



CHURCHILL DOWNS
INCORPORATED

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Consumer Conference**

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Forward Looking Statements

In addition to historical facts or statements of current conditions, this document contains forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that include projections, expectations or beliefs about future events or results, or otherwise are not statements of historical fact. The actual performance of the Company may differ materially from what is projected in such forward-looking statements.

Investors should refer to statements included in reports filed by the Company with the Securities and Exchange Commission for discussion of additional information concerning factors that could cause our actual results of operation to differ materially from the forward-looking statements made in this presentation.

The information being provided today is as of this date only, and Churchill Downs Incorporated expressly disclaims any obligation to release publicly any updates or revisions to these forward-looking statements to reflect any changes in expectations.

CDI expressly does not adopt, endorse or provide comment upon any projections by analysts or projections contained in this presentation.

CDI: Racing, Gaming & Entertainment Delivered Onsite & Online

- I. Who we are & where we are located
- II. Growing Kentucky Derby “Week”
- III. Growing our Online business
- IV. Growing our Gaming portfolio
- V. Additional Gaming opportunities
- VI. Proven financial performance
- VII. Summary
- VIII. Q&A

Who is Churchill Downs Incorporated?



We are a 137 year old, publicly traded company (ticker: CHDN) and host of the Kentucky Derby

Diversified Racing, Gaming, Online & Entertainment Company



- Leading Online pari-mutuel wagering (“ADW”) company
- \$588 MM in 2010 handle; \$608 MM handle 3Q YTD ‘11



- 867 Slot Machines, 15 table games + Poker room
- 105 room attached hotel



- 91 Live Days, \$576MM Handle
- 10 OTB's



- Provides pari-mutuel wagering IT infrastructure
- Processed >\$3B Wagers in 2010
- Mobile wagering development



- Home of the Kentucky Derby & Oaks since 1875
- 8-time host of Breeders' Cup Championships
- 63 Live Days, \$623MM Handle



- 1,196 Slot Machines, 29 Poker tables
- 151 Live Days, \$600MM Handle



- 24 hour horse racing channel, joint venture with the Stronach Group
- Access to over 70 tracks



- 626 Slot Machines, opened 2008
- 11 OTB's, 700+ Video Poker units
- 79 Live Days, \$365MM Handle



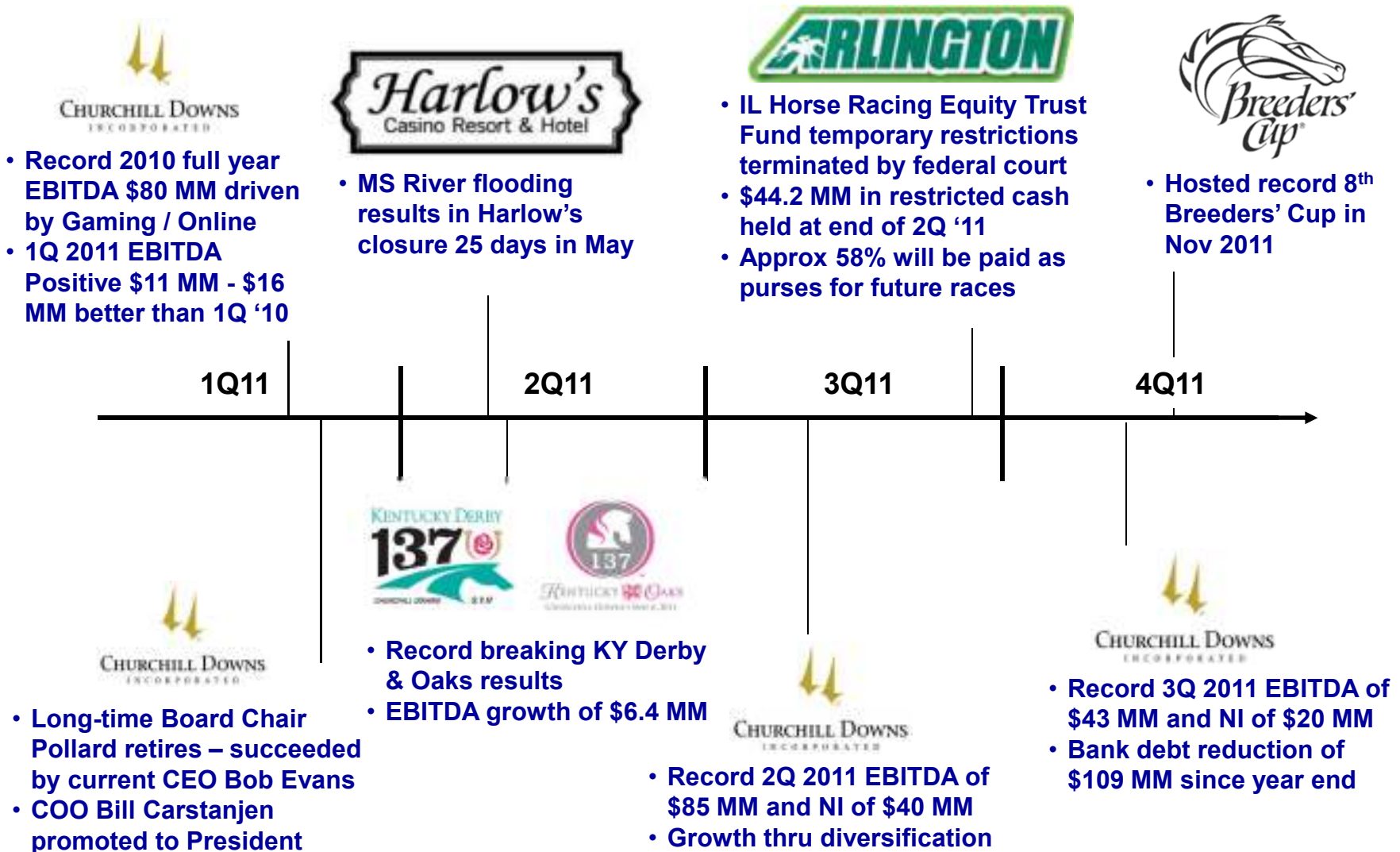
- The #1 source for Thoroughbred information



- Multimedia poker content company
- Industry-leader poker periodical



2011 – Record #'s / Leadership changes



2011 Kentucky Derby and Oaks by the Numbers



- ✓ Derby Week EBITDA sets a **new record**.....up \$6.4 million over 2010
- ✓ Derby attendance up 5.8% vs. 2010...164,858 attendees (**new record** breaking the 100th anniversary mark from 1974)
- ✓ Derby Day wagering up 1.5%...\$165.2 million wagered
- ✓ Oaks wagering up 4.2%...\$37.5 million wagered (**new record**)

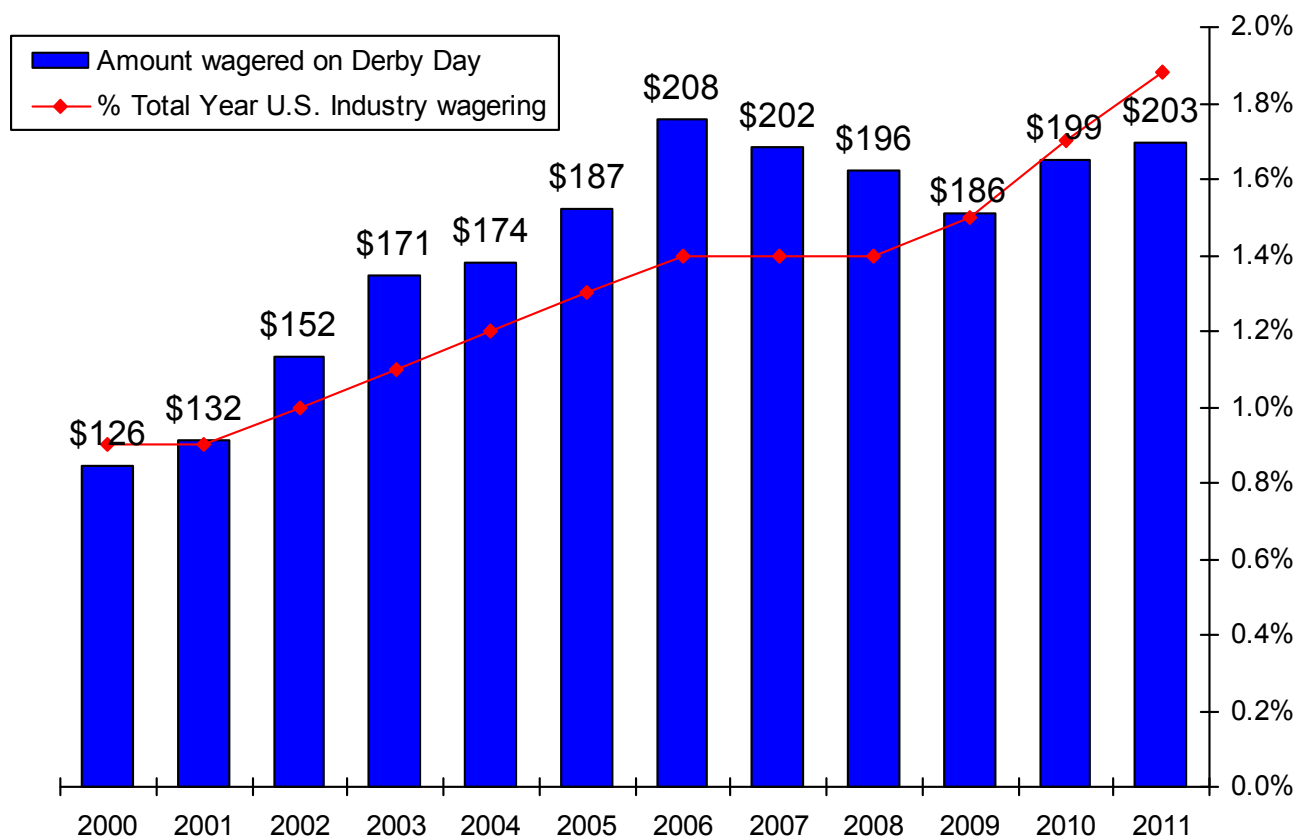




Kentucky Derby & Oaks Wagering

Dollars in Millions

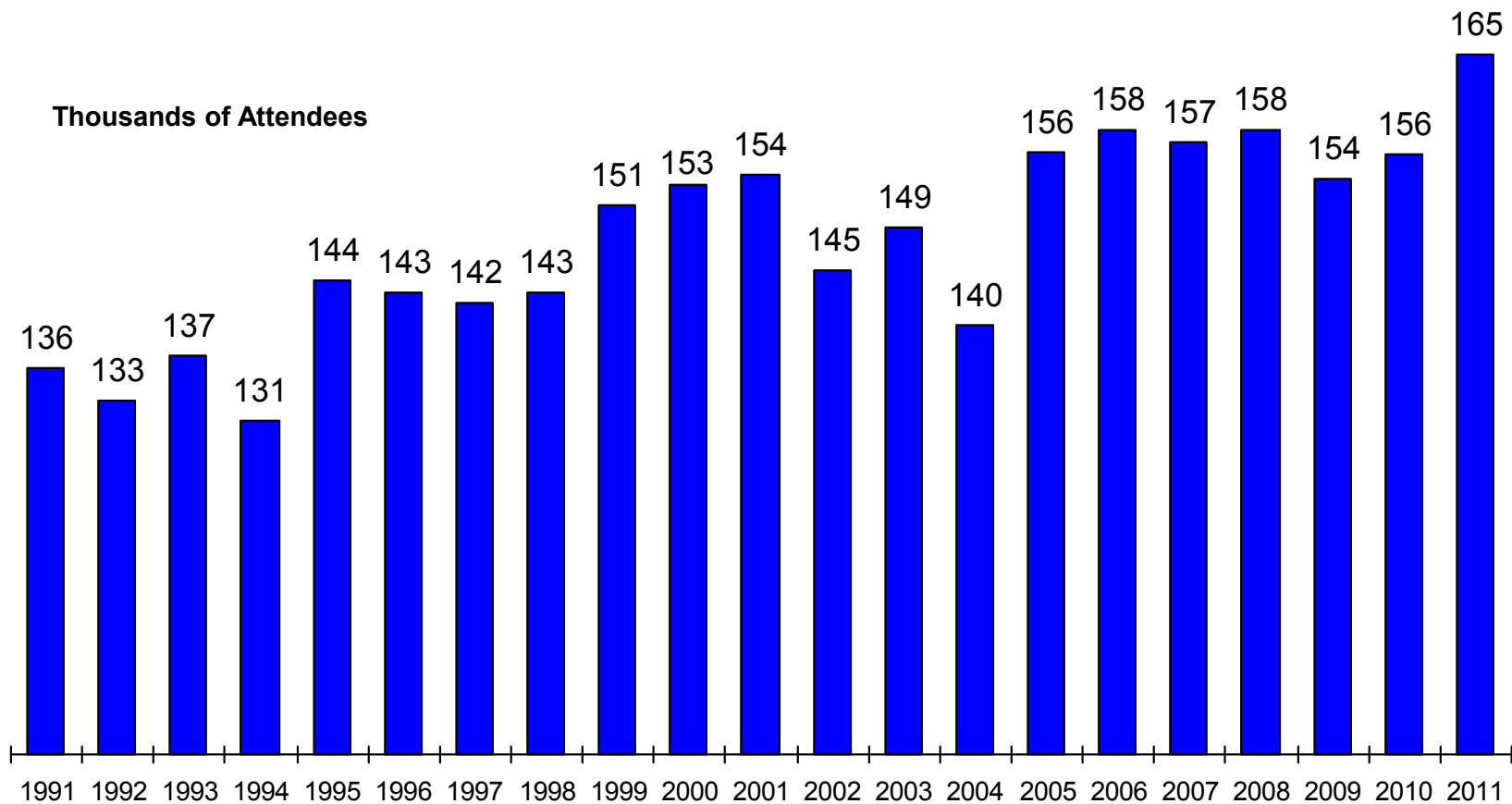
Wagering on Kentucky Derby Weekend continues to grow despite industry trends
- Two days, One track ... nearly 2.0% of annual U.S. Thoroughbred Handle



U.S. Industry Source: Equibase.com, December 2011 YTD

Kentucky Derby Attendance

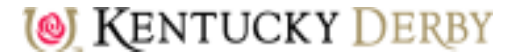
Attendance at all-time record level in 2011 despite economic realities
- Variability primarily driven by general admission which, in turn,
is driven by weather



Growing Kentucky Derby "Week"



- Celebrity chefs serve signature tastes from racing markets with wine pairings
- Event nearly doubling in size from 2010 launch



- Red Carpet celebrity arrivals
- Expanded live coverage on Versus and NBC Sports
- All-time record crowd of 164,858

April 30

May 5

May 6

May 7

OPENING NIGHT

- First-ever night racing event to kick off Derby Week
- 38,142 – largest non-KY Derby, KY Oaks, Breeders Cup attendance
- Celebrities, Red Carpet, live music, fashion, fine dining



- Third annual PINK OUT
- Partnership with breast cancer charities
- Survivor's Parade
- Third-highest attended KY Oaks with 110,122
- Record wagering in 2011
- Live coverage on Versus
- \$1 million Oaks purse



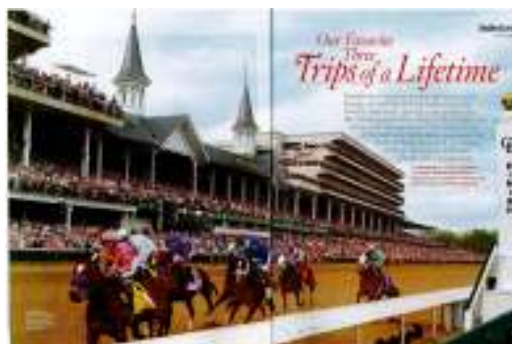


Kentucky Derby Media Coverage—more than just a sporting event



155TH KENTUCKY DERBY
CURRENT ODDS

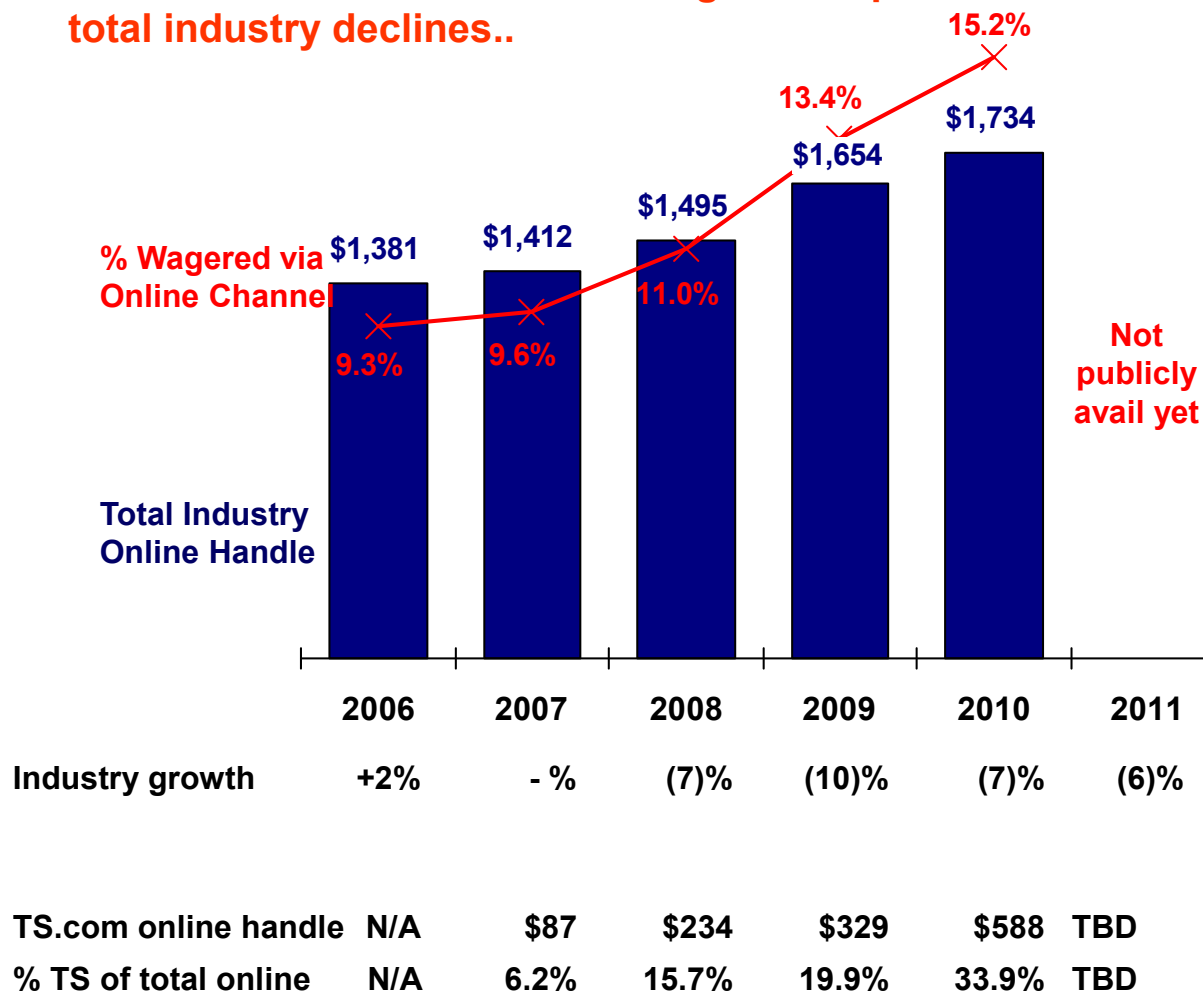
1. LOOKIN AT LUCKY	7-1
2. ICE BOY	10-1
3. NOBLE'S PROPOSAL	24-1
4. SUPER SAYER	8-1
5. LINE OF DAVID	18-1
6. STATUE VICTOR	18-1
7. AMERICAN LION	21-1
8. DEAN'S KITTEN	22-1
9. MAKE PRIDE FOR ME	27-1
10. PADDY O'PADDO	114-1



Online / ADW channel should continue to grow

Dollars in Millions

The Online channel continues to grow despite total industry declines..



Source: U.S Industry from Equibase.com; Online handle from Oregon Racing Commission & Youbet.com SEC filings

Five year Industry Online CAGR of 7% despite a negative 6.3% total industry CAGR

- Only 15.2% of total wagers are via the Online channel
- ~11% of total wagers are On Track
- Room to grow...consider other industries:
 - USA travel booked online 39%
 - Digitally distributed music 38%
 - Digital home video 25%

Not publicly avail yet

CDI well positioned

- ✓ Continue to drive share growth thru:
 - Best technology team, better innovation
 - Ability to offer integrated data
 - Customized rewards & marketing programs

• Travel industry figures per PhoCusWright's U.S. Online Travel Overview Eleventh Edition, Nov 2011

• Music distribution 2009 per PwC 11th annual edition of Global entertainment and media outlook

• Home video penetration figures from NPD Group 3/15/2011



TwinSpires: a brief history

TwinSpires has grown from a start-up in 2007 to an industry leader in 2012....

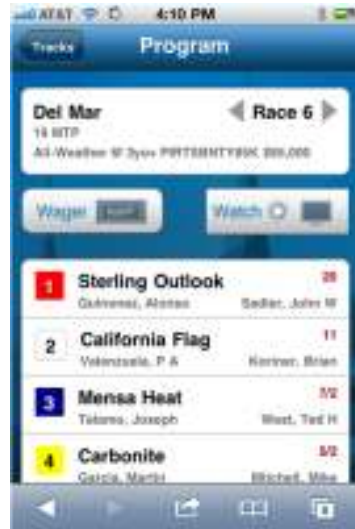
- Jan. 2007 - TwinSpires formed (Mtn. View, CA)
- May 2007 - TwinSpires.com launched
- June 2007 - CDI acquires AmericaTAB and BRIS
- June 2010 - CDI acquires Youbet.com
- Nov. 2010 - Youbet, TwinSpires platforms merged
- April 2011 - NYRA outsources telephone wagering to TwinSpires
- Aug. 2011 - Keeneland white label ADW launched



TwinSpires innovations deliver for our partners

iPhone app

- Lookup entries & odds
- Wager
- Watch live video
- Check results



Keeneland white label platform



Single account wagering

- TS.com enables single account wagering at tracks, OTBs and online
 - ✓ Available today at Fair Grounds, Arlington and over 20 OTBs
- Wager, deposit, withdraw ADW funds at brick & mortar locations

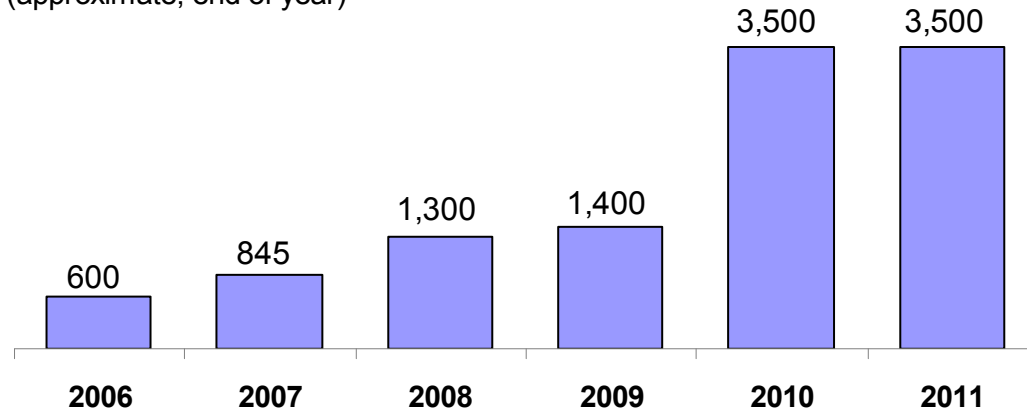
Case studies

- When Keeneland decided to launch its own ADW, it turned to TS.com to provide a complete, turnkey solution
- When NYRA saw its call volume increase 400%, it partnered with TS.com to handle all live operator telephone wagering

Growing Our Brick-and-Mortar Entertainment

Number of Gaming Positions

(approximate, end of year)



- ✓ Fair Grounds permanent gaming facility opened October 2008 with 600 machines
- ✓ Calder Casino opened in January 2010 with ~1,200 machines and 29 poker tables
- ✓ Acquired Harlow's Resort & Casino in December, 2010
 - Our first non-racing casino
 - ~900 slots & 15 table games, 105 room hotel
- We will continue to grow in this market thru acquisition and building out owned properties (Arlington, Quad City Downs, Churchill Downs) where permitted

Note: Positions obtained from Form 10-K for periods 2006-2010, 2011 est.



Fair Grounds Race Course & Slots



Calder Casino & Race Course



Harlow's Resort Casino & Hotel

We acquired our newest gaming property, Harlow's, on Dec. 16, 2010



- 33,000 sq. ft. gaming floor
- 800 slot machines
- 105-room hotel
- 3 dining areas

Harlow's – planned expansion following '11 MS River flooding



➤ Planned improvements include the following amenities:

- ✓ Buffet area
- ✓ Steakhouse
- ✓ Business center
- ✓ Spa facility
- ✓ Fitness center
- ✓ Pool
- ✓ Multi-purpose event center

- New event center will replace 2,600-seat arena, which sustained significant damage during the MS River flooding in May 2011
- Event center will be multi-functional and able to host a number of events
- Construction underway early 2012
- All renovation and remodeling work should be finished by early 2013

We recently acquired assets of Bluff Media



- Bluff Media, an Atlanta-based multimedia poker content, brand and publishing co.
- Industry-leading poker periodical, **BLUFF Magazine**
- Online counterpart BluffMagazine.com
- ThePokerDB, an online database - ranks poker players and tournaments
- Various URL's, including *Bluff.com* and *Bluffpoker.com*
- Premier mixed martial arts periodical, **Fight! Magazine**
- Online counterpart, FightMagazine.com

Wire Act of 1961 – Federal Clarification

- Dec '11, the U.S. DOJ clarified its position on the federal Wire Act which had historically been interpreted to outlaw all forms of gambling across state lines
- The DOJ's recent legal opinion states the Wire Act only applies to sports betting
- Several states are moving to institute online poker on an intrastate basis



Additional Gaming Opportunities –KY

Casino Gaming at Churchill Downs Racetrack (KY)

- KY Governor Steve Beshear, who easily won re-election in Nov 2011, says expanded gaming is a top priority for his second term
- Pushing for proposed constitutional amendment in November 2012 to allow KY voters to decide on expanded gaming – in order to generate more revenue for state government and the horse industry
- Recent polling in KY (87%) favors a vote on expanded gaming with 64% saying that would vote in favor
- KY facing state budget deficit – biennial state budget to be approved by end of legislative session in April 2012, expecting deep spending cuts
- Spectrum Gaming Group released a market analysis study on January 17, 2012 that the Churchill Downs Racetrack location annual revenues would exceed \$250 million
- Senate Bill 151 introduced on February 14, 2012 supporting a constitutional amendment to create up to 7 casinos – which could not be within 60 miles of existing racetracks unless owned by the racetrack
- Senate Bill 151 passed out of Committee on February 22nd – moved to Senate Floor where Bill was defeated 21 -16 (required 23 votes – 3/5th approval for passage)
- Continue to work with legislators and educate KY voters on importance of gaming to pari-mutuel industry

Additional Gaming Opportunities – IL

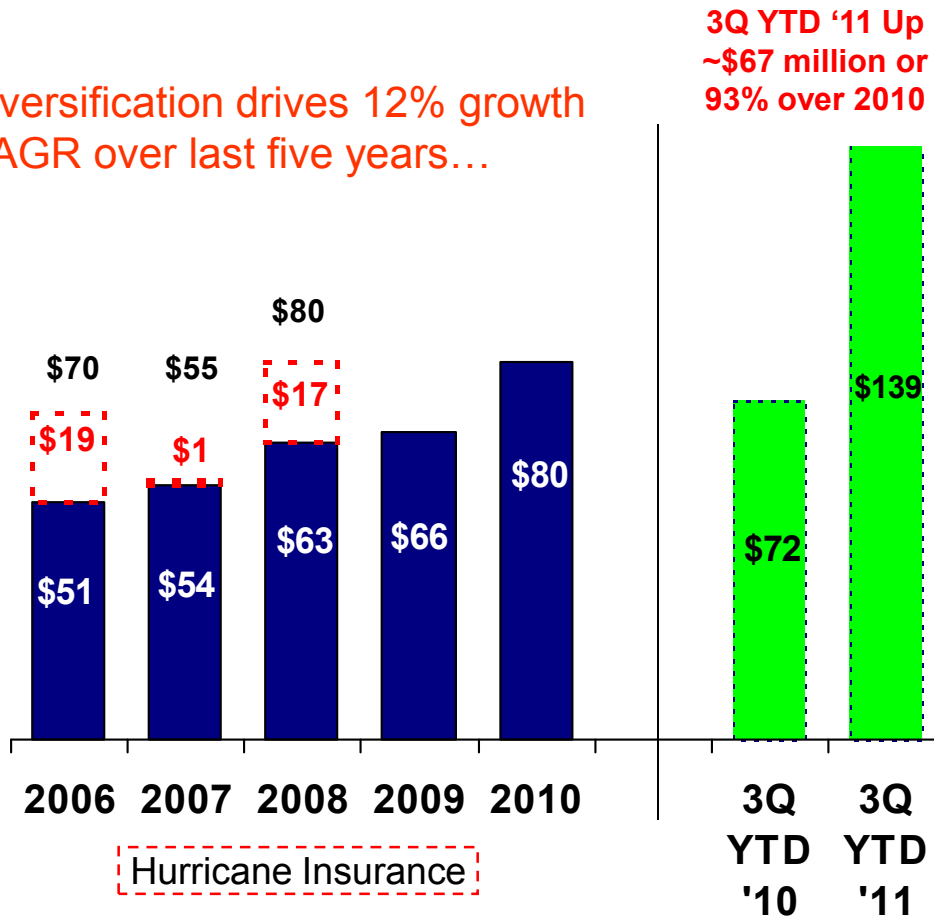
Alternative Gaming at Arlington Park (IL)

- IL General Assembly passed major gaming expansion Senate Bill 744 (SB 744) on May 31, 2011 which adds a downtown Chicago casino, slots at airports, slots at horse tracks and 4 free-standing casinos throughout the state
- Arlington Park could have up to 1,200 slot or video poker machines & Quad City Downs up to 900 machines
- Proposed gaming taxes graduated from 10% to 40% of GGR
- However, in Oct 2011 IL Governor Quinn issued statement saying that he would veto the bill citing he was not in favor of the full expansion that this bill provided including slots at racetracks in IL
- Discussions still underway between Gov. Quinn, Chicago Mayor Emanuel and IL Senate President Cullerton on expanded gaming
- Without support of lawmakers who support slots at horse racetracks, passage is expected to be difficult
- Gov. Quinn wants to provide a subsidy from existing casinos to the racetracks and purse accounts in lieu of alternative gaming
- IL is currently running in significant budget deficit and is looking for ways to increase revenue and pay for construction projects across the state

Proven EBITDA Growth

Dollars in Millions

Diversification drives 12% growth CAGR over last five years...



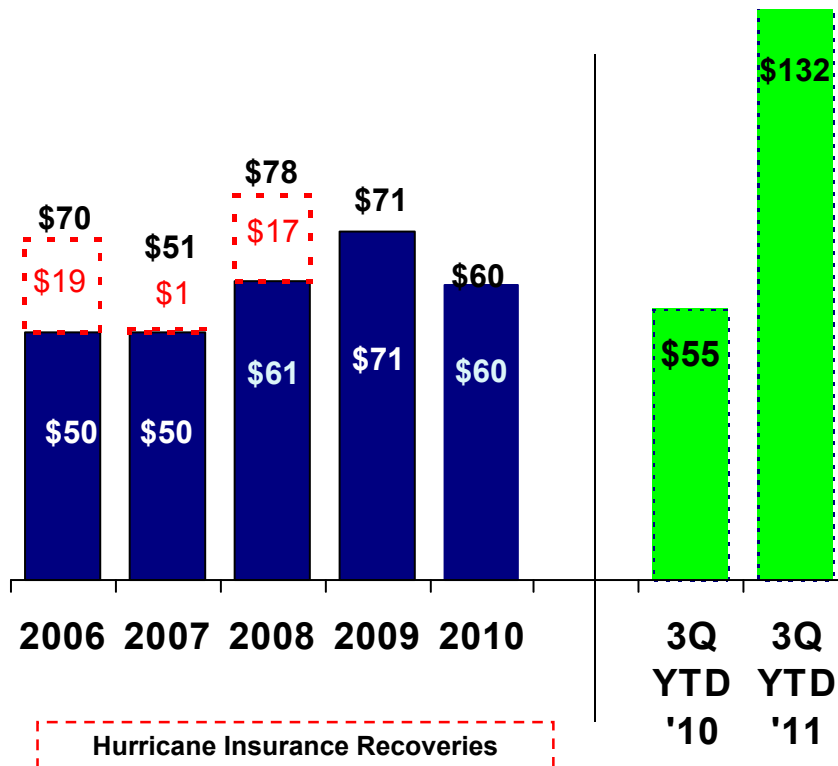
Record EBITDA in 2010 followed by record setting 2011 quarterly performances

- ✓ 2011 Derby Week EBITDA up \$6.4 MM over prior year after record setting 2010
- ✓ 3Q YTD 2011
 - EBITDA - \$67 MM improvement over 3Q YTD '10
 - Online nearly doubles to \$28.7 MM on Yobet acquisition and TwinSpires organic growth
 - \$12.4 MM online acquisition synergy savings
 - Gaming grows to \$43.5 MM (up 123%) on Harlow's acquisition (12/16/10) and continued growth at Calder and Fair Grounds
 - Calder gaming tax rate reduced 15% on July 1, 2010
- ✓ Unusual items 2011
 - 3Q - \$19 MM IL Horse Racing Equity Trust Fund proceeds
 - 2Q - \$2.9 MM KY tax-increment financing
 - 2Q – MS River flooding forcing Harlow's shutdown for 25 days

Proven Cash Generation

Dollars in Millions

Cash provided by operating activities



Cash flow growth in 2011 allows for many options including acquisitions, debt Repayment in 2012

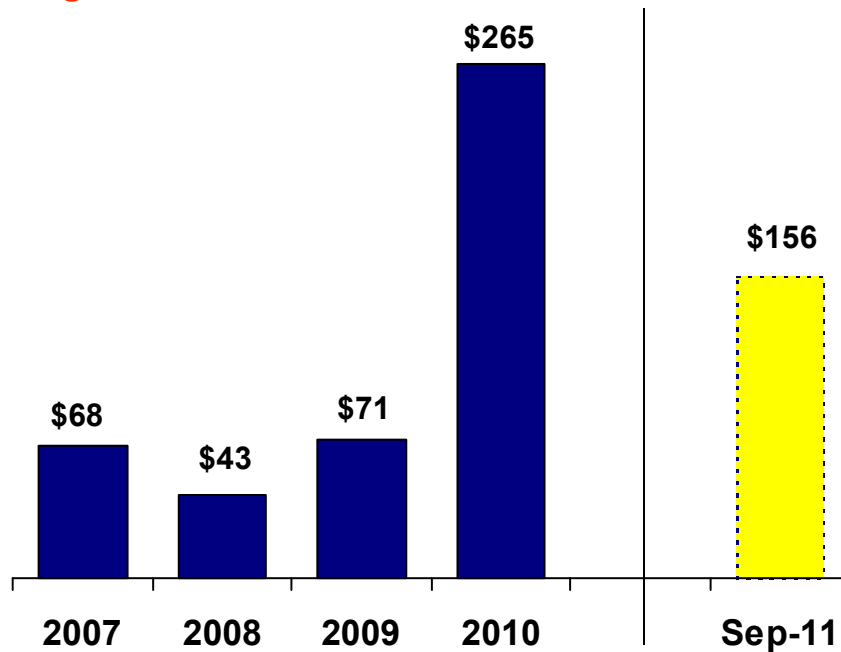
Very Strong Cash Generation...

- ✓ 2010 impacted by unusual items
 - Acquisition cost \$(3.9)
 - Youbet integration cost \$(4.4)
 - Equity compensation correction \$(1.4)
 - Tax overpayments of \$(9)
- ✓ 3Q YTD '11 cash flow increase driven by improved EBITDA from acquisitions, Derby Week, organic growth plus working capital improvements and tax refunds
- ✓ 4Q '11 cash opportunities
 - Continued EBITDA improvements
 - Additional tax refunds from amended returns
 - \$8.5 from Centaur bankruptcy settlement
- ✓ Tax efficient acquisitions
 - Acquired NOLs of ~\$28 with Youbet.com
 - Harlow's asset acquisition structure allows intangible tax deductions ~\$36 over 15 years

Attractive Balance Sheet

Dollars in Millions

Long Term Debt ^{-c)}



	Gaming Industry ^{-a)}	Churchill Downs, Inc.
Total Debt / EBITDA (LTM)	5.7 x	1.1 x ^{-b)}
EBITDA / Interest (LTM)	3.0 x	16.0 x

(a – Gaming industry peer group comprised of PENN, BYD, ASCA, ISLE, PNK
Source: Company filings and Factset

(b – Does not include pro-forma credit for acquisition EBITDA of Harlow's

(c – Excludes convertible note payable, related party

Very Strong Balance Sheet...

- ✓ Long term debt increased \$194 in 2010 driven by Youbet.com & Harlow's acquisitions
- ✓ Debt reduced \$109 on free cash flow through first 9 months of 2011
- ✓ Amended and expanded credit facility in 2010 to \$375 million ... very low interest cost on current debt at L + 1.875% (~2.2% total)
- ✓ Leverage and coverage ratios still among industry best after 2010 actions
 - Continues to improve on '11 growth + cash generation
 - Ability to do more meaningful acquisitions
- ✓ Cash flow values backstopped with hard assets/real estate
 - 336 acres in Arlington Heights, IL
 - 231 acres in Miami Gardens, FL
 - 147 acres in Louisville, KY
 - 145 acres in New Orleans, LA



Summary

- CDI is a diversified regional operator of gaming, racing and online businesses
- Focused on growing our gaming and online assets
- Gaming expansion in Kentucky, Illinois and online provide avenues to growth
- The Kentucky Derby franchise is as strong as ever and KY Oaks continues to grow with cause-based marketing initiatives
- Proven record of EBITDA growth, strong balance sheet



Questions?