

Global Consumer & Gaming Conference
Brean Capital
New York, NY

Prepared For: Investor Relations (NASDAQ: CHDN)

June 4, 2014

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

Forward-Looking Statements

This document contains various “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.

Forward-Looking Statements (cont'd)

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 overall economic environment; the impact of increasing insurance costs; the impact of interest rate fluctuations; the effect of any change in our accounting policies or practices; the financial performance of our racing operations; the impact of gaming 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 Florida, Illinois and Louisiana 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 gaming initiatives; costs associated with customer relationship management initiatives; a substantial change in law or regulations affecting pari-mutuel and gaming activities; a substantial change in allocation of live racing days; changes in Kentucky, Florida, Illinois or Louisiana law or regulations that impact revenues or costs of racing operations in those states; the presence of wagering and gaming 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 planned expansion projects; 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 our online business to prevent security breaches within its 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 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 limiting, agreements on sharing of revenues from gaming and advance deposit wagering); the effect of claims of third parties to intellectual property rights; and the volatility of our stock price.

Key investment highlights

Diversified business model

- Iconic Kentucky Derby & Oaks Brands continue to set all-time records
- ~6,700 gaming positions at six casinos (including Ohio JV) and 10 OTBs
- Largest legal Online gaming platform in the U.S. showing strong 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, pricing and 15,224 sq. ft. mega 4K video board drive growth options
- Opened Miami Valley Gaming JV with partner, Delaware North in December 2013
- Options on gaming expansion in Illinois and Kentucky
- Partnership with Saratoga Casino & Raceway to bid on New York casino license
- Further expansion into other forms of online gaming as states liberalize laws

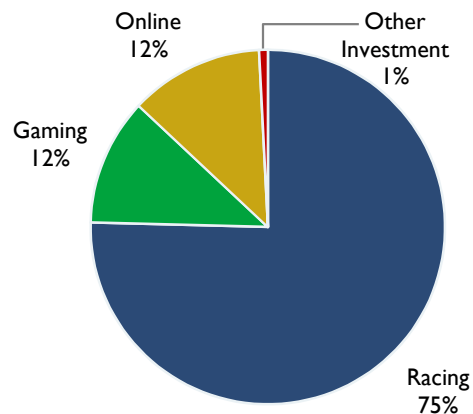
Strong Financial Performance & Balance Sheet

- 5 Year Revenue & Adjusted EBITDA CAGR of 11% and 21%, respectively
- Pristine balance sheet backstopped with valuable real estate
- Disciplined maintenance capital spending combined with strong free cash flow generation
- Leverage of ~2.0x¹

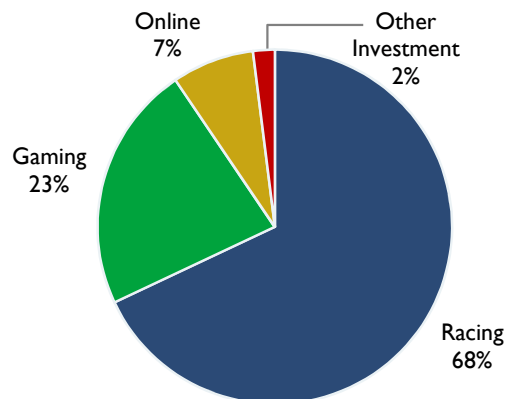
¹ Based on LTM Adjusted EBITDA as of 3/31/14

Churchill Downs has diversified its business model...

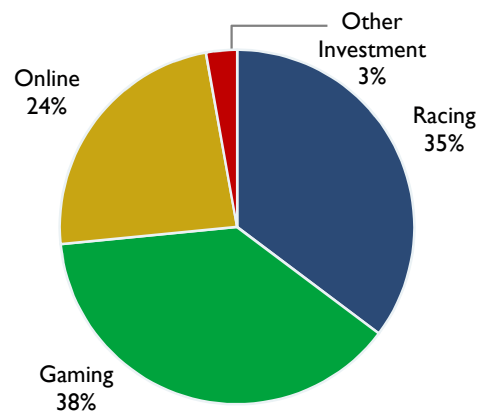
2008 Revenue by business unit



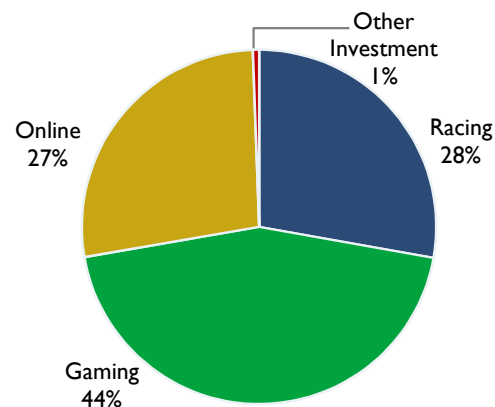
2008 Adj. EBITDA by business unit



2013 Revenue by business unit



2013 Adj. EBITDA by business unit



□ Churchill has significantly diversified its revenue mix through acquisitions in the gaming and online business units

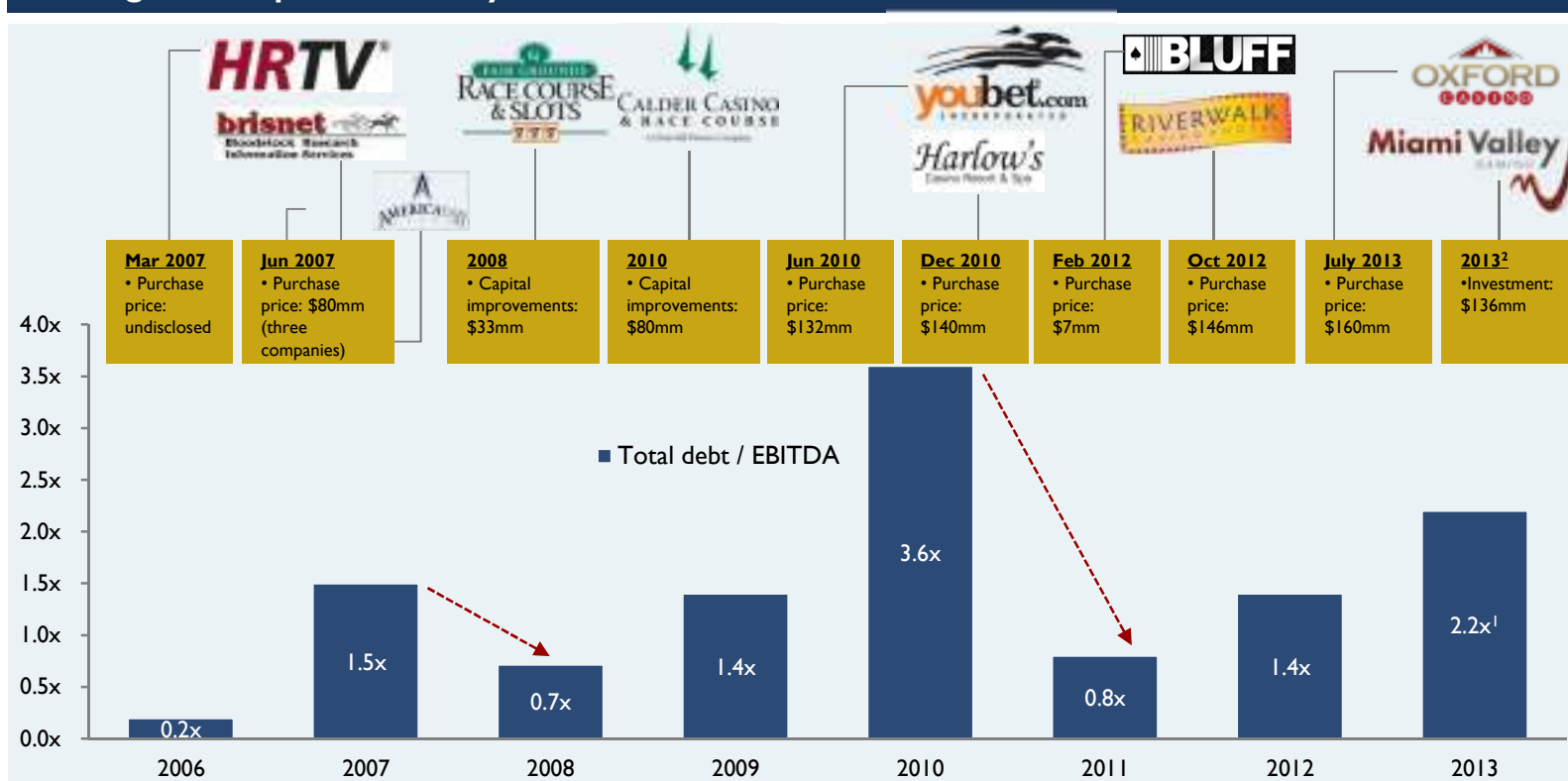
□ The acquisition of Oxford Casino and the opening of Miami Valley Gaming (MVG)

□ Further liberalization of state online gaming laws could add meaningful diversification into online poker and casino games

Source: Company filings
Note: Revenues exclude eliminations and Adj. EBITDA excludes Corporate

...driven by successfully investing nearly \$900 million since 2007

Leverage and acquisition history



Source: Company filings

¹ Pro forma leverage based on 2013 unadjusted EBITDA of \$164.3 mm (\$153.4mm unadjusted 2013 EBITDA plus run-rate full-year Oxford EBITDA of \$20.1mm)

² Miami Valley Gaming investment reflects 50% of the projected joint venture cost of \$272mm with Delaware North Companies; Project-to-date Churchill investment of \$90mm

□ Churchill has built one of the most diversified gaming platforms in the U.S. through strategic acquisitions

□ Its track record of quickly deleveraging following transactions speaks to the Company's conservative capital allocation and leverage strategy

Churchill Downs has an experienced management team

Bob Evans, Chairman & CEO



- ❑ CEO since 2006
- ❑ 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 Mudd, EVP & CFO



- ❑ CFO since 2007
- ❑ 15 year multi-industry, multi-business background with GE
- ❑ International experience
- ❑ Leads strategic, finance and development teams
- ❑ Former Captain in the U.S. Army Reserves
- ❑ B.A. in Mathematics; M.B.A

Bill Carstanjen, President & COO



- ❑ President and COO, ~9 years with CDI
- ❑ M&A background with Cravath, Swaine & Moore LLP and GE
- ❑ Previously led legal and development teams
- ❑ Formerly with GE Capital
- ❑ Columbia Law School

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

Growth opportunities provide significant upside



- ✓ ☒ Derby and Oaks
 - ☐ High-end seating expansion and amenities funded through cash flow
 - ☐ Renegotiation of presenting sponsor in 2015
 - ☐ Recent media sponsorship renewal (NBC) through 2025
- ✓ ☒ Ohio Joint Venture
 - ☐ Opened December 12, 2013
 - ☐ Attractive location off I-75 just north of Cincinnati, south of Dayton
- ✓ ☒ Kentucky gaming (Churchill Downs Racetrack)
 - ☐ Gaming expansion bills introduced in 2014 legislative session seeking public referendum, session ended without consideration, positioning for 2015 and 2016
 - ☐ Louisville has established gaming market feeding Southern Indiana properties
- ✓ ☒ Illinois Gaming (Arlington Park)
 - ☐ Gaming bills passed in two prior legislative sessions, but Governor vetoed both
 - ☐ Continuing to work on a gaming bill that will be signed by the Governor
- ✓ ☒ New York Gaming (East Greenbush / Albany)
 - ☐ Partnership with Saratoga Casino & Raceway
 - ☐ Bidding on casino license in Capital Region
- ✓ ☒ Internet and mobile gaming
 - ☐ Positioning Bluff brand and developing an online gaming platform

Churchill Downs is more than a regional gaming company

We are a diversified Gaming, Online, & Racing Entertainment Company



| 1 | Gaming | | | |
|--------------------|--------|-------|-------|--|
| (\$ millions) | 2012A | 2013A | 1Q'14 | |
| Net Revenues | \$223 | \$297 | \$87 | |
| Adj. EBITDA | \$64 | \$80 | \$27 | |
| Adj. EBITDA Margin | 29% | 27% | 31% | |

- Consists of 6 existing operations with ~4,200 slots, 55 tables, 36 poker tables, 185 hotel rooms, & ~775 video poker machines
- Acquired Riverwalk Casino in mid-Oct 2012
- Acquired Oxford Casino in Maine for approx. \$160 mil. on July 17, 2013
- Developed and opened a \$272 mil. Racing & Gaming facility as part of 50/50 JV near Lebanon, OH – Miami Valley Gaming opened December 12, 2013



| 2 | Online Business | | | |
|--------------------|-----------------|-------|-------|--|
| (\$ millions) | 2012A | 2013A | 1Q'14 | |
| Net Revenues | \$183 | \$185 | \$46 | |
| Adj. EBITDA | \$45 | \$49 | \$10 | |
| Adj. EBITDA Margin | 24% | 27% | 22% | |

- Consist of Twinspires.com, the largest legal Online gaming platform in the U.S. (pari-mutuel wagering "ADW" company)
- \$869 mil. in wagering "handle" in 2013; up +1% Y/Y; organic growth offset by loss of IL handle in 1H 2013 and TX handle in 4Q 2013
- Segment also includes Luckity.com, equity investment in HRTV, BRIS and Velocity– high volume int'l customer focus
- Positioned to participate in Online Poker if legalized with the Bluff brand



| 3 | Racing | | | |
|--------------------|--------|-------|--------|--|
| (\$ millions) | 2012A | 2013A | 1Q'14 | |
| Net Revenues | \$302 | \$274 | \$31 | |
| Adj. EBITDA | \$54 | \$50 | (\$10) | |
| Adj. EBITDA Margin | 18% | 18% | (34%) | |

- Consists of 4 race tracks that conducted 374 days of live racing in 2013, 409 live racing days projected for 2014, majority of racing occurs in 2Q, 3Q & 4Q (announced deal to lease FL racing to Stronach Group in 2Q '14 - pending)
- Includes longest continuously held annual sporting event in the U.S., the "Kentucky Derby", 140 consecutive years (thru 2Q'14)
- Growth driven by Oaks & Derby innovations, new seating venues, media rights, sponsorships and productivity ("cost out") initiatives

New York Gaming Option and Calder lease arrangement provide upside

NY partnership adds greenfield gaming opportunity plus proposed lease of Calder racing resolves conflict

New York Gaming License Opportunity

- ❑ New York voters approved an expanded gaming referendum in November 2013
 - Allows for four destination resort quality casinos in upstate New York - divided in three regions: Hudson Valley/ Catskill Mountains, Capital-Saratoga and the Eastern half of Southern Tier
 - One region (likely the Catskills) will be awarded two casino licenses
 - Slots taxed at rate of 37-45%; Tables at 10%
- ❑ On May 13, 2014, CDI announced a partnership with Saratoga Casino & Raceway ("Saratoga") to bid for a casino license in the Capital Region in New York
 - Churchill will manage the facility
- ❑ Approximately \$300 million proposed investment
 - Located in Town of East Greenbush – in close proximity to Albany, NY
 - Proposed ~250-room resort style hotel plus several dining, entertainment and retail venues
- ❑ License applications are due by June 30, 2014, with licenses expected to be awarded in late 2014

Proposed lease to TSG for Calder racing

- ❑ On May 28, 2014, CDI announced agreement allowing The Stronach Group ("TSG") to operate live racing and maintain certain facilities used for racing and training at our Calder Race Course located in Florida
- ❑ Operating lease will provide for:
 - TSG to run at least the minimum number of live race days at Calder required by Florida law under Calder's racing permits
 - Operate and maintain Calder's racetrack, portion of the barns including 430 stalls, certain racing and training facilities
 - Lease will be in effect through end of 2020
 - TSG will bear all costs and earn all revenues associated with racing at Calder
 - Simulcast and account wagering contracts extended for the term of the deal
 - Remaining HRTV equity interest to be sold to TSG in early 2015
- ❑ Transaction is anticipated to be completed by June 30, 2014 and is contingent upon regulatory approval, certain amendments to agreements with Florida horsemen and execution of other definitive agreements.

We are geographically diversified



Note: TwinSpires allows residents of 37 states to register and place online horseracing bets

Gaming: Our properties are relatively new and in mature markets

Growing our Gaming Business thru development and acquisitions

Calder Casino

- Greenfield construction at the Calder Race Course racetrack, opened January 2010
- Located in Miami Gardens Florida, near Sun Life Stadium
- 1,133 Slot Machines
- 29 Poker Tables



Harlow's Casino Resort & Spa

- Acquired in December 2010 for \$140mm
- Located in Greenville, MS
- 746 Slot Machines
- 13 table games
- 105-room attached hotel (50% rooms renovated in 2012)
- \$15 million in renovations grand opening of new amenities in January 2013



Oxford Casino

- Acquired in July 2013 for \$160mm
- Located in Oxford, ME
- 858 slot machines
- 25 table games
- Recent \$3.2 million investment 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 ~770 Video Poker Machines



Riverwalk Casino Hotel

- Acquired in October 2012 for \$146mm
- Located in Vicksburg, MS
- 697 slot machines
- 15 table games
- Five-story, 80-room attached hotel



Miami Valley Gaming

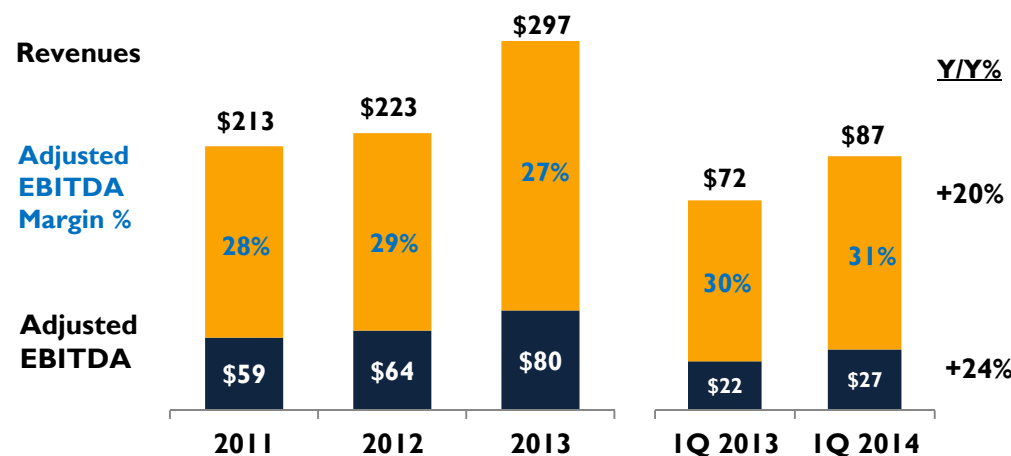
- Joint Venture with Delaware North Companies
- Located in Lebanon, OH (formerly Lebanon Raceway)
- \$272mm total investment split (50/50)
- 1,600 slot machines
- Opened December 12, 2013



Gaming Adj. EBITDA growth driven by greenfield development & acquisitions

Acquisition & development focused on ROI

(\$ in millions)

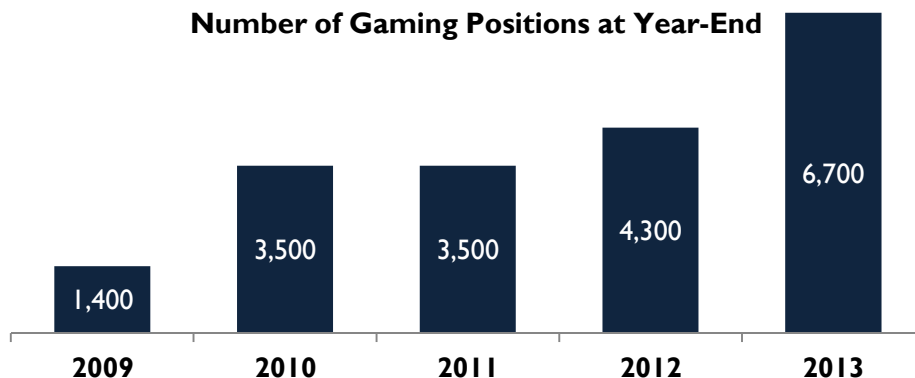


□ 1Q Revenue and Adj. EBITDA growth driven by Oxford Casino acquisition. Ohio JV – Miami Valley Gaming - helps drive Adj. EBITDA growth (unconsolidated equity investment)

□ Gaming assets are relatively “young” which require less maintenance-related cap-ex, oldest gaming asset less than 7 years old

- Fair Grounds Slots greenfield opened Oct 2008
- Calder Casino greenfield opened Dec 2010
- Harlow's Casino Resort & Spa acquired in Dec 2010 – originally opened Nov 2007, with major renovation in 2013
- Riverwalk Casino Hotel acquired in Oct 2012 – originally opened Oct 2008
- Oxford Casino acquired in July 2013 – originally opened June 2012, with major additions in Oct 2012 and Dec 2013
- Miami Valley Gaming - \$272 mil. Gaming & racing greenfield facility between Cincinnati and Dayton OH opened Dec 12, 2013 (50% JV with Delaware North)

Number of Gaming Positions at Year-End



Note: positions as indicated in the 10-K for 2009-2013.

New Miami Valley Gaming joint venture opened December 12, 2013

Partnered with Delaware North on a \$272 million development in an attractive gaming market

- ❑ IQ 2012 – announced a Joint Venture (“JV”) with Delaware North Companies (“DNC”) to purchase Lebanon Raceway license in Ohio to develop a new Video Lottery Terminal (“VLT”) facility and harness racetrack
- ❑ JV closed on the purchase of Lebanon Raceway on December 21, 2012; Construction began in early 2013 on a new gaming & racing facility located near exit 29 off I-75 between Cincinnati and Dayton, opened December 12, 2013
- ❑ \$272 mil. total investment split evenly (50/50) with partner, DNC
 - \$60 mil. purchase price includes \$10 mil. cash (paid in Dec 2012) and \$50 mil. sellers note (with 6 year payback schedule beginning with 1st coin drop) - plus \$10 mil. contingent payment to sellers based on performance
 - \$50 mil. license fee includes 3 installments - \$10 mil. upon license approval (paid in Dec 2012), \$15 mil. upon first coin drop (paid in Dec 2013) and \$25 mil. on 1-year anniversary of first coin drop (due Dec 2014)
 - \$162 mil. construction cost of gaming & racing facility including cost of VLT machines
- ❑ IQ 2014 Property-level Net Win per unit of \$198, generates Adjusted EBITDA of \$8.6 million



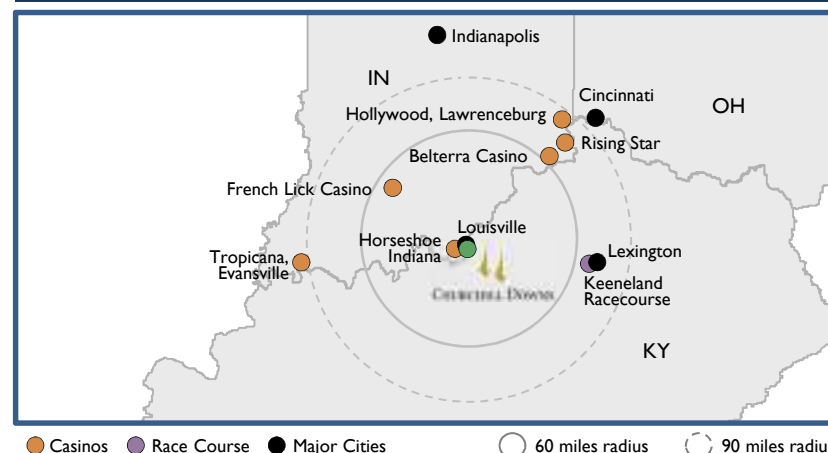
Kentucky gaming expansion provides significant upside opportunity

2014 Spring legislative session concludes without passage of expanded gaming

Commentary

- **Kentucky Wins!** is a group of business leaders who want to change the debate on expanded gaming in the Commonwealth
- Three main goals of the initiative:
 - Change the narrative to “Create jobs and revenue for KY”
 - Show grass roots support of “letting the people decide”
 - Organize a critical mass of business, community and civic leaders to help lead the expanded gaming debate
- Over 60 business, community and political leaders signed up as Board members, over 76,000 Facebook “Likes” (Gov. Steve Beshear has ~5,000)
- The Kentucky Constitution requires the Kentucky General Assembly pass a Constitutional Amendment with 60% approval in both the House & Senate
- Three constitutional amendments plus enabling language allowing for gaming expansion in Kentucky were filed during the 2014 legislative session. Session ended on April 15, 2014, without consideration of the pending legislation
- Gaming expansion likely to be topic in future legislative sessions in 2015 and 2016
- 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)

Regional overview



Competitive overview

| | | Slots | Tables | Gaming (Sq Ft) | Hotel Rooms | Employees | Admissions (mm) ¹ | Total Win ¹ |
|------------------------|----|-------|--------|-------------------|----------------|-----------|---------------------------------|---------------------------|
| Horseshoe So. Indiana | IN | 1,719 | 101 | 86,600 | 503 | 1,540 | 2.1 | \$281.6 |
| Hollywood Lawrenceburg | IN | 2,401 | 93 | 175,000 | 300 | 1,231 | 2.1 | 244.3 |
| Belterra | IN | 1,007 | 44 | 40,200 | 608 | 1,024 | 1.3 | 124.9 |
| Tropicana Evansville | IN | 881 | 40 | 38,360 | 347 | 852 | 0.8 | 85.9 |
| French Lick Casino | IN | 995 | 37 | 49,719 | 686 | 1,254 | 0.9 | 77.1 |
| Rising Star | IN | 1,199 | 33 | 40,000 | 201 | 675 | 0.9 | 65.2 |

Source: Indiana Gaming Commission

¹ 12 months ended February 2014 (\$ in millions)

Illinois gaming expansion also provides significant upside

Legislation debate expected to continue during the 2014 legislative session

Commentary

- Attractive location – Arlington Heights is a suburb of Chicago, the commercial hub of the Midwest and 3rd largest metropolitan area in the United States
 - ~9 miles from Des Plaines Casino (\$874 win per unit in March 2014 according to IL Gaming Board public stats)
 - Train station on property
 - Chicago 2012 population: 7,318,387¹
 - Chicago median household income: \$47,371²
- Illinois Senate passed latest version of gaming expansion, SB 1739, in May 2013, sponsored by Sen. Terry Link
- SB 1739 would allow 5 new casinos, including one in Chicago and permit slot machines at racetracks, including 1,200 at Arlington Park
- Representative Robert Rita has proposed two amendments to SB 1739. One amendment provides for a Chicago only casino, no gaming positions at racetracks or additional casinos. Second amendment provides for a Chicago casino, four new casinos, 600 slot machines at Arlington Park, and 450 machines at other tracks (except Fairmount which will not receive any machines) The amendments have not been considered
- Prior to summer adjournment, Representative Jay Hoffman filed an amendment to SB 1739 that would provide for 1,200 machines at Arlington Park and 900 machines for downstate tracks, including Fairmount Park (same as original bill language)
- The Illinois legislature is currently in summer recess. SB 1739 remains pending in the Illinois House, and could see action during the fall segment of the 2014 legislative session. Gaming expansion will continue to be a topic of discussion with legislators over the summer.

¹ US Census Bureau 2012 estimate: Chicago / Naperville / Arlington Heights, IL

² US Census Bureau 2007-2011 estimate: Chicago

Regional overview



Competitive overview

| | | Slots | Tables | Admissions ¹ | Employees | Gaming Sq Ft | Total Win ¹ |
|-----------------------------------|----|-------|--------|-------------------------|-----------|--------------|------------------------|
| Horseshoe, Hammond | IN | 3,002 | 158 | 4.9 | 2,072 | 108,000 | \$489.8 |
| Rivers, Des Plaines | IL | 1,044 | 48 | 3.8 | 1,443 | 43,687 | 410.1 |
| Ameristar, East Chicago | IN | 1,986 | 39 | 2.7 | 1,085 | 53,492 | 229.6 |
| Harrah's, Joliet | IL | 1,138 | 33 | 1.7 | 941 | 39,000 | 206.5 |
| Majestic Star Casino ² | IN | 1,897 | 79 | 2.6 | 1,189 | 79,571 | 189.4 |
| Blue Chip | IN | 1,946 | 50 | 2.4 | 1,099 | 65,000 | 167.9 |
| Hollywood, Aurora | IL | 1,172 | 27 | 1.3 | 614 | 41,384 | 149.2 |
| Hollywood, Joliet | IL | 1,177 | 22 | 1.3 | 758 | 50,000 | 140.9 |
| Four Winds | MI | 3,000 | 60 | N/A | N/A | 124,000 | N/A |
| Potawatomi Bingo Casino | WI | 3,100 | 110 | N/A | N/A | 38,400 | N/A |

Source: Illinois Gaming Board; Indiana Gaming Commission; Forest County Potawatomi Community; Michigan Gaming Control Board; Four Winds Casino property profile

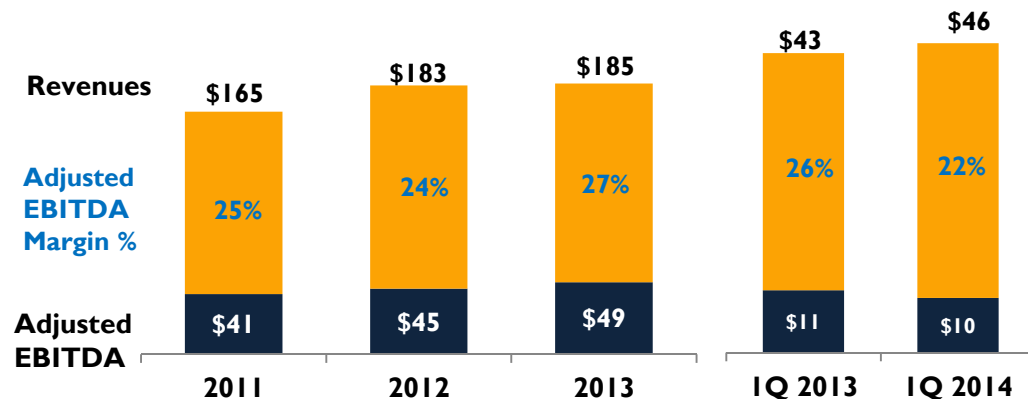
¹ 12 months ended 6/30/13 in millions

² Represents combined figures for Majestic Star Casino I & Casino II

Online Business has grown organically as customers shift wagering behavior

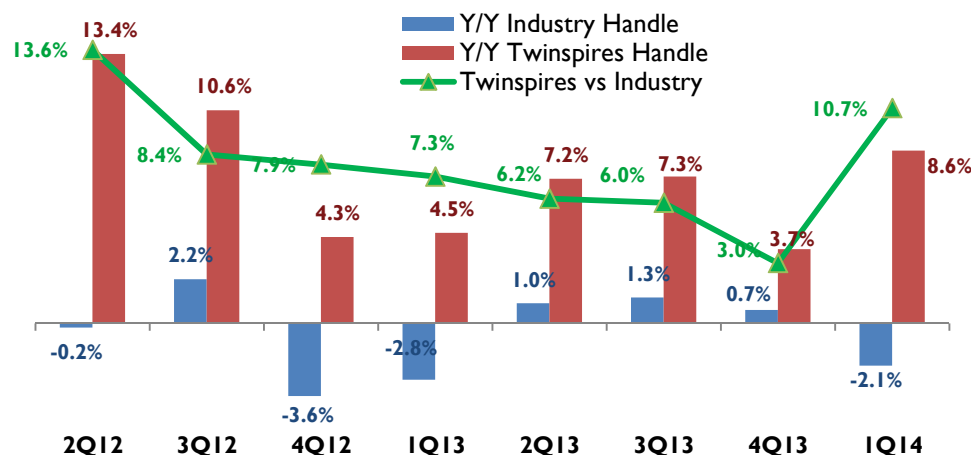
The Online channel is growing despite industry flattening

(\$ in millions)



- Y/Y%**
- Online wagering has grown ~3% to ~14% faster than the industry, as customers continue to shift wagering channels due to convenience, accessibility & ease of use
 - +7%** IQ margin pressure driven by loss of Texas customer wagering and new regulatory costs in certain states
 - In 1H 2013, Twinspires.com stopped taking wagers from IL customers as online wagering legislation expired. Resumed wagering in IL on June 7, 2013 after new bill passed to allow online wagering (thru Jan 2017)
 - (12)%** In Sept 2013, Twinspires.com stopped taking wagers from TX customers as court ruling upheld a TX law requiring all wagering in person at a TX racetrack, currently appealing court ruling
 - Excluding impact of IL and TX lost handle, total CDI online handle grew 8.6% in IQ 2014 and 6.2% in 2013

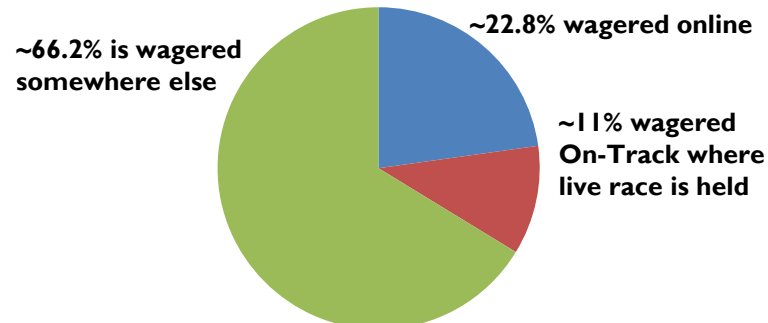
Twinspires.com Handle Growth compared to U.S. Industry Growth



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

Note: Excludes impact of IL and TX handle loss, actual reported results show 9% increase Y/Y in IQ '14 per Form 10-Q

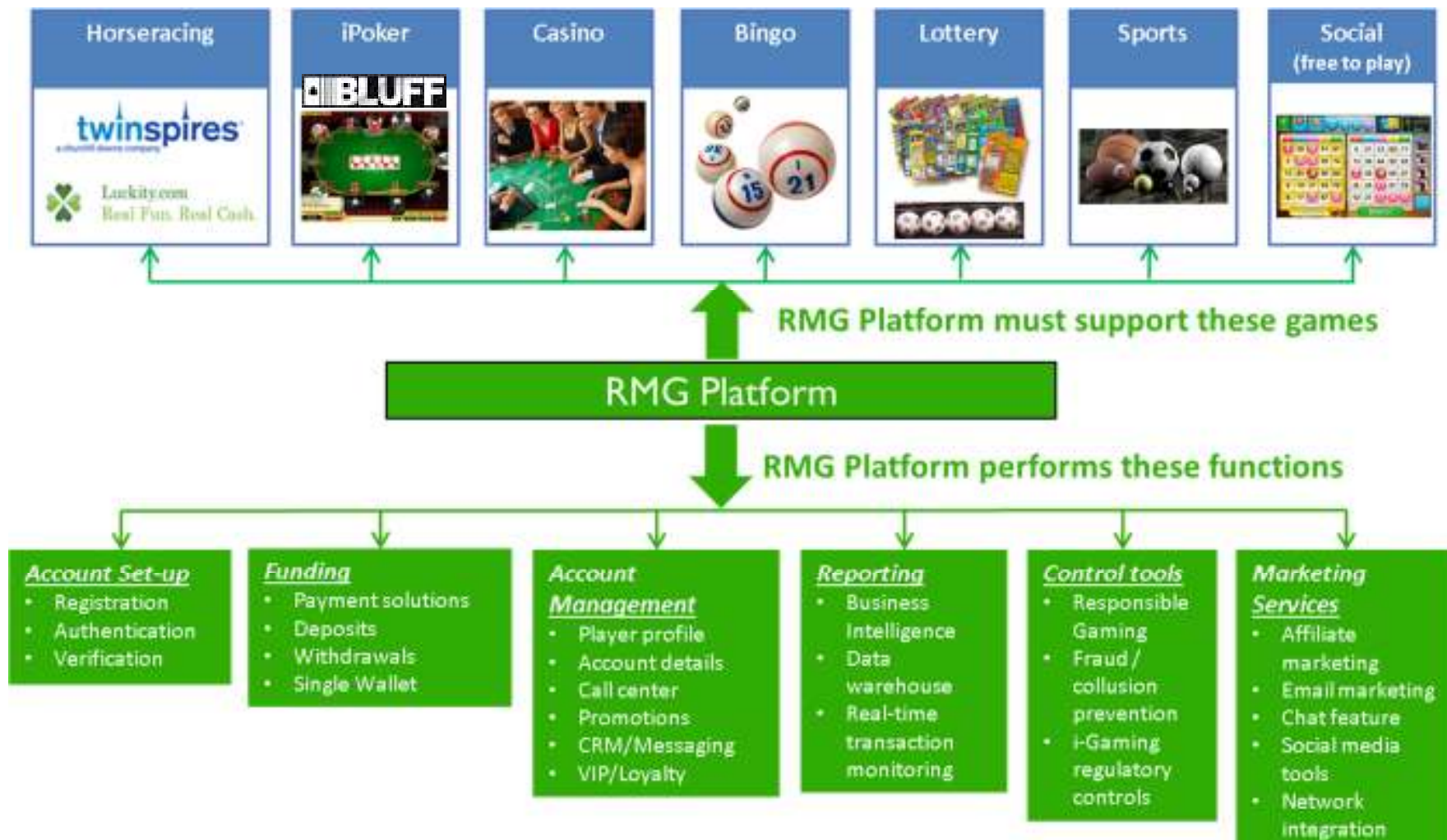
LTM Dec 2013 Wagering by Location



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

Twinspires provides a lot of the functionality required for real money gaming

We plan to compete as an online gaming technology provider



Racing Operations: Own 4 premier Thoroughbred Racetracks

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

Arlington International Racecourse



- 336 acres in western Chicago suburb, Arlington Heights
- Operates 11 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
- 140 consecutive years of iconic international event
- Night racing series beginning in 2009

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
- Conducts ~150 live racing days each year
- In May 2014, announced agreement to lease racing operations to The Stronach Group

Fair Grounds Race Course

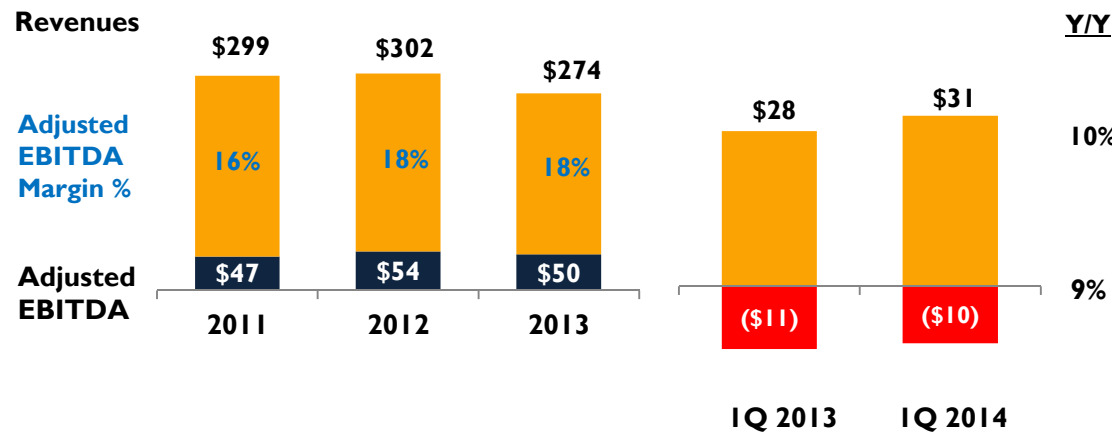


- 145 acres in New Orleans, LA
- Network of 12 OTB's
- Video poker machines in 10 of the OTB's
- Home of the "Louisiana Derby"
- New Orleans Jazz Festival host since 1972

Racing Operations Adjusted EBITDA has grown despite industry declines

Derby Week, Night Racing & Productivity have increased margin rates

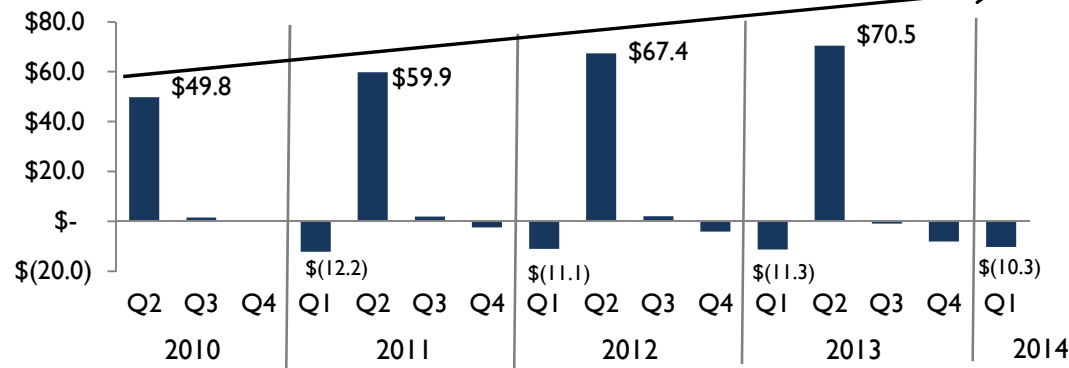
(\$ in millions)



- Wagering (handle) on U.S. Thoroughbreds in 2013 was flat Y/Y, down 2.1% in 1Q 2014
 - 2013 U.S. Industry still down 26% from 2007 according to *The Jockey Club Online Fact Book*
- Revenue & Adj. EBITDA improvements in 1Q 2014 from additional live racing at Calder
- Adj. EBITDA margin rate has grown consistently driven by KY Derby and Oaks helping to offset
 - FL racing headwinds from hosting dispute and live racing overlap (down \$8.1mil. in 2013)
 - IL temporary ADW loss and fewer live hosting days
 - LA Racing disruptions caused by bad weather

Racing Operations profitability is driven by The Kentucky Derby & Oaks

Racing Operations Adjusted EBITDA By Quarter

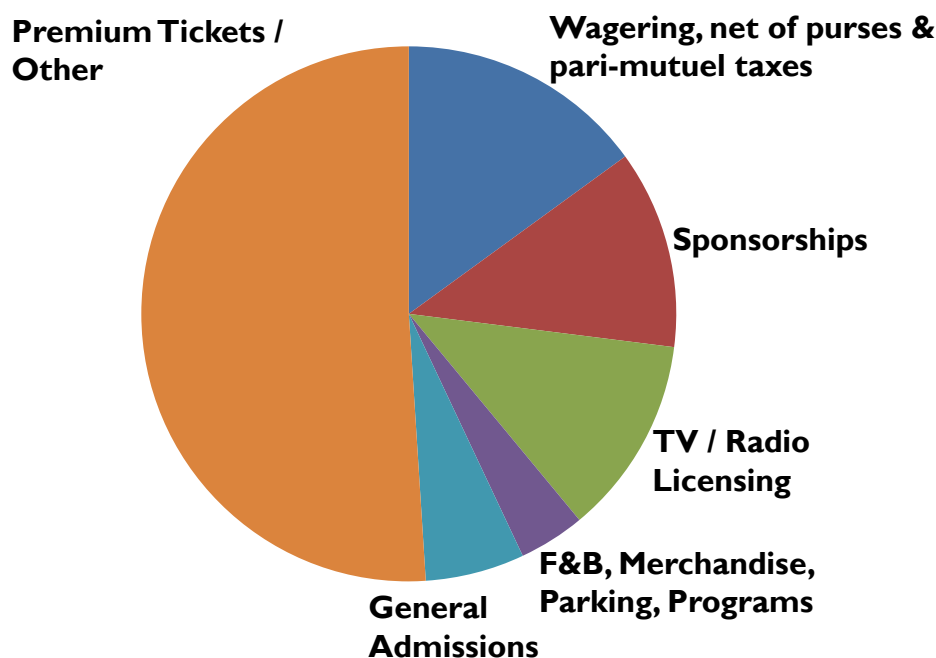


- The Kentucky Derby always occurs on “The First Saturday of May” (our 2nd quarter and most profitable)
- Rest of the year we operate at an operating loss
- Derby Week Profitability continues to grow despite the rest of the U.S. wagering trends
 - Adj. EBITDA up \$21 mil. from 2010-2013 (up each year)
 - Estimated Adj. EBITDA projected to be up \$7.5-\$9.5 mil. for 2Q 2014 Oaks and Derby Y/Y

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)

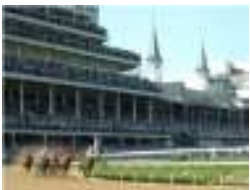


Illustrative approximations of profitability based on actual 2013 results. 2014 results not final.

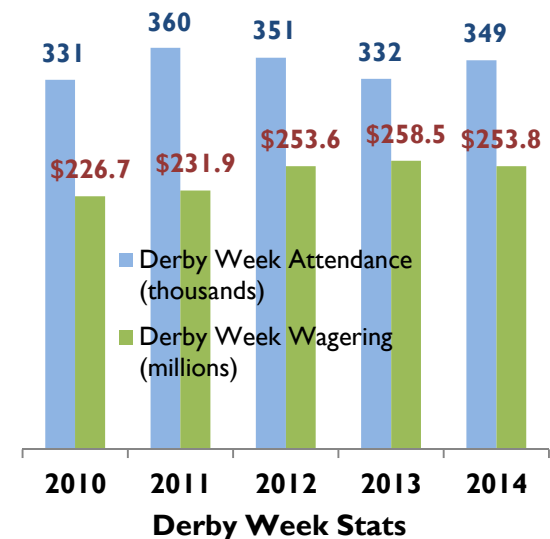
- ❑ Premium tickets are the largest Adjusted EBITDA contributor to profitability
 - ~57,400 reserved seats sold in advance, typically sold out in the early part of the year (includes 2,400 new seats in '14)
 - Includes 77 permanent suites which are under 3 to 7 year contracts with staggered expirations
 - Demand for premium tickets continues to exceed supply
 - Attendance records continue to be set, second highest Derby attendance, third highest Oaks attendance in 2014
 - New high-end seating venues added in 2013 with the "Mansion" and "Plaza Balcony" and "Grandstand Terrace" and "Rooftop Garden" in 2014
 - New 4K video board (largest in world) added in 2014
- ❑ Wagering profits are impacted by the weather and the strength of the field (a strong favorite hurts wagering)
- ❑ NBC Sports TV agreement
 - Current agreement ends after 2015 Derby
 - New 10-year agreement runs from 2016-2025
 - Increased economics compared to the prior deal
 - 2014 was the 4th most watched Derby in 25 years
 - Only annual sporting event that draws more female viewers (52%) than male
- ❑ Yum! Brands presenting sponsor agreement renewed in 2011
 - 5 year agreement expires after the 2015 Derby
 - Increased economics compared to the prior deal
- ❑ Longines, Swiss watchmaker, expands relationship as Entitlement Partner of the Kentucky Oaks in 2014

The Kentucky Derby continues to shine with another record year

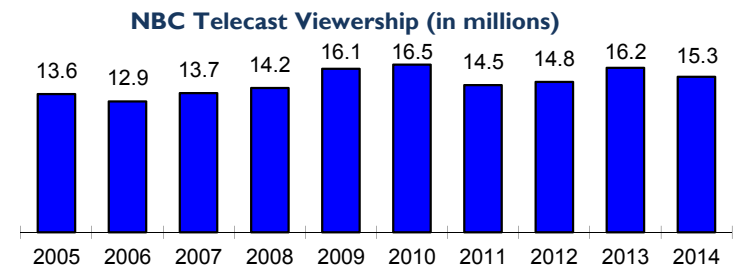
2014 Derby Week results prove the resiliency and brand power of this iconic entertainment event



- Record Derby Week Adjusted EBITDA for the fifth consecutive year, projected range of \$7.5 - \$9.5 mil. growth in Adj. EBITDA
 - Kentucky Derby Week Adjusted EBITDA increased \$21 mil. from 2010 - 2013
 - Near-perfect weather for Kentucky Derby and Oaks leads to great Derby Week economics, attendance up 5% and recorded 2nd highest all-sources wagering
 - Kentucky Derby had attendance of 164,906, 2nd highest all-time
 - Kentucky Derby wagering of \$186.6 mil. ties all-time high
 - New seating in “Grandstand Terrace” and “Rooftop Garden” along with world’s largest 4K high-definition video board added in 2014
 - Kentucky Oaks records 3rd highest all-time attendance of 113,071 and 2nd highest all-sources wagering of \$43.2 mil.



- Television ratings 4th highest since 1989 and 4th time in six years with more than 15 million viewers
 - 15.3 million viewers, up 3% from 2012 – the last time KY Derby competed with NBA Playoffs
 - Only annual sporting event that draws more female viewers than male, 52% of viewers were women
 - 9.4% of households and 22% of TV's in use tuned to Derby telecast – the best Saturday rating of any show on any network since the Sochi Olympics (Feb 2014)



2014 Kentucky Derby growth propelled by new venues / seating expansion






Continued growth and popularity of Kentucky Derby Week fuels expansion efforts with ROI cap-ex

- ❑ In 2014, two major capital projects totaling \$26.5 mil. were completed adding seats and video board at Churchill Downs Racetrack
 - New Grandstand Terrace & Rooftop Garden
 - Added 2,400 new seats, 51,000 sq. ft. of new space
 - New amenities serving 20,400 existing seats (37% of reserved seat capacity)
 - Added world's largest 4K video board, 15,224 sq. ft. 171 ft. wide, 90 ft. tall, sitting 80 ft. above the ground



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) |
|---|-----------------|------------------------|---------------------------------|------------------------|
|  | 30 | \$22.3 | \$394 (\$13.1 Avg./Team) | 56.6x |
|  | 32 | \$37.3 | \$1,409 (\$44.0 Avg./Team) | 26.5x |
|  | 30 | \$19.0 | \$712 (\$23.7 Avg./Team) | 26.7x |
|  | 30 | \$12.4 | \$210 (\$7.0 Avg./Team) | 58.9x |
|  | 9 | \$1.3 | \$55 (\$6.1 Avg./Team) | 22.9x |
| Total | 131 | \$92.3 | \$2,780 (\$21.2 Avg. / Team) | 33.2x |

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

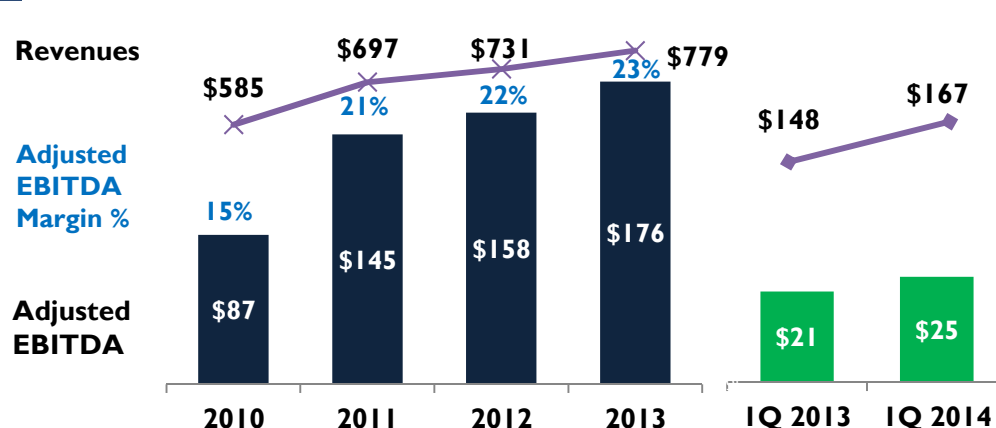
Source: Forbes.com

Dates: Various – March 2013 to Feb 2014

Proven ability to grow Total Company Revenues & Adjusted EBITDA

Strong earnings & cash performance allows for future growth investments

(\$ in millions)



Y/Y%

+13%

+16%

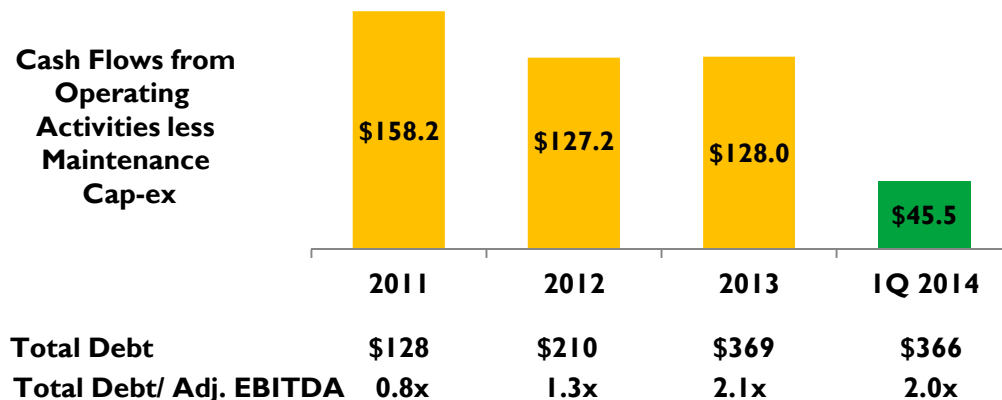
- IQ 2014 revenues & Adj. EBITDA grew as a result of gaming acquisition, incremental live racing at Calder – continuing diversification to Gaming and Online
 - Gaming IQ revenues up 20%
 - Online IQ revenues up 7%
 - Racing Operations IQ revenues up 10%
 - Adj. EBITDA growth also driven by our 50% share of Miami Valley Gaming OH JV of \$2.6 mil.

- 2013 Revenues and Adjusted EBITDA up 7% and 11%, respectively:
 - Driven by Riverwalk Casino acquisition (4Q '12), Oxford (3Q '13)
 - Online Business net revenues up 1% despite the loss of IL ADW from Jan to June and TX ADW from Sept through end of year
 - Racing Ops improvement from record Derby Week more than offset by negative impact of less IL host days and loss of FL hosting revenues

- ~\$680 million in cash spent on acquisitions (net of acquired cash) and greenfield developments since 2009 (including \$97 mil. of MVG to-date)

- Strong free cash flow generation allows for rapid debt reduction following acquisitions
 - Maint cap-ex annual run rate of ~\$20 mil. last several years
 - Leverage / coverage ratios among industry best

We generate significant Free Cash Flow ("FCF")



| | | | | |
|-------------------------|-------|-------|-------|-------|
| Total Debt | \$128 | \$210 | \$369 | \$366 |
| Total Debt/ Adj. EBITDA | 0.8x | 1.3x | 2.1x | 2.0x |

Note: Debt / Adjusted EBITDA metrics shown do not include pro-forma credit for acquisitions

Investment highlights



Diversified business model



Proven and experienced management team



Significant organic growth opportunities



Strong financial performance & balance sheet



Appendix



Market overview – Calder Casino & Race Course (Miami Gardens, FL)

South Florida gaming market

Commentary

- Calder is located just north of Miami with easy access to all of South Florida's major highways
 - Miami / Fort Lauderdale population: 2,591,035¹
 - Miami-Dade County median household income: \$43,957²
 - Miami unemployment rate: 6.2%³
- 231 acres in Miami Gardens, FL, adjacent to Sun Life Stadium – home of the NFL's Miami Dolphins
- Racetrack opened in 1971 and is one of Florida's most successful pari-mutuel facilities
- Casino opened in January 2010
 - 1,214 Slot Machines; 29 Poker Tables

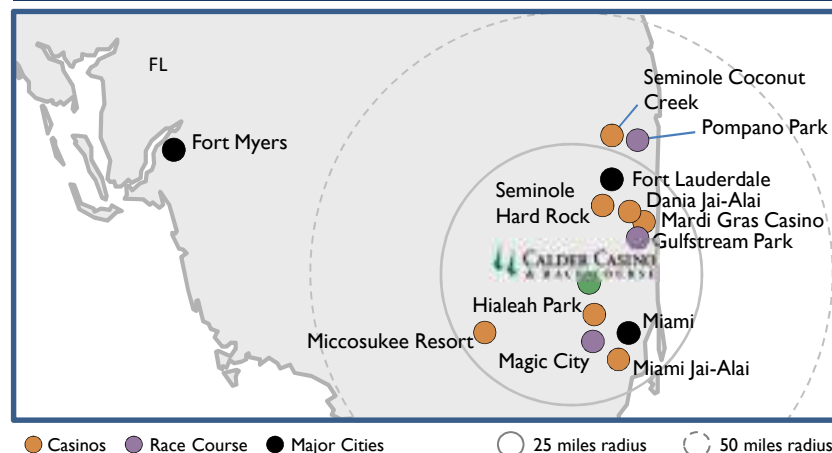


¹ US Census Bureau 2012 estimate: Miami / Miami Beach / Kendall, FL

² US Census Bureau 2007-2011 estimate: Miami-Dade County

³ Bureau of Labor Statistics estimate: Miami / Fort Lauderdale / Pompano Beach (as of January 2014)

Regional overview



Competitive overview

| | State | Slots | Tables | LTM Slot Rev ¹ |
|--|-----------|--------------|-----------------------|---------------------------|
| Calder Casino & Race Course | FL | 1,214 | 29² | \$74.7 |
| Seminole Hard Rock | FL | 2,300 | 65 | N/A |
| Gulfstream Park (RC) | FL | 861 | 20 ² | 49.2 |
| Miccosukee Resort | FL | +1,700 | 58 | N/A |
| Magic City (GR - Flagler) | FL | 800 | 18 | 77.4 |
| Mardi Gras Casino | FL | 1,100 | 30 | 51.5 |
| Pompano Park (RC) | FL | 1,435 | 38 | 132.3 |
| Dania Jai-Alai | FL | 550 | 11 ² | 0.3 |
| Hialeah Park | FL | 882 | 23 | 30.9 |
| Seminole Coconut Creek | FL | 2,300 | 65 | N/A |
| Miami Jai-Alai | FL | 1,058 | - | 63.7 |

Source: Florida Department of Business and Professional Regulation; Division of Pari-Mutuel Wagering;

World Casino Directory; Isle of Capri financials; Miami Jai-Alai financials

¹ 12 months ended February 2014 (\$ in millions)

² Poker tables

CHURCHILL DOWNS
INCORPORATED

Market overview – Fair Grounds Race Course & Slots (New Orleans, LA)

New Orleans gaming market

Commentary

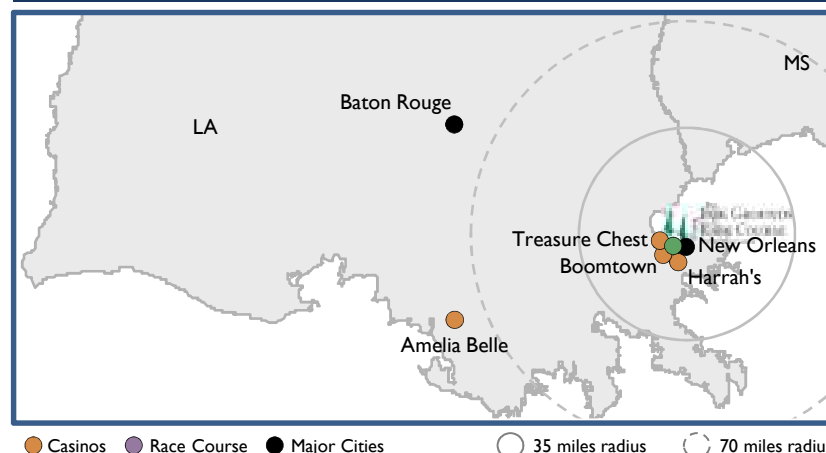
- New Orleans is a major U.S. port and metropolitan area in the state of Louisiana and is located on the Mississippi River. It is a major tourist destination, known for its various entertainment attractions
 - New Orleans population: 1,227,096¹
 - New Orleans unemployment rate: 5.1%²
 - Large energy hub due to its proximity to the Gulf of Mexico
- Fair Grounds Race Course & Slots was acquired in 2004
 - The 3rd oldest racetrack in North America (established 1872)
 - Located on 145 acres just minutes from the French Quarter
 - Features 620 slot machines, ~780 video poker machines, and a network of 12 Off Track Betting facilities around New Orleans
 - In addition to hosting the New Orleans Jazz Festival, the track is home to Kentucky Derby prep races, including the Louisiana Derby



¹ US Census Bureau 2012 estimate: New Orleans / Metairie, LA

² Bureau of Labor Statistics estimate: New Orleans / Metairie / Kenner (as of January 2014)

Regional overview



Competitive overview

| 2013 Figures ¹ : | | | | | | |
|---|-----------|------------|----------|-----------------|---------------|----------------|
| Land-Based Licenses | | Slots | Tables | Admissions (mm) | Total AGR | Fee Remittance |
| Fair Grounds Race Course & Slots² | LA | 620 | - | 0.8 | \$46.8 | \$38.3 |
| Harrah's New Orleans | LA | 2,506 | 106 | 1.1 | 66.3 | 54.4 |

| 2013 Figures ¹ : | | | | | | |
|-----------------------------|----|-------|--------|-----------------|-----------|----------------|
| Riverboat Licenses | | Slots | Tables | Admissions (mm) | Total AGR | Fee Remittance |
| Amelia Belle | LA | +800 | 7 | 0.7 | \$52.7 | \$11.3 |
| Boomtown | LA | 1,470 | 40 | 1.3 | 121.4 | 26.1 |
| Treasure Chest | LA | 1,000 | 50 | 1.1 | 101.0 | 21.7 |

Source: Louisiana Gaming Control Board; World Casino Directory; BYD financials

¹ 12 months ended December 2013 (\$ in millions)

² Has ~775 video poker machines in addition to 600 slots

CHURCHILL DOWNS
CORPORATION

Market overview – Harlow's Casino Resort & Hotel (Greenville, MS)

Central River County Mississippi gaming market

Commentary

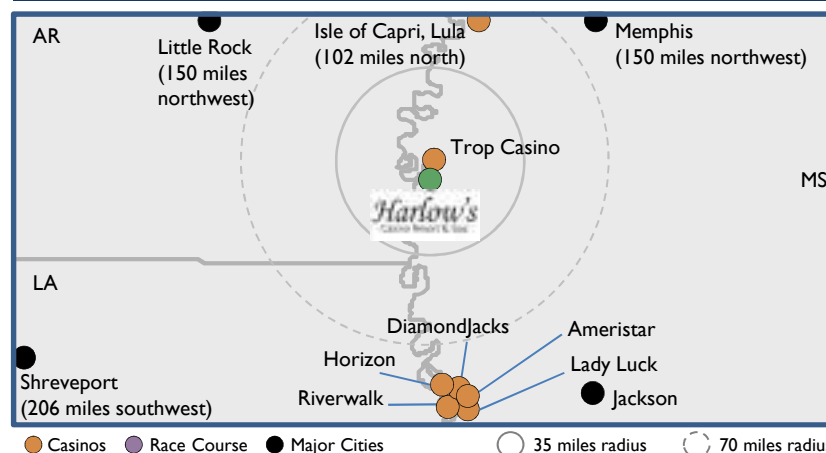
- Greenville is a city in Washington County, Mississippi, sandwiched between the Memphis and Jackson MSAs. It lies on the eastern bank of Lake Ferguson, one of three major gaming markets in the state
 - Memphis / Jackson population: 1,341,690 / 576,800¹
 - Memphis / Jackson unemployment growth: 8.4% / 6.1%²
 - Mature gaming market with over ten years of operating history
- Harlow's was acquired in December 2010 for \$140 million
 - ~800 Slot Machines; 15 table games & poker room
 - 105-room attached hotel (50% rooms renovated in 2012)
 - 69 acres of leased land (long-term lease)
 - Multipurpose event center
 - \$15 million in renovations of new amenities in January 2013



¹ US Census Bureau 2012 estimate: Memphis, TN-MS-AR & Jackson, MS

² Bureau of Labor Statistics estimate: Memphis & Jackson (as of January 2014)

Regional overview



Competitive overview

| | City | Slots | Tables | Total Employees | Gaming Sq Ft | Hotel Rooms | Total Parking |
|------------------|-------------------|------------|-----------|-----------------|---------------|-------------|---------------|
| Harlow's | Greenville | 727 | 14 | 401 | 33,000 | 105 | 1,500 |
| Riverwalk | Vicksburg | 710 | 17 | 409 | 25,000 | 80 | 748 |
| Trop Casino | Greenville | 592 | 7 | 204 | 21,318 | 40 | 386 |
| Ameristar | Vicksburg | 1,569 | 37 | 709 | 72,210 | 149 | 3,063 |
| DiamondJacks | Vicksburg | 681 | 13 | 329 | 28,000 | 122 | 631 |
| Horizon | Vicksburg | N/A | N/A | N/A | N/A | N/A | N/A |
| Lady Luck | Vicksburg | 587 | 7 | 301 | 25,000 | 89 | 948 |

Source: Mississippi Gaming Commission

Note: Figures as of December 2013

Market overview – Riverwalk (Vicksburg, MS)

Central / Southern River County Mississippi gaming market

Commentary

- Vicksburg, Mississippi is located in Warren County, Mississippi. Vicksburg is the 16th largest city in the state, 234 miles northwest of New Orleans and 40 miles west of the state capital, Jackson
 - Jackson population: 576,800¹
 - Jackson unemployment rate: 6.1%²
 - Attractive Mississippi tourist destination with landmark civil war battlefield
- Riverwalk was acquired in October 2012 for \$146mm
 - Opened in October 2009
 - Market share consistently grown due to easy navigation gaming floor, superior aesthetics, aggressive marketing program
 - Less than one mile from Interstate 20
 - ~700 slot machines; 22 table games
 - 80-room hotel; 22 acres of land; 5,600 square foot event center

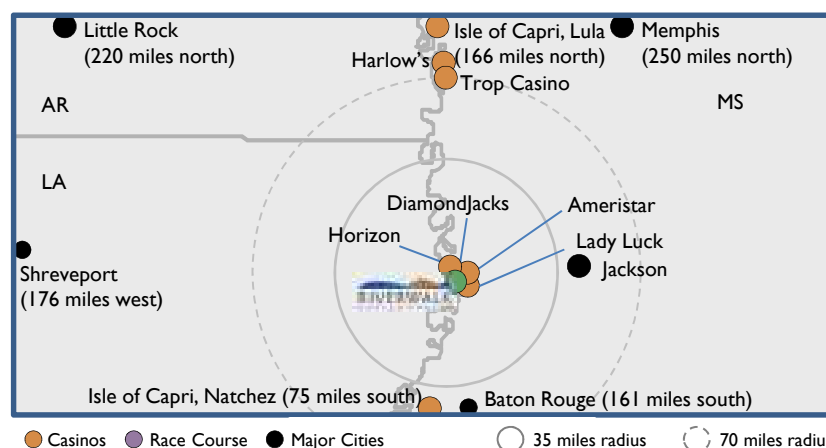


Source: Company presentation 9/9/13

¹ US Census Bureau 2012 estimate: Jackson, MS

² Bureau of Labor Statistics estimate: Jackson (as of January 2014)

Regional overview



Competitive overview

| | City | Slots | Tables | Total Employees | Gaming Sq Ft | Hotel Rooms | Total Parking |
|------------------|-------------------|------------|-----------|-----------------|---------------|-------------|---------------|
| Riverwalk | Vicksburg | 710 | 17 | 409 | 25,000 | 80 | 748 |
| Harlow's | Greenville | 727 | 14 | 401 | 33,000 | 105 | 1,500 |
| Ameristar | Vicksburg | 1,569 | 37 | 709 | 72,210 | 149 | 3,063 |
| Diamond Jacks | Vicksburg | 681 | 13 | 329 | 28,000 | 122 | 631 |
| Horizon | Vicksburg | N/A | N/A | N/A | N/A | N/A | N/A |
| Lady Luck | Vicksburg | 587 | 7 | 301 | 25,000 | 89 | 948 |
| Trop Casino | Greenville | 592 | 7 | 204 | 21,318 | 40 | 386 |
| Isle of Capri | Natchez | 550 | 6 | 228 | 17,634 | 141 | 908 |
| Magnolia Bluffs | Natchez | 533 | 11 | 227 | 16,032 | 0 | 427 |

Source: Mississippi Gaming Commission; Company Investor Presentation

Note: Figures as of December 2013

CHURCHILL DOWNS
CORPORATION

Market overview – Oxford Casino (Oxford, ME)

Portland, Maine gaming market

Commentary

- Oxford is located 140 miles northwest of Boston, MA, 125 miles from Manchester, NH, and 35 miles northwest of Portland, ME
 - Portland population: 518,117¹
 - Portland median household income (2007-2011): \$45,153²
 - Portland unemployment rate: 5.4%³
- Acquired Oxford Casino in July 2013 for approximately \$160mm
 - Completed expansion in October 2012 adding 260 slots / 10 tables to bring total of 789 slots / 22 tables
 - \$3.2mm expansion project announced after acquisition closing – completed in December 2013 adding 46 slots and 4 table games
 - Captive market due to lack of nearby competition

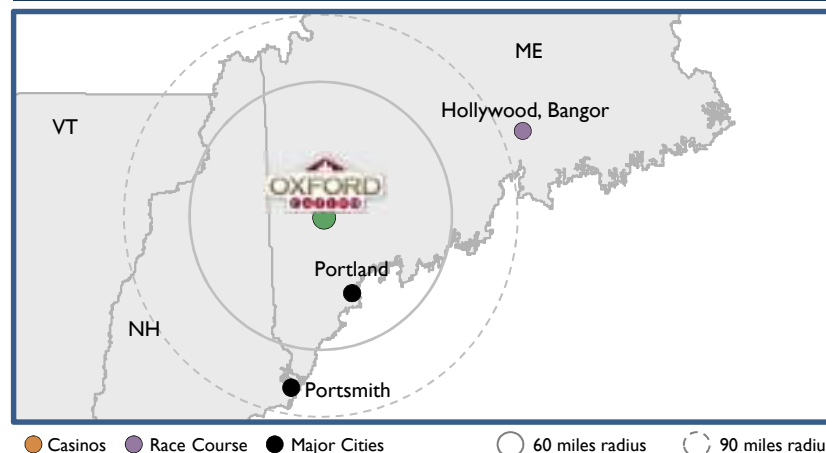


¹ US Census Bureau 2012 estimate: Portland / South Portland, ME

² US Census Bureau 2007-2011 estimate: Portland

³ Bureau of Labor Statistics estimate: Portland (as of January 2014)

Regional overview



Competitive overview

| | | Slots | Tables | Slot Revenue ¹ | Table Revenue ¹ | Credits disbursed ¹ |
|-------------------|-----------|------------|-----------|---------------------------|----------------------------|--------------------------------|
| Oxford | ME | 846 | 26 | \$677.7 | \$13.3 | \$619.4 |
| Hollywood, Bangor | ME | 888 | 16 | 468.9 | 7.4 | 421.7 |

Source: Maine Gambling Board

Note: Figures as of December 2013

¹ 12 months ended December 2013 (\$ in millions)

Market overview – Miami Valley Gaming & Racing (Lebanon, OH)

Cincinnati / Dayton gaming market

Commentary

- Lebanon is located in Warren County, ~30 miles outside of Cincinnati
 - Cincinnati / Dayton population: 2,128,603 / 800,972¹
 - Warren County median household income: \$71,961²
 - Cincinnati / Dayton unemployment rate: 6.8% / 7.5%³
- On December 12, 2013, Churchill Downs with joint venture partner - Delaware North Companies opened Miami Valley Gaming & Racing to public – ahead of original 1Q 2014 planned opening
 - Total estimated investment of \$272 mm by JV (CDI share 50%)
 - JV purchased Lebanon Raceway harness racing license
 - New location features an on site Video Lottery Terminal (“VLT”) facility with 1,600 slots and a 5/8-mile harness racing track

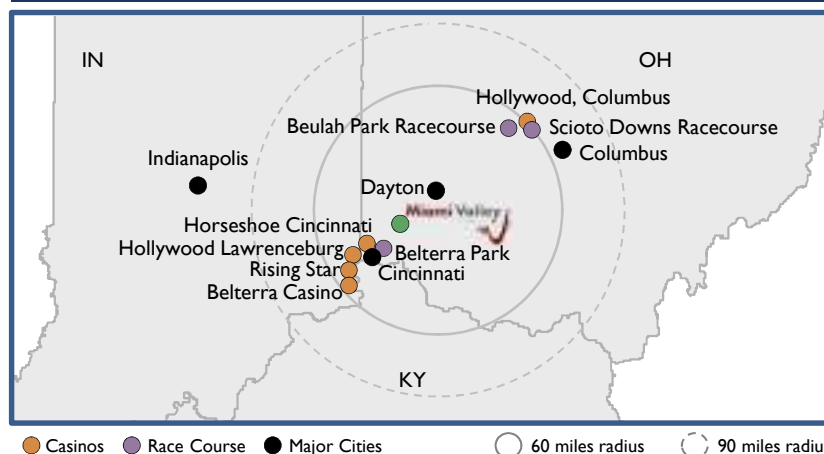


¹ US Census Bureau 2012 estimate: Cincinnati, OH-KY-IN & Dayton, OH

² US Census Bureau 2007-2011 estimate: Warren County & Dayton

³ Bureau of Labor Statistics estimate: Cincinnati / Middletown & Dayton (as of January 2014)

Regional overview



Competitive overview

| | | Slots | Tables | Total AGR ¹ | Table AGR ¹ | Slot AGR ¹ |
|----------------------------|-----------|-------|--------|------------------------|------------------------|-----------------------|
| Lebanon Raceway | OH | 1,600 | N/A | N/A | N/A | N/A |
| Horseshoe Cincinnati | OH | 1,974 | 117 | \$217.0 | \$60.0 | \$157.0 |
| Hollywood, Columbus | OH | 2,509 | 115 | 212.6 | 68.5 | 144.0 |
| Hollywood, Lawrenceburg | IN | 2,401 | 93 | 244.3 | N/A | N/A |
| Rising Star | IN | 1,007 | 44 | 65.2 | N/A | N/A |
| Belterra Park ² | OH | N/A | N/A | N/A | N/A | N/A |
| Scioto Downs Racecourse | OH | 2,100 | N/A | N/A | N/A | N/A |

Source: Ohio Casino Control Commission; Wall Street research

Note: Figures as of February 2014

¹ AGR stands for Adjusted Gross Revenue; 12 months ended February 2013 (\$ in millions)

² Formerly known as River Downs, this is PNK's Cincinnati, Ohio-based racetrack which opened on May 1, 2014

CHURCHILL DOWNS
CORPORATION