



May 5, 2009

Rachel Alexandra Dominates Kentucky Oaks 135

A crowd of 104,867, up 4.8 percent over the 2008 crowd of 100,046, witnessed a sublime performance in Kentucky Oaks 135, as favored Rachel Alexandra cruised to a record 20 ¼-length victory in a field of seven 3-year-old fillies at Churchill Downs. Kentucky Oaks 135 also featured a day of events to raise funds for Susan G. Komen for the Cure, including a “pink out” among race fans and a special one-hour program on NBC’s sister cable network, Bravo, focusing on the food, fashion, and celebrity experience associated with Kentucky Oaks Day.

All sources wagering on the 12-race Kentucky Oaks 135 card was \$30,020,877, a 3.9-percent decrease from the 2008 total of \$31,231,991. On-track wagering for the entire Kentucky Oaks card was \$10,475,352, a decrease of 6.6 percent from the \$11,217,756 wagered by patrons at Churchill Downs during the previous year. Off-track wagering on the Kentucky Oaks card was \$19,545,525, a 2.3-percent decrease over the 2008 figure of \$20,014,235.

Total wagering from all sources on the Kentucky Oaks race, America’s premier race for 3-year-old fillies, was \$6,839,926, a 25.2-percent decrease over the \$9,138,950 wagered on the Kentucky Oaks race in 2008. The 2009 race featured a seven-horse field with an overwhelming favorite, versus a 10-horse field in 2008 without a prohibitive betting choice.

“We are extremely pleased with how the fans, especially our Louisville community, turned out for the 135th running of the Kentucky Oaks,” said Churchill Downs Incorporated Chief Operating Officer Bill Carstanjen. “We fielded a solid card that delivered strong handle figures in a very tough economy. With an incredible horse in Rachel Alexandra established as the heavy favorite in Kentucky Oaks 135, we expected handle to be down on that race – but fortunately, the rest of the card held up well as our fans turned out in force. We were thrilled with the coverage of the Kentucky Oaks on NBC’s sister cable network, Bravo, and by our fans’ support of the “pink out” we conducted with our partner, Susan G. Komen for the Cure. We were also glad to welcome back customers around the country who wagered on the Kentucky Oaks Day card through national advance-deposit wagering companies such as TwinSpires.com.”

Churchill Downs returned \$24,453,120 to bettors, which amounts to 81.5 percent of total wagering. The Commonwealth of Kentucky received \$382,205 in revenues generated through the state’s excise tax on pari-mutuel wagering.

Rachel Alexandra’s spectacular victory in Kentucky Oaks 135 gave owners L and M Partners LLC, trainer Hal Wiggins and jockey Calvin Borel their first garland of lilies. Rachel Alexandra extended her winning streak to five and returned \$2.60 on a \$2 wager as the 3-10 betting choice. The daughter of Medaglia d’Oro completed the 1 1/8-mile distance over a “fast” track in 1:48.87.

Churchill Downs, the world’s most legendary racetrack, has conducted Thoroughbred racing and presented America’s greatest race, the Kentucky Derby, continuously since 1875. Located in Louisville, the flagship racetrack of Churchill Downs Incorporated (NASDAQ Global Select Market: CHDN) also operates Trackside at Churchill Downs, which offers year-round simulcast wagering at the historic track. Churchill Downs will conduct the 135th running of the Kentucky Derby on May 2, 2009. The track’s 2009 Spring Meet is underway and continues through July 5. Churchill Downs is scheduled to host the Breeders’ Cup World Championships for a record seventh time on November 5 and 6, 2010. Information about Churchill Downs can be found on the Internet at www.churchilldowns.com.

Information set forth in this news release 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 made in this Quarterly Report on Form 10-Q 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,” “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; 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 and riverboat, cruise ship and land-based casinos) and other sports and entertainment options in those markets in which we operate; the impact of live racing day competition with other Florida and Louisiana racetracks within those respective markets; 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 Illinois law that impact revenues of racing operations in Illinois; the presence of wagering facilities of Indiana racetracks near our operations; our continued ability to effectively compete for the country's top horses and trainers necessary to field high-quality horse racing; 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 execute our acquisition strategy and to complete or successfully operate planned expansion projects; our ability to successfully complete any divestiture transaction; our ability to execute on our permanent slot facility in Louisiana and permanent slot facility in Florida; market reaction to our expansion projects; the loss of our totalisator companies or their inability to provide us assurance of the reliability of their internal control processes through Statement on Auditing Standards No. 70 audits or to keep their technology current; the need for various alternative gaming approvals in Louisiana; our accountability for environmental contamination; the loss of key personnel; the impact of natural disasters on our operations and our ability to adjust the casualty losses through our property and business interruption insurance coverage; any business disruption associated with a natural disaster and/or its aftermath; our ability to integrate businesses we acquire, 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, including the outcome of any counter-suits or claims arising in connection with a pending lawsuit in federal court in the Western District of Kentucky styled Churchill Downs Incorporated, et al v. Thoroughbred Horsemen's Group, LLC, Case #08-CV-225-S; 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.