with a lower tax burden. As gambling opportunities in the region continue to proliferate, there can be no assurance that we will maintain our state or regional market share or be able to compete effectively with our competitors and this could adversely affect our business, financial condition and overall profitability. Approximately 70% of our Capital Club® member gaming win comes from out of state patrons.

The introduction or expansion of gaming in neighboring jurisdictions, particularly Maryland, Virginia, West Virginia, Washington, D.C., Pennsylvania or New Jersey, or the legalization of additional gaming venues in Delaware, could have a material adverse effect on our cash flows and results of operations. Delaware is surrounded by jurisdictions which permit slot machines, such as Pennsylvania, New Jersey, Maryland and West Virginia, and all of these jurisdictions with the exception of Maryland also permit table games. Additional venues are expected in Maryland and management has estimated that approximately 41% of our total gaming win comes from Maryland patrons. Some of these patrons may prefer the convenience of facilities closer to home.

All Of Our Facilities Are In One Location

Our facilities are located adjacent to one another at a single location in Dover, Delaware. Any prolonged disruption of operations at these facilities due to damage or destruction, inclement weather, natural disaster, work stoppages or other reasons could adversely affect our financial condition and results of operations. We maintain property and business interruption insurance to protect against certain types of disruption, but there can be no assurance that the proceeds of such insurance would be adequate to repair or rebuild our facilities or to otherwise compensate us for lost profits.

The Revocation, Suspension Or Modification Of Our Gaming Licenses Would Adversely Affect Our Gaming Business

Licensing, administration and control of gaming operations in Delaware is under the Delaware State Lottery Office and Delaware's Department of Safety and Homeland Security, Division of Gaming Enforcement. Our gaming license must be renewed on an annual basis. To keep our gaming license, we must remain licensed for harness horse racing by the Delaware Harness Racing Commission and conduct at least 90 live race days each racing season, subject to the availability of harness race horses. The Commission has broad discretion to reject any application for a license or suspend or revoke a license once it is issued. The Director of the Delaware State Lottery Office (the "Lottery Director") has broad discretion to revoke, suspend or modify the terms of our license. Any

modification or termination of existing licensing regulations or any revocation, suspension or modification of our licenses could adversely affect our business, financial condition and overall profitability.

Our Gaming Activities Are Subject To Extensive Government Regulation And Any Additional Government Regulation Or Taxation Of Gaming Activities Could Substantially Reduce Our Revenue Or Profit

Slot machine gaming, sports betting, table games, harness horse racing and pari-mutuel wagering are subject to extensive government regulation. Delaware law regulates the win we are entitled to retain and the percentage of commission we are entitled to receive from our gaming revenues, which comprises a significant portion of our overall revenues. The State granted us a license to conduct our gaming operations and a license to conduct harness horse races and pari-mutuel wagering. The laws under which these licenses are granted could be modified or repealed at any time and we could be required to terminate our gaming operations. If we are required to terminate our gaming operations or if the amount of the commission we receive from the State for conducting our gaming operations is decreased, our business operations and overall profitability would be significantly impaired.

We believe that the prospect of significant additional tax revenue is one of the primary reasons why jurisdictions have legalized gaming. As a result, gaming operators are typically subject to significant taxes and fees in addition to normal federal and state corporate income taxes. These taxes and fees are subject to increase at any time. We pay substantial taxes and fees with respect to our operations and the State's share of our gaming win has been increased several times over the past few years. Any material increase in taxes or fees, or the adoption of additional taxes or fees, may have a material adverse effect on our future financial results.

We are subject to various federal, state and local laws and regulations in addition to gaming regulations. These laws and regulations include, but are not limited to, restrictions and conditions concerning alcoholic beverages, environmental matters, employees, currency transactions, taxation, zoning and building codes, and marketing and advertising. Laws and regulations governing the use and development of real estate may delay or complicate any improvements we choose to make and/or increase the costs of any improvements or our costs of operating.

If it is determined that damage to persons or property or contamination of the environment has been caused or exacerbated by the operation or conduct of our business or by pollutants, substances, contaminants or wastes used, generated or disposed of by us, or if pollutants, substances, contaminants or wastes are found on our property, we may be held liable for such damage and may be required to pay the cost of investigation and/or remediation of such contamination or any related damage.

Laws and regulations are always subject to change, can be interpreted differently in the future, and new laws and regulations may be enacted which could adversely affect the tax, regulatory, operational or other aspects of our gaming operations. Furthermore, noncompliance with one or more of these laws and regulations could result in the imposition of substantial penalties against us or adversely affect our gaming license.

We Have a Significant Amount of Indebtedness

As of June 30, 2011, we had total outstanding long-term debt of \$75,100,000 under our credit facility. This indebtedness and any future increases in our outstanding borrowings could:

- make it more difficult for us to satisfy our debt obligations;
- increase our vulnerability to general adverse economic and industry conditions or a downturn in our business;
- increase our costs or difficulties in refinancing or replacing our outstanding obligations;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, dividends and other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- subject us to the risks that interest rates and our interest expense will increase; and
- place us at a competitive disadvantage compared to competitors that have less debt.

In addition, our credit facility contains financial ratios that we are required to meet and other restrictive covenants that, among other things, limit or restrict our ability to borrow additional funds, make acquisitions, create liens on our properties and make investments. Our ability to meet these financial ratios and covenants can be affected by events beyond our control, and there can be no assurance that we will. If there were an event of default under our credit facility, the lenders could elect to declare all amounts outstanding to be immediately due and payable.

We Do Not Own Or Lease Our Slot Machines And Related Technology

We do not own or lease the slot machines or computer systems used by the State in connection with our video lottery gaming operations. The Lottery Director enters into contracts directly with the providers of the slot machines and computer systems and we are not a party to those negotiations. At our expense, the State purchases or leases all equipment and the Lottery Director licenses all technology providers. Our operations could be disrupted if a licensed technology provider violates its agreement with the State or ceases to be licensed for any reason. Such an event would be outside of our control and could adversely affect our gaming revenues.

Due to Our Concentrated Stock Ownership, Stockholders May Have No Effective Voice In Our Management

We have elected to be treated as a controlled corporation as defined by New York Stock Exchange Rule 303A. We are a controlled corporation because a single person, Henry B. Tippie, the Chairman of our Board of Directors, controls in excess of fifty percent of our voting power. This means that he has the ability to determine the outcome of the election of directors at our annual meetings and to determine the outcome of many significant corporate transactions, many of which only require the approval of a majority of our voting power. Such a concentration of voting power could also have the effect of delaying or preventing a third party from acquiring us at a premium. In addition, as a controlled corporation, we are not required to comply with certain New York Stock Exchange rules.

Our Success Depends on the Availability and Performance of Key Personnel

Our continued success depends upon the availability and performance of our senior management team which possesses unique and extensive industry knowledge and experience. Our inability to retain and attract key employees in the future, could have a negative effect on our operations and business plans.

We undertake no obligation to publicly update or revise any forward-looking statements as a result of future developments, events or conditions. New risk factors emerge from time to time and it is not possible for us to predict all such risk factors, nor can we assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ significantly from those forecast in any forward-looking statements. Given these risks and uncertainties, stockholders should not overly rely or attach undue weight to our forward-looking statements as an indication of our actual future results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

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On October 23, 2002, our Board of Directors authorized the repurchase of up to 3,000,000 shares of our outstanding common stock. The purchases may be made in the open market or in privately negotiated transactions as conditions warrant. The repurchase authorization has no expiration date, does not obligate us to acquire any specific number of shares and may be suspended at any time. No repurchases were made in the first six months of 2011 and we had remaining purchase authority of 1,653,333 shares.

Item 3. **Defaults Upon Senior Securities**

None.

Item 4. **Reserved**

Item 5. **Other Information**

None.

Item 6. **Exhibits**

- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)
- 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Sec. 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Sec. 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101.1 XBRL Instance Document*
- 101.2 XBRL Taxonomy Extension Schema Document*
- 101.3 XBRL Taxonomy Extension Calculation Linkbase Document*
- 101.4 XBRL Taxonomy Extension Definition Linkbase Document*
- 101.5 XBRL Taxonomy Extension Label Linkbase Document*
- 101.6 XBRL Taxonomy Extension Presentation Linkbase Document*

* The XBRL information is being furnished and not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any registration statement under the Securities Act of 1933, as amended.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DATED: August 5, 2011

Dover Downs Gaming & Entertainment, Inc.
Registrant

/s/ Denis McGlynn
Denis McGlynn
President, Chief Executive Officer and Director
(Principal Executive Officer)

/s/ Timothy R. Horne
Timothy R. Horne
*Senior Vice President-Finance,
Treasurer and Chief Financial Officer*
(Principal Financial and Accounting Officer)