

## Northeast Non-Deal Roadshow

Prepared For: Investor Relations (NASDAQ: CHDN)

June 8-9, 2015

Bill Mudd, President and CFO Mike Anderson, VP Finance & IR / Treasurer

## **Forward-Looking Statements**

This document contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The Private Securities Litigation Reform Act of 1995 (the "Act") provides certain "safe harbor" provisions for forward-looking statements. All forward-looking statements are made pursuant to the Act.

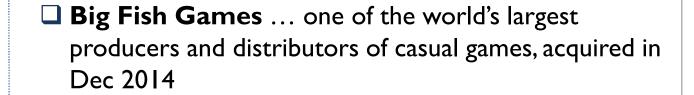
The reader is cautioned that such forward-looking statements are based on information available at the time and/or management's good faith belief with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. Forward-looking statements speak only as of the date the statement was made. We assume no obligation to update forward-looking information to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information. Forward-looking statements are typically identified by the use of terms such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "might," "plan," "predict," "project," "hope," "should," "will," and similar words, although some forward-looking statements are expressed differently. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct.

Important factors that could cause actual results to differ materially from expectations include: the effect of global economic conditions, including any disruptions in the credit markets; a decrease in consumers' discretionary income; the effect (including possible increases in the cost of doing business) resulting from future war and terrorist activities or political uncertainties; the impact of increasing insurance costs; the impact of interest rate fluctuations; maintaining favorable relationships we have with third-party mobile platforms, the inability to secure new content from third-party developers on favorable terms, keeping our games free from programming errors or flaws, the effect if smart phone and tablet usage does not continue to increase; the financial performance of our racing operations; the impact of casino competition (including lotteries, online gaming and riverboat, cruise ship and land-based casinos) and other sports and entertainment options in the markets in which we operate; our ability to maintain racing and gaming licenses to conduct our businesses; the impact of live racing day competition with other Kentucky, Illinois, Louisiana and Ohio racetracks within those respective markets; the impact of higher purses and other incentives in states that compete with our racetracks; costs associated with our efforts in support of alternative gamina initiatives; costs associated with customer relationship management initiatives; a substantial change in law or regulations affecting parimutuel or casino activities; a substantial change in allocation of live racing days; changes in Kentucky, Illinois, Louisiana or Ohio law or regulations that impact revenues or costs of racing in those states; the presence of wagering and casino operations at other states' racetracks and casinos near our operations; our continued ability to effectively compete for the country's horses and trainers necessary to achieve full field horse races; our continued ability to grow our share of the interstate simulcast market and obtain the consents of horsemen's groups to interstate simulcasting; our ability to enter into agreements with other industry constituents for the purchase and sale of racing content for wagering purposes; our ability to execute our acquisition strategy and to complete or successfully operate acquisitions and planned expansion projects including the effect of required payments in the event we are unable to complete acquisitions; our ability to successfully complete any divestiture transaction; market reaction to our expansion projects; the inability of our totalisator company, United Tote, to maintain its processes accurately, keep its technology current or maintain its significant customers; our accountability for environmental contamination; the ability of Big Fish Games or TwinSpires to prevent security breaches within their online technologies; the loss of key personnel; the impact of natural and other disasters on our operations and our ability to obtain insurance recoveries in respect of such losses (including losses related to business interruption); our ability to integrate any businesses we acquire into our existing operations, including our ability to maintain revenues at historic or anticipated levels and achieve anticipated cost savings; the impact of wagering laws, including changes in laws or enforcement of those laws by regulatory agencies; the outcome of pending or threatened litigation; changes in our relationships with horsemen's groups and their memberships; our ability to reach agreement with horsemen's groups on future purse and other agreements (including, without limitation, agreements on sharing of revenues from casinos and advance deposit wagering); the effect of claims of third parties to intellectual property rights; and the volatility of our stock price.

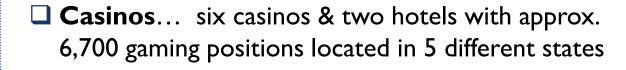


## We are a diversified gaming, racing & online entertainment company...















□ Racing ... namesake, Churchill Downs hosts the longest continuously held sporting event in the U.S., The Kentucky Derby

Based on annual / quarterly figures released by Oregon Racing Commission for LTM 3/31/15

## Investor snapshot: Key investment highlights

## Diversified business model

- > Big Fish Games positions us at forefront of organically growing casual games industry
- > Iconic Kentucky Derby & Oaks Brands continue to set all-time records
- > ~6,700 gaming positions at six casinos (including 50% owned Ohio JV) and 10 OTBs
- Largest legal Online gaming platform in the U.S. showing organic growth

# Proven management team

- > Diverse backgrounds with multi-industry, technology and international experience
- > Proven record of disciplined capital allocation, revenue & earnings growth

# Organic growth opportunities

- ➤ Kentucky Derby & Oaks new seating, sponsors, long-term TV contract thru 2025, presenting sponsor contract thru 2020, pricing and 15,224 sq. ft. mega 4K video board drive growth options
- > Options on gaming expansion at existing properties in Illinois and Kentucky
- > Pending purchase of equity stake of Saratoga Harness Racing, management agreement in NY, CO
- > Further expansion into other forms of I-gaming as states liberalize laws

# Strong Financial Performance & Balance Sheet

- > 5 Year Revenue & Adjusted EBITDA CAGR of 12% and 25%, respectively
- > Strong balance sheet backstopped with valuable real estate in IL and FL
- > Disciplined maintenance capital spending combined with strong free cash flow generation
- $\triangleright$  Modest gross leverage of ~3.1x<sup>1</sup>, net leverage of ~2.9x



Based on LTM Adjusted EBITDA as of 3/31/15, excluding pro-forma impact of Big Fish Adjusted EBITDA for LTM

## Big Fish Games acquired in Dec 2014

One of the world's largest producers and distributors of casual games

- \$485 million in up-front consideration, plus up to \$350 million in an earn-out based on 2015 Adj. EBITDA performance (2015 Adj. EBITDA above base value of \$51.2 million multiplied by 9x)
- Big Fish has distributed more than 2.5 billion games from a growing library of unique mobile and PC games to customers in 150 countries
- Big Fish Games has emerged as the #4 top-grossing mobile publisher (both iOS and Android combined) in the U.S. with a portfolio that includes the #1 grossing mobile social casino worldwide on iOS and #2 worldwide (iOS and android combined)<sup>1</sup>

Big Fish Casino



Gummy Drop!



Midnight Castle



Fairway Solitaire



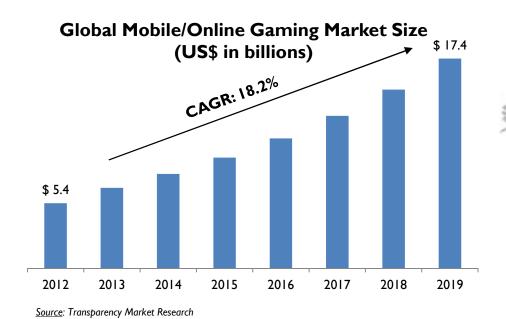




According to App Annie as of April 2015

## Allows us to participate in the rapidly growing mobile/online gaming industry

- ☐ Large market in early growth stage with no clear, sustainable leaders established
- ☐ Global mobile and online gaming revenue growth expected to continue
  - Social Casino is one of the largest genres of mobile and online games at ~\$3 billion worldwide in 2014



#### 2014E Social Casino Market



Source: SuperData Research

## Big Fish is a diversified games company

	Free-to-Play Casino	Premium Paid	Free-to-Play Non-Casino
Top Games	Casino  Big Fish Casino	Dark Parables	Gummy Drop!
Description	<ul> <li>Casino-style games such as blackjack, poker, slots, craps and roulette</li> </ul>	<ul> <li>PC and Mobile games that customers pay upfront to purchase</li> </ul>	<ul> <li>All non-casino game types including casual free-to- play games</li> </ul>
Monetization	<ul><li>Through in-game micro- transactions</li></ul>	Customers pay upfront	Through in-game micro- transactions
Characteristics	<ul><li>Evergreen content with limited "hit" risk</li></ul>	Steady cash flow stream built on monthly subscribers, but declining as market moves to F2P	Represented ~11% of 2014 bookings (\$39 mil.), grew to 26% of 1Q 2015 total bookings
	mineed the risk	<ul> <li>Huge installed base allows low cost to acquire customers for new games</li> </ul>	<ul> <li>Optionality upside with strong new game development pipeline</li> </ul>

## Big Fish Casino is a platform, not a single game





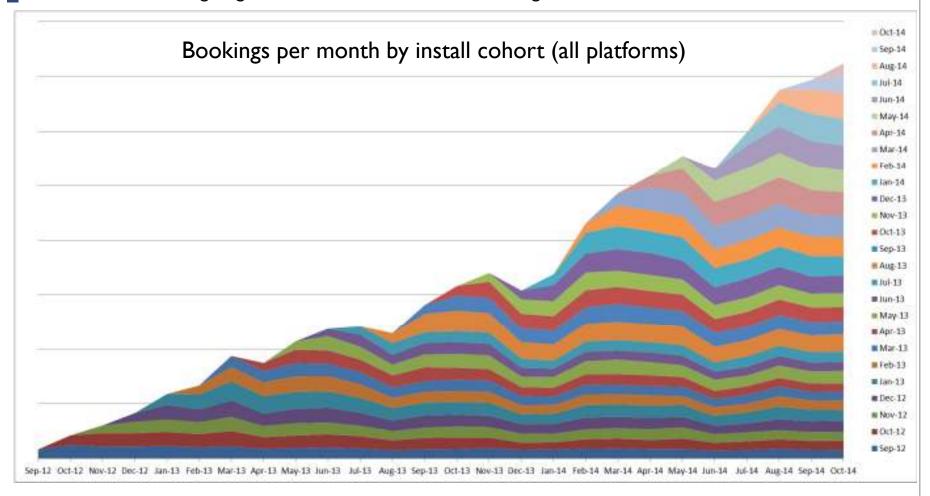
- ☐ Big Fish delivers a steady flow of new casino games they own and develop thru an in-house studio
  - A new slot product is launched approximately every three weeks
- Big Fish Casino is the only platform that offers synchronous social features for slots (chatting, gifting, friending)
- ☐ The "social first" approach generates vast in-game friend connections, resulting in high switching costs, engaged players and very strong life-time values



## Big Fish Games

## Social Casino customer retention patterns are very long

Cohorts are becoming larger with awareness and TV advertising

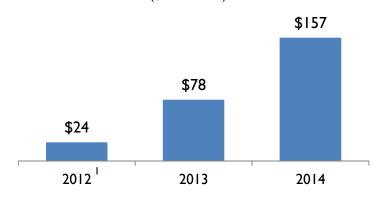


## There are a number of synergies and opportunities to continue growth

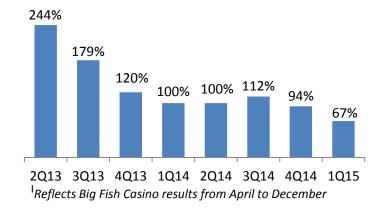
Big Fish Casino bookings growth driven by strong retention and high monetization

## **Big Fish Casino Bookings**

(\$ in millions)



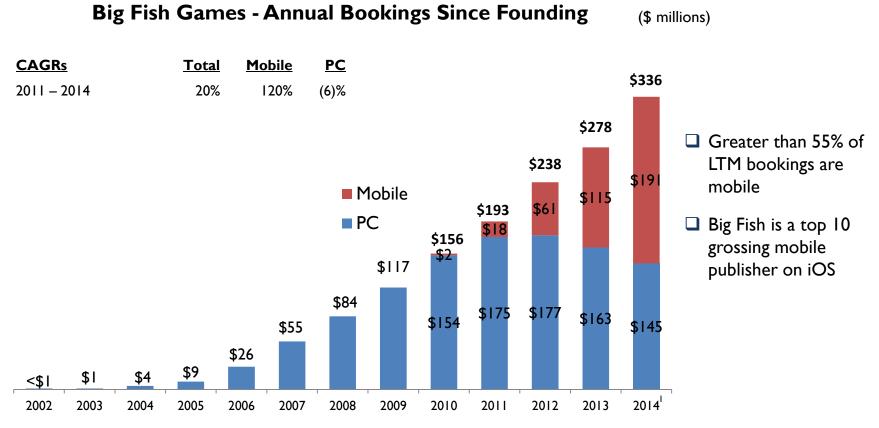
**Year-Over-Year Bookings Growth** 



- ☐ Big Fish Casino was the top generating casino appon iOS in both 2013 and 2014
- Casino bookings grew 67% YOY in 1Q 2015
- We believe an overlap exist between regional gaming and social gaming customers; CDI's customer data-bases are a source for new customer acquisition
- ☐ There are more synergy opportunities longer term

## Big Fish's has a long history of growth, successfully transitioned to mobile

Achieved long-term growth in the games industry with superior leadership in both content and distribution



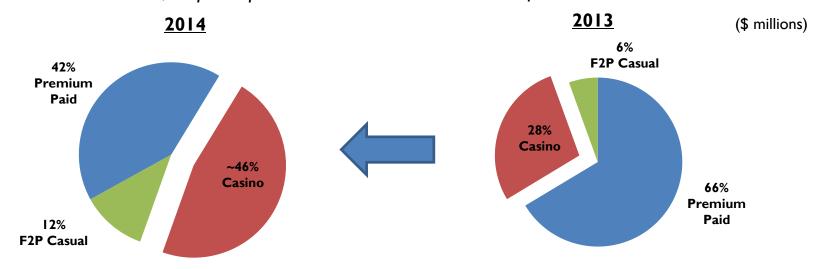
Source: Big Fish Games, Inc.



<sup>&</sup>lt;sup>1</sup> Big Fish results only included in CDI financials beginning December 16, 2014 (acquisition date)

## Bookings growth driven by Casino & Free-to-Play Casual segments

Casino success continues, outpaces premium declines as customers shift to mobile



	2014	2013	% Change
Bookings			
Premium Paid	\$140.4	\$184.6	(24)
Casino	157.1	78.1	101
Free-to-Play Casual	<u>38.6</u>	<u>15.4</u>	<u>151</u>
Total Bookings	\$336.1	\$278.1	21

Per CDI's 4Q & 2014 Annual Earnings release dated 2/25/15

## Big Fish Games early contribution exceeds expectations; 40% bookings growth vs. prior year

First full quarter under CDI, Big Fish Games produces \$20 million in Adj. EBITDA

(\$ millions)

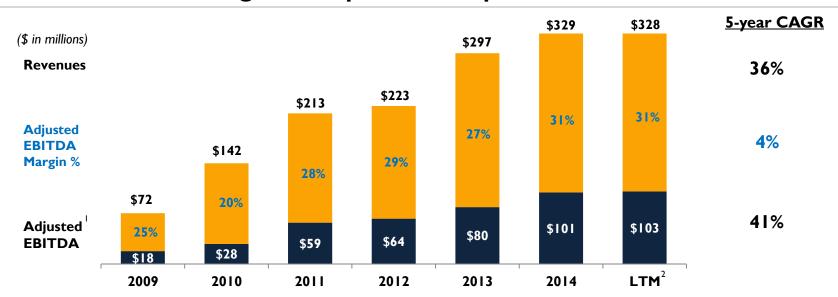
	First-Quarter			
	2015	2014 (1)	% Change	
Bookings <sup>2</sup>				
Casino	\$49.3	\$29.5	67	
Free-to-Play Casual	27.0	5.7	F	
Premium	28.5	39.8	(28)	
Total Bookings	\$104.8	\$75.0	40	

- ☐ Big Fish Games generated \$91.9 mil. in net revenues and \$20 mil. in Adjusted EBITDA in 1Q 2015
- ☐ Casino bookings grew by 67%, driven by a 50% increase in quarterly average paying users and 12% increase in average bookings per paying user
- ☐ Free-to-Play Casual continues to grow with the success of Gummy Drop!, with bookings growth of \$21 million YOY driven by 153% increase in quarterly average paying users
- ☐ Premium bookings continued its expected decline driven by customers shifting from paid PC games to free-to-play mobile games as well as impact of a stronger U.S. dollar vs. other currencies in jurisdictions where our Premium segment operates

<sup>&</sup>lt;sup>1</sup> Big Fish Games bookings for period ended March 31, 2014 not included in the consolidated financial results for CDI

<sup>&</sup>lt;sup>2</sup> Per CDI's 1Q Earnings release dated 3/31/15

## Casinos: Growth through development & acquisition



- Consists of 6 existing operations with ~5,600 slots, 55 tables, 185 hotel rooms, & ~700 video poker machines in 5 states
- Casino acquisitions include Oxford Casino in Maine in July 2013, Riverwalk Casino in Mississippi in Oct 2012 and Harlow's Casino in Mississippi in Dec 2010
- Greenfield developments include 50% owned JV Miami Valley Gaming in Ohio (open Dec 2013), Calder Casino in Florida (open Jan 2010) and Fair Grounds Slots (open Oct 2008)
- Developed and opened a ~\$250 mil. racing & gaming facility as part of 50/50 JV near Lebanon, OH Miami
   Valley Gaming opened December 12, 2013



In 2014 and LTM figures, Adj. EBITDA includes 50% share of MVGR's operating income, MVGR net revenues not consolidated

<sup>&</sup>lt;sup>2</sup> LTM represents last twelve months ended March 31, 2015

## Casinos: Our properties are relatively new and most are in mature markets

#### Calder Casino

- Greenfield construction at the Calder Race Course racetrack, opened January 2010
- Located in Miami Gardens Florida, near Sun Life Stadium
- Convenient location off Florida Turnpike
- 1,100 Slot Machines
- Among top 3 in slots market share for South FL pari-mutuel gaming facilities



#### Harlow's Casino Resort & Spa

- Acquired in December 2010 for \$140mm
- · Located in Greenville, MS
- 760 Slot Machines, 13 table games
- 105-room attached hotel (50% rooms renovated in 2012)
- #I in gaming market share in Greenville
- \$15 million in renovations / new amenities in Jan 2013



#### **Oxford Casino**

- Acquired in July 2013 for \$160mm
- Located in Oxford, ME
- 860 slot machines
- 26 table games
- 4Q '13 investment of \$3.2 million which

expanded gaming floor with more table games and slot machines



#### Fair Grounds Slots & Video Poker

- Greenfield construction at the Fair Grounds Race Course racetrack, opened November 2008
- · Located in New Orleans, LA
- 620 slot machines
- 10 Off Track Betting facilities operate ~700

Video Poker Machines



#### **Riverwalk Casino Hotel**

- Acquired in October 2012 for \$146mm
- · Located in Vicksburg, MS
- 680 slot machines
- 16 table games
- · Five-story, 80-room attached hotel
- Newest property in Vicksburg market
- Attached hotel / casino



#### Miami Valley Gaming

- Joint Venture with Delaware North Companies, opened December 2013
- Located in Lebanon, OH (Off I-75 north of Cincinnati, south of Dayton)
- \$250mm total investment split (50/50)
- 1,570 slot machines





## Kentucky & Illinois gaming expansion provides significant upside opportunity

Legislative debates in both states expected to continue in future sessions

#### Kentucky

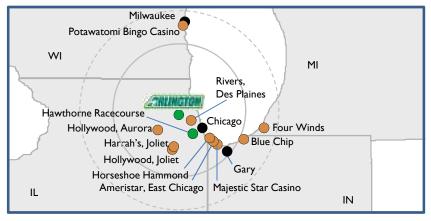
- The Kentucky Constitution requires the Kentucky General Assembly pass a Constitutional Amendment with 60% approval in both the House & Senate
- Two constitutional amendments allowing for gaming expansion were filed during the 2015 legislative session. Session concluded without consideration of the proposed constitutional amendments
- Gaming expansion likely to be topic of discussion in future legislative sessions
- Spectrum gaming released a study dated January 17, 2012 showing Churchill Downs location annual revenues could exceed \$250 million (Horseshoe Southern Indiana produces ~\$270 million)

#### Illinois

- Attractive location Arlington Heights is a suburb of Chicago, the commercial hub of the Midwest and 3<sup>rd</sup> largest metro area in U.S.
- Two House bills were filed in the 2015 legislative session but were not been considered.
- Spring Session concluded on May 31, 2015, with no action on expanded gaming. The legislature is expected to come back in June and could possibly remain in session throughout the Summer.
- Chicago Mayor Emanuel is now supportive of using revenues from a Chicago casino to solve the city's unfunded pension liabilities
- Gaming expansion likely will continue to be a topic of discussion with legislators including newly elected Governor Rauner

#### Regional overview - KY & IL







## TwinSpires: Despite industry declines, online channel grows

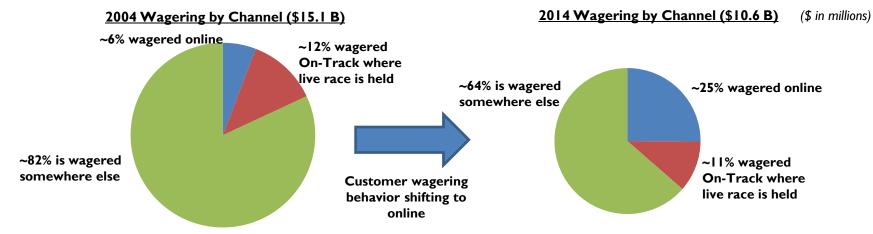


- TwinSpires was developed and launched in 2007 following the end of 10-year exclusive licensing deal which allowed a third-party online provider our racing content
- Organic customer growth coupled with acquisitions of AmericaTab in 2007 and Youbet in 2010 fueled revenue and profitability growth
- TwinSpires currently operates in 38 U.S. states and has grown despite overall industry contraction as customers continue to shift to online wagering channels due to convenience, accessibility & ease of use
- Margin pressure in 2014 occurred as a result of the loss of Texas resident wagering beginning Sept 2013 coupled with incremental pari-mutuel taxes in NY and PA

In 1H 2013, TwinSpires stopped taking wagers from IL residents until June 2013 when IL resident wagering resumed with passage of new law. In Sept 2013, TwinSpires stopped taking wagers from TX residents after court ruling upheld a TX law requiring all wagering to take place at racetracks LTM represents last twelve months ended March 31, 2015

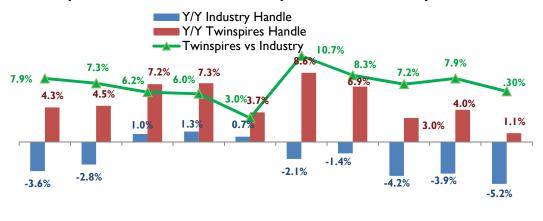


## Online Business has grown organically as customers shift wagering behavior



Source: Online (ADW) handle from Oregon Racing Commission and SEC filings, Industry: The Jockey Club

#### Twinspires.com Handle Growth compared to U.S. Industry Growth



**IQ14** 

industry, as customers continue to shift wagering channels due to convenience, accessibility & ease of use

Online wagering has grown

~3% to ~11% faster than the

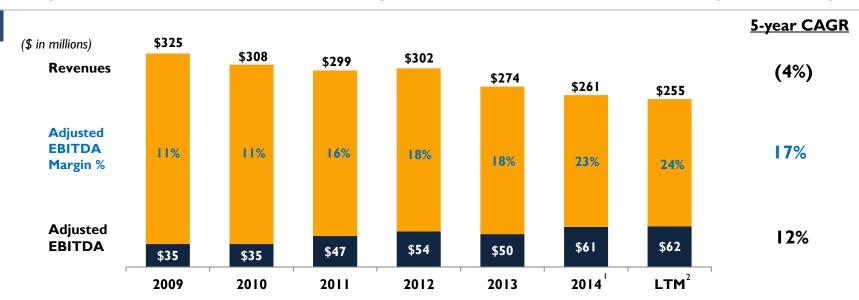
Sources: Twinspires.com growth 10-Q/10-K; Industry: equibase.com

4Q12

Note: Excludes impact of IL and TX handle loss, actual reported results show 3.3% increase Y/Y in '14 per Form 10-K

**IQ15** 

#### Racing: Revenues down 22% on an industry decline of 14% since 2009, but margins have improved



- Churchill Downs Inc. racetracks produced handle of \$1.5 billion in 2014 , ~14% of total U.S. industry handle
- Despite declines in Racing revenues, Adj. EBITDA and Adj. EBITDA margins have grown on Derby week growth
- In July 2014, we began leasing our Florida racing operations to TSG (owner of Gulfstream Park) in which TSG will operate the required number of live racing events and bear all the costs of the racing operations

In 2014 and LTM figures, Revenues and Adj. EBITDA were impacted by the leasing of Racing Ops at Calder (FL) staring in July 2014

<sup>&</sup>lt;sup>2</sup> LTM represents last twelve months ended March 31, 2015

## Racing Operations: Own 4 Thoroughbred Racetracks, leasing Calder ops

Our debt and equity is back-stopped with valuable real estate in FL and IL

#### **Arlington International Racecourse**



- 336 acres in western Chicago suburb, Arlington Heights
- Operates 10 OTB's
- 20 minutes from O'Hare airport
- Metra commuter train stop on property - easy access to other suburbs & Chicago
- Rich history with the "Arlington Million"

#### **Churchill Downs Racetrack**



- Home of the Kentucky Oaks and Kentucky Derby
- 147 acres in Louisville, KY
- National historic landmark
- 141 consecutive years of iconic international event
- Over \$39 mil. in ROI capital improvements over last 2 years

#### **Calder Race Course**



- 231 acres in Miami Gardens, FL with convenient access off Florida Turnpike
- Sits adjacent to Sun Life
   Stadium home of the NFL's
   Miami Dolphins
- In July 2014, closed on deal that allows The Stronach Group to lease racing operations, will improve Racing Ops profitability

#### **Fair Grounds Race Course**



- 145 acres in New Orleans, LA
- Network of I2 OTB's
- Video poker machines in 10 of the OTB's
- Home of the "Louisiana Derby"
- New Orleans Jazz Festival host since 1972



## Racing Operations profitability focused around Derby Week

Racing Ops Adj. EBITDA by quarter

(\$ in millions)



- ☐ The Kentucky Derby always occurs on "The First Saturday of May"
- ☐ Racing operates at an operating loss the remainder of the year

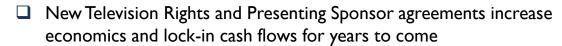
## The Kentucky Derby continues to set records

Derby Week profitability up ~ \$35 mil. since 2010; growth driven by all revenue streams

(\$ in millions)



- Record Derby Week Adjusted EBITDA for the sixth consecutive year, up \$5 \$6.5 mil. in Adj. EBITDA over 2014
  - Derby attendance of 170,513, all-time high
  - Derby wagering of \$194.3 mil. all-time high (despite the 30% industry decline since the all-time high set in 2003)
- ☐ Television ratings continue to impress
  - Overnight rating of 10.8 / 24 share highest in 23 years (1992 Lil ETee)
  - NBC network's best overnight ratings in their 15 years of coverage
  - 16 million viewers up 4% YOY
- Continued innovation driving growth
  - \$4.2 mil. capital project completed in 2015 adding new section called the Winner's Circle Suites & Courtyard



- New 10-year NBC deal runs from 2016-2025
- New Presenting Sponsor deal with Yum! Brands runs through 2020





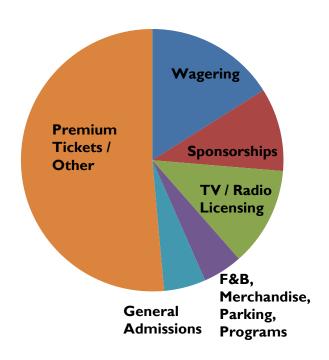


## The Kentucky Oaks & Derby profits come from many sources

A significant portion of Derby Week Profits happen before the event takes place

## **Sources of Derby Week Profitability**

(Illustrative Approximations)



- Premium tickets are the largest contributor to profitability
  - ~57,000 reserved seats sold in advance, typically sold out in the early part of the year
  - Includes 77 permanent suites which are under 3 to 7 year contracts with staggered expirations
  - Significant number of seats are under personal seat licenses
  - Demand for premium tickets continues to exceed supply
- ☐ Wagering profits are impacted by the weather and the strength of the field (a strong favorite hurts wagering)

Illustrative approximations of profitability based on estimated 2015 results

## What is The Kentucky Oaks & Derby worth?

Based on other pro sports valuations, The Kentucky Derby is under-valued at Regional gaming multiples

Sports League	Number of Teams	Enterprise Value (\$B)	EBITDA (\$ millions)	EV / EBITDA (multiple)
AND THE RESTRICT	30	\$36.0	\$617 (\$20.6 Avg./Team)	58.3×
NFL	32	\$45.7	\$1,706 (\$53.3 Avg./Team)	26.8x
	30	\$33.2	<b>\$691</b> (\$23.0 Avg./Team)	48.0x
	30	\$14.7	\$453 (\$15.1 Avg./Team)	32.4x
MSCAR	10	\$0.9	<b>\$73</b> (\$7.3 Avg./Team)	19.0x
Total	132	\$131.0	\$3,541 (\$26.8 Avg. / Team)	37.0x

☐ The value of the Kentucky Derby is an incredible backstop to debt and equity holders

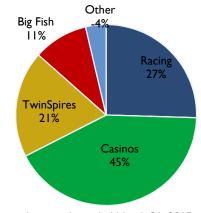
Source: Forbes.com

Dates: Various - Aug 2014 to Mar 2015

## Unique organically-growing assets & diversification drive overall growth



#### LTM Adj. EBITDA by business unit



<sup>&</sup>lt;sup>1</sup> LTM represents last twelve months ended March 31, 2015

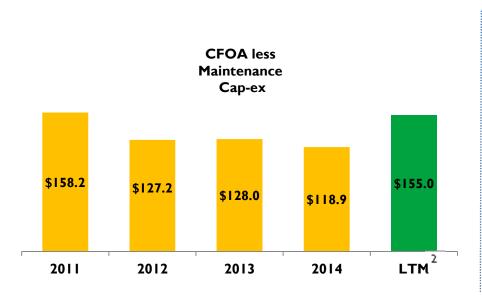
- CDI has consistently grown top-line revenues over the past 5 years through Kentucky Derby and TwinSpires organic growth as well as acquisitions and greenfield developments in the regional gaming space
- ☐ Adj. EBITDA and Adj. EBITDA margins have grown significantly over the same timeframe



## CDI generates significant free cash flow

Big Fish Games acquisition in late 2014 adds leverage to equity

(\$ in millions)



O	Other Key Financial Metrics			
	<u>2011</u>	<u> 2012</u>	<u>2013</u>	LTM / IQ 2015
Total Debt	\$128	\$210	\$369	\$700 <sup>1</sup>
Leverage Ratio	0.9x	1.3x	2.1x	3.1x
Maint cap-ex	\$15	\$17	\$17	\$24
Dividends (per share)	\$0.60	\$0.72	\$0.87	\$1.00

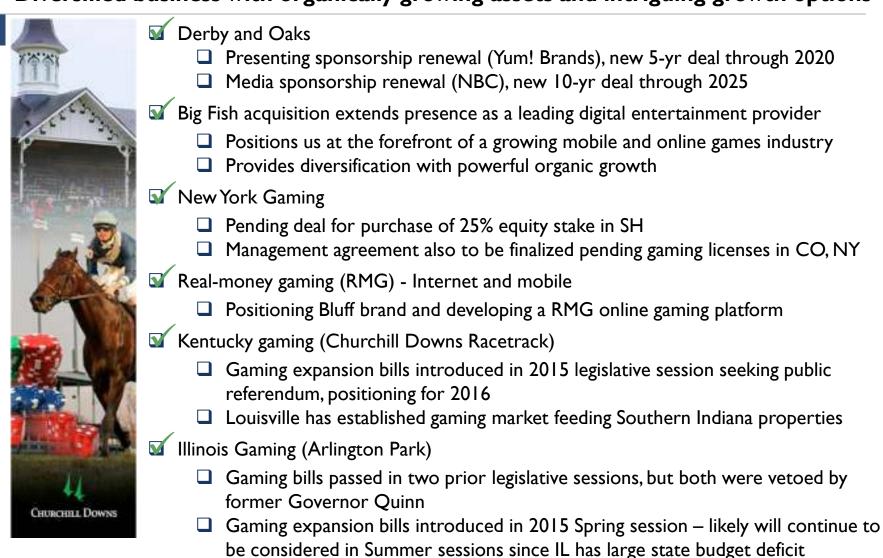
- ☐ Management's disciplined allocation of capital combined with significant free cash flow has kept CDI's balance sheet pristine over the years
- ☐ Uses of cash over the years have included increased dividends, share repurchase, debt reduction and acquisitions
- Big Fish Games acquisition in late 2014 allows for CDI to enter into organically-growing mobile and online games industry while also adding to our technology management team with many opportunities for synergies across our other gaming and online business units

<sup>&</sup>lt;sup>2</sup> LTM represents last twelve months ended March 31, 2015



<sup>&</sup>lt;sup>1</sup> Excludes Big Fish earnout & deferred payments

## Diversified business with organically growing assets and intriguing growth options



# **Appendix**

## Churchill Downs has an experienced, proven management team

#### Bob Evans, Chairman of the Board



- ☐ Chairman of the Board, served as CEO from 2006 through Aug 2014
- ☐ Diverse background strategy consulting, software, private equity
- □ Technology-focused
- ☐ Led CDI's diversified growth strategy
- ☐ Long time commercial breeder and racehorse owner
- ☐ B.A. in Economics; M.A. in Quantitative Economics

## Bill Carstanjen, Chief Executive Officer



- □ Named CDI's 12<sup>th</sup> CEO in Aug 2014
- ☐ Served as President & COO since March 2011, with CDI for ~9 years total
- ☐ M&A background with Cravath, Swaine & Moore LLP and GE
- ☐ Previously led legal and development teams
- ☐ Formerly with GE Capital
- ☐ Columbia Law School

#### **Bill Mudd, President & CFO**



- ☐ Named President in August 2014
- ☐ CFO since joining CDI in 2007
- ☐ 15 year multi-industry, multi-business background with GE
- ☐ International experience
- ☐ Leads operations, finance, IR and corporate communication teams
- ☐ Former Captain in the U.S.Army Reserves
- ☐ B.A. in Mathematics: M.B.A

### Alan Tse, EVP & General Counsel



- ☐ General Counsel since 2011
- ☐ Oversees all legal, corporate governance and compliance
- ☐ Former GC for LG Electronics
  MobileComm USA
- ☐ Background in technology-focused industries
- ☐ Harvard Law School

