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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2016

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-33998

**CHURCHILL DOWNS**  
I N C O R P O R A T E D

(Exact name of registrant as specified in its charter)

**Kentucky**

(State or other jurisdiction of incorporation or organization)

**61-0156015**

(I.R.S. Employer Identification No.)

**600 North Hurstbourne Parkway, Suite 400 Louisville, Kentucky 40222**

(Address of principal executive offices) (zip code)

**(502) 636-4400**

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

The number of shares outstanding of Registrant's common stock at July 28, 2016 was 16,588,849 shares.

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**CHURCHILL DOWNS INCORPORATED**  
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**For the Quarter Ended June 30, 2016**

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**PART I. FINANCIAL INFORMATION**  
**ITEM 1. FINANCIAL STATEMENTS**

**CHURCHILL DOWNS INCORPORATED**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

<i>(in millions)</i>	<b>ASSETS</b>	<b>June 30, 2016</b>	<b>December 31, 2015</b>
<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents		\$ 55.1	\$ 74.5
Restricted cash		31.5	29.7
Accounts receivable, net of allowance for doubtful accounts of \$3.4 at June 30, 2016 and \$3.8 at December 31, 2015		61.5	67.8
Income taxes receivable		—	1.0
Software development, net		10.0	7.1
Other current assets		51.5	39.5
Total current assets		209.6	219.6
Property and equipment, net		577.9	573.2
Software development, net		3.8	3.2
Investment in and advances to unconsolidated affiliates		130.4	129.7
Goodwill		841.7	841.7
Other intangible assets, net		471.7	496.2
Other assets		13.0	13.8
Total assets		\$ 2,248.1	\$ 2,277.4
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
Current liabilities:			
Accounts payable		\$ 74.4	\$ 39.1
Purses payable		22.8	12.1
Account wagering deposit liabilities		23.5	20.4
Accrued expenses		97.5	97.9
Income taxes payable		36.8	—
Tax refund due to Big Fish Games former equity holders		0.4	0.4
Deferred revenue - Big Fish Games		90.1	81.3
Deferred revenue - all other		12.3	46.0
Big Fish Games deferred payment, current		28.3	28.1
Big Fish Games earnout liability, current		33.7	279.5
Current maturities of long-term debt		11.8	16.2
Dividends payable		—	19.1
Total current liabilities		431.6	640.1
Long-term debt (net of current maturities and loan origination fees of \$0.6 at both June 30, 2016 and December 31, 2015)		319.7	171.9
Notes payable (including premium of \$2.7 at June 30, 2016 and \$3.0 at December 31, 2015 and net of debt issuance costs of \$8.5 at June 30, 2016 and \$9.3 at December 31, 2015)		594.2	593.7
Big Fish Games deferred payment, net of current amount due		27.3	26.7
Big Fish Games earnout liability, net of current amount due		32.9	65.7
Deferred revenue - all other		21.4	16.1
Deferred income taxes		126.0	127.9
Other liabilities		15.2	18.1
Total liabilities		1,568.3	1,660.2
Commitments and contingencies			
Shareholders' equity:			
Preferred stock, no par value; 0.3 shares authorized; no shares issued		—	—
Common stock, no par value; 50.0 shares authorized; 16.6 shares issued at June 30, 2016 and 16.6 shares issued at December 31, 2015		123.8	134.0
Retained earnings		556.4	483.8
Accumulated other comprehensive loss		(0.4)	(0.6)
Total shareholders' equity		679.8	617.2
Total liabilities and shareholders' equity		\$ 2,248.1	\$ 2,277.4

The accompanying notes are an integral part of the condensed consolidated financial statements.

**CHURCHILL DOWNS INCORPORATED**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
<i>(in millions, except per common share data)</i>				
<b>Net revenue:</b>				
Racing	\$ 156.1	\$ 155.4	\$ 182.3	\$ 179.2
Casinos	84.4	83.8	170.9	169.8
TwinSpires	68.2	60.7	117.6	106.1
Big Fish Games	125.2	104.5	247.3	196.4
Other Investments	4.4	4.5	8.4	8.1
Corporate	0.2	0.3	0.4	0.5
<b>Total net revenue</b>	<u>438.5</u>	<u>409.2</u>	<u>726.9</u>	<u>660.1</u>
<b>Operating expense:</b>				
Racing	72.3	75.1	107.9	111.3
Casinos	60.4	61.0	121.4	122.1
TwinSpires	41.4	38.1	76.0	70.7
Big Fish Games	105.6	83.4	215.0	165.6
Other Investments	4.1	3.9	8.0	7.7
Corporate	0.4	0.8	1.0	1.8
Selling, general and administrative expense	24.6	22.1	47.7	43.6
Research and development	9.7	9.9	20.5	20.1
Calder exit costs	1.5	0.8	1.9	0.8
Acquisition-related charges	1.1	8.2	3.8	14.6
<b>Total operating expense</b>	<u>321.1</u>	<u>303.3</u>	<u>603.2</u>	<u>558.3</u>
<b>Operating income</b>	<u>117.4</u>	<u>105.9</u>	<u>123.7</u>	<u>101.8</u>
<b>Other income (expense):</b>				
Interest income	—	—	—	0.2
Interest expense	(11.1)	(7.1)	(21.7)	(14.6)
Equity in income of unconsolidated investments	4.8	2.9	8.6	5.9
Miscellaneous, net	0.4	—	(0.1)	5.6
<b>Total other income (expense)</b>	<u>(5.9)</u>	<u>(4.2)</u>	<u>(13.2)</u>	<u>(2.9)</u>
Income before income tax provision	111.5	101.7	110.5	98.9
Income tax provision	(41.7)	(46.6)	(37.9)	(45.4)
<b>Net income</b>	<u>\$ 69.8</u>	<u>\$ 55.1</u>	<u>\$ 72.6</u>	<u>\$ 53.5</u>
<b>Net income per common share data:</b>				
Basic net income	<u>\$ 4.16</u>	<u>\$ 3.12</u>	<u>\$ 4.32</u>	<u>\$ 3.04</u>
Diluted net income	<u>\$ 4.11</u>	<u>\$ 3.10</u>	<u>\$ 4.27</u>	<u>\$ 3.02</u>
Weighted average shares outstanding:				
Basic	16.5	17.3	16.5	17.3
Diluted	17.0	17.7	17.0	17.7
<b>Other comprehensive income (loss):</b>				
Foreign currency translation, net of tax	0.2	(0.1)	0.2	(0.4)
Other comprehensive income (loss)	0.2	(0.1)	0.2	(0.4)
<b>Comprehensive income</b>	<u>\$ 70.0</u>	<u>\$ 55.0</u>	<u>\$ 72.8</u>	<u>\$ 53.1</u>

The accompanying notes are an integral part of the condensed consolidated financial statements.

**CHURCHILL DOWNS INCORPORATED**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

<i>(in millions)</i>	Six Months Ended June 30,	
	2016	2015
<b>Cash flows from operating activities:</b>		
Net income	\$ 72.6	\$ 53.5
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	53.9	54.7
Software development amortization	7.5	3.1
Acquisition-related charges	3.8	14.6
Gain on sale of equity investment	—	(5.8)
Dividend from investment in unconsolidated affiliates	8.2	7.5
Big Fish Games earnout payment	(19.7)	—
Equity in income of unconsolidated investments	(8.6)	(5.9)
Stock-based compensation	9.4	6.1
Other	1.1	1.5
Increase (decrease) in cash resulting from changes in operating assets and liabilities, net of business acquisitions and dispositions:		
Other current assets and liabilities	20.2	11.6
Software development	(10.1)	(11.2)
Income taxes	35.8	62.1
Deferred revenue	(4.2)	0.4
Other assets and liabilities	(3.1)	2.0
Net cash provided by operating activities	166.8	194.2
<b>Cash flows from investing activities:</b>		
Additions to property and equipment	(34.5)	(22.7)
Deferred payments to Big Fish Games former equity holders	—	(1.0)
Acquisition of gaming licenses	(2.5)	—
Proceeds from sale of equity investment	1.4	6.0
Other	—	(0.3)
Net cash used in investing activities	(35.6)	(18.0)
<b>Cash flows from financing activities:</b>		
Borrowings on bank line of credit	442.1	189.9
Repayments of bank line of credit	(298.8)	(346.5)
Big Fish Games earnout payment	(261.9)	—
Tax refund payments to Big Fish Games equity holders	—	(11.8)
Payment of dividends	(19.1)	(17.4)
Repurchase of common stock	(17.6)	(5.9)
Windfall tax provision from stock-based compensation	—	3.1
Loan origination fees and debt issuance costs	(1.4)	—
Other	5.8	5.3
Net cash used in financing activities	(150.9)	(183.3)
<b>Net decrease in cash and cash equivalents</b>	(19.7)	(7.1)
Effect of exchange rate changes on cash flows	0.3	(1.6)
Cash and cash equivalents, beginning of period	74.5	67.9
Cash and cash equivalents, end of period	\$ 55.1	\$ 59.2

The accompanying notes are an integral part of the condensed consolidated financial statements.

**CHURCHILL DOWNS INCORPORATED**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
**(Unaudited)**

<i>(in millions)</i>	Six Months Ended June 30,	
	2016	2015
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid during the period for:		
Interest	\$ 19.6	\$ 13.6
Income taxes	\$ 2.2	\$ 0.5
<b>Schedule of non-cash investing and financing activities:</b>		
Issuance of common stock in connection with the Company's restricted stock plans	\$ 18.5	\$ 16.2
Repurchase of common stock included in accrued expenses	\$ 2.2	\$ —

The accompanying notes are an integral part of the condensed consolidated financial statements.

## **NOTE 1 — BASIS OF PRESENTATION AND SEASONALITY**

### **Basis of Presentation**

The Churchill Downs Incorporated (the "Company", "we", "us", "our") financial statements are presented in conformity with the requirements of this Quarterly Report on Form 10-Q and consequently do not include all of the disclosures normally required by U.S. generally accepted accounting principles ("GAAP") or those normally made in our Annual Report on Form 10-K. The year-end Condensed Consolidated Balance Sheet data was derived from audited financial statements but does not include all disclosures required by GAAP.

The following information is unaudited. Tabular dollars are in millions, except as otherwise noted. All per share amounts assume dilution unless otherwise noted. This report should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2015.

In the opinion of management, all adjustments necessary for a fair statement of this information have been made, and all such adjustments are of a normal, recurring nature. For the six months ended June 30, 2015, reclassifications of certain food & beverage operations between Fair Grounds and Fair Grounds Slots were made to conform with the current year presentation. Adjusted EBITDA, a measure of our operating segment results, for our joint venture, Miami Valley Gaming ("MVG"), and our equity investment, Saratoga Casino Holdings LLC ("SCH") was reclassified to exclude depreciation and amortization expense from our Casinos segment Adjusted EBITDA. There was no impact from these reclassifications on net income or cash flows.

Our critical accounting policies are revenue recognition, goodwill and indefinite-lived intangible assets, property and equipment and income taxes. Our significant accounting policies are more fully described in Note 1 to the Consolidated Financial Statements included in Item 8. "Financial Statements and Supplementary Data" of our Annual Report on Form 10-K.

### **Operating Segment Reclassifications**

On January 1, 2016, we realigned our Churchill Downs Interactive Gaming ("I-Gaming") and Bluff Media ("Bluff") operations from our Other Investments segment to our TwinSpires segment to correspond with internal management reporting changes. Prior period segment financial information has been reclassified to conform to the 2016 presentation.

### **Game Technology and Rights**

Software game development costs for Big Fish Games includes costs for internally developed and purchased third party software for free-to-play games and premium game software purchased from third parties.

Costs associated with internally developed social casino and free-to-play game software that allows the user to access content in an online mode only are capitalized according to the accounting guidance governing computer software developed or obtained for internal use. Any costs incurred during preliminary project stages are expensed; costs incurred during the application development stages are capitalized as software development and costs incurred during the post-implementation/operation stages are expensed. Once the software is placed in operation, we amortize the capitalized software cost as an operating expense over its estimated economic useful life, which is typically 18 months to three years.

Costs associated with internally developed free-to-play game software that allows the user to access content in both an online and offline mode are capitalized as software development once technological feasibility of the software has been established. Once the software is placed in operation, we amortize the capitalized software as an operating expense over its estimated economic useful life, which is typically 18 months. Generally, the software we develop reaches technological feasibility when a detailed program design of the software is available. Any costs prior to the establishment of technological feasibility are expensed when incurred as research and development costs. In addition, enhancements to existing games that increase the functionality of the game are capitalized as software development and amortized as an operating expense over the game's estimated economic useful life which is typically 18 months.

Purchased third party free-to-play game software is capitalized as software development and amortized, once placed into service, over the game's estimated economic useful life, which is typically 18 months.

Purchased third party software for premium games is capitalized as software development, and amortized, once placed into service, over the game's estimated economic useful life, which is typically 12 months.

Internal use software costs for TwinSpires, I-Gaming and Big Fish Games software are capitalized in property and equipment, in accordance with accounting guidance governing computer software developed or obtained for internal use. Once the software is placed in operation, we amortize the capitalized software as depreciation and amortization over its estimated economic useful life, which is generally three years.

Research & development expenditures are expensed as incurred.

## Seasonality

### *Racing*

Due to the seasonal nature of our live racing business, revenue and operating results for any interim quarter are generally not indicative of the revenues and operating results for the year and may not be comparable with results for the corresponding period of the previous year. Historically, we have had fewer live racing days during the first quarter of each year, and the majority of our live racing revenue occurs during the second quarter, with the running of the Kentucky Derby and the Kentucky Oaks. We conducted 61 live thoroughbred racing days during the second quarter of 2016, which compares to 66 live thoroughbred racing days during the second quarter of 2015. For the six months ended June 30, 2016, we conducted 115 live thoroughbred racing days, which compares to 123 live racing days during the six months ended June 30, 2015.

### *Casinos*

Casino revenue and earnings have historically been higher during the first quarter due to seasonal revenue from our predominately southern casino properties.

### *TwinSpires*

Due to the seasonal nature of the racing business, revenue and operating results for any interim quarter are generally not indicative of the revenues and operating results for the year and may not be comparable with results for the corresponding period of the previous year. Historically, our revenue is higher in the second quarter with the running of the Kentucky Derby and the Kentucky Oaks.

### *Big Fish Games*

Revenue from our Big Fish Games, Inc. ("Big Fish Games") segment also have a seasonal component and are typically lower during the summer months.

## **NOTE 2 — RECENT ACCOUNTING PRONOUNCEMENTS**

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-13, *Financial Instruments - Credit Losses*, which introduces a new model for recognizing credit losses on financial instruments based on an estimate of current expected credit losses. The new model will apply to: (1) loans, accounts receivable, trade receivables, and other financial assets measured at amortized cost, (2) loan commitments and certain other off-balance sheet credit exposures, (3) debt securities and other financial assets measured at fair value through other comprehensive income, and (4) beneficial interests in securitized financial assets. The guidance will become effective for annual periods ending after December 15, 2019. We do not expect the adoption of this standard to have a material impact on our financial statements.

In March 2016, the FASB issued ASU No. 2016-09, *Improvements to Employee Share-Based Payment Accounting*, which simplifies various aspects related to share-based payments. Previously, tax benefits in excess of compensation cost ("windfalls") were recorded as an increase to shareholders' equity. Under the new ASU, windfalls are recorded as a component of income tax expense. ASU 2016-09 also requires that tax-related cash flows resulting from share-based payments be reported as a part of cash flows from operating activities. We early adopted this guidance, prospectively, as of January 1, 2016 and during the six months ended June 30, 2016 recognized an income tax benefit of \$3.1 million which was recorded as a component of income taxes in cash flows provided by operating activities in the Condensed Consolidated Statement of Cash Flows. Prior to adoption of this ASU, windfalls were presented as a component of cash flows from financing activities. Upon the adoption of this ASU, we elected to account for forfeitures when incurred under a modified retrospective approach which did not impact our financial statements. The adoption of this ASU did not have a material impact on diluted earnings per share.

In February 2016, the FASB issued ASU No. 2016-02, *Leases*, which requires companies to generally recognize on the balance sheet operating and financing lease liabilities and corresponding right-of-use assets. ASU 2016-02 is effective for us in our first quarter of fiscal 2019 on a modified retrospective basis and earlier adoption is permitted. We are currently evaluating the impact of our pending adoption of ASU 2016-02 on our condensed consolidated financial statements and we currently expect that most of our operating lease commitments will be subject to the new standard and recognized as operating lease liabilities and right-of-use assets upon our adoption of ASU 2016-02.

In August 2014, the FASB issued ASU No. 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*, which explicitly requires management to assess an entity's ability to continue as a going concern, and to provide related footnote disclosures in certain circumstances. Management will be required to assess, in each interim and annual period, if there is substantial doubt of an entity's ability to continue as a going concern as evidenced by relevant known or knowable conditions including an entity's ability to meet its future obligations. Management will be required to provide disclosures regardless of whether substantial doubt is alleviated by management's plans. The guidance will become effective for annual periods ending after December 15, 2016.

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, which provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle is that a company should recognize revenue in a manner that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The revised guidance will become effective for annual periods beginning after December 15, 2017 and will be applied retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. We are assessing the impact of the new accounting guidance and currently cannot estimate the financial statement impact of adoption.

**NOTE 3 — CALDER EXIT COSTS**

On July 1, 2014, we finalized an agreement with The Stronach Group ("TSG") that expires on December 31, 2020 under which we permit TSG to operate and manage the racetrack of Calder Race Course, Inc. ("Calder") and certain other racing and training facilities and to provide live horseracing under Calder's racing permits. During the term of the agreement, TSG pays Calder a racing services fee and is responsible for the direct and indirect costs of maintaining the racing premises, including the training facilities and applicable barns, and TSG receives the associated revenue from the operation.

During 2015, we assessed potential alternative uses of the Calder property that were not associated with the TSG lease agreement. Based on our analysis, we razed the barns that were not associated with the TSG agreement and commenced the demolition of the grandstand and certain ancillary facilities. In the six months ended June 30, 2016, we recognized Calder exit costs of \$1.9 million for demolition costs related to the removal of the grandstand. We expect to obtain operational efficiencies as a result of the demolition including savings in property taxes, repair and maintenance, utilities, permitting and environmental maintenance expenditures.

**NOTE 4 — INVESTMENT IN AND ADVANCES TO UNCONSOLIDATED AFFILIATES**

In March 2012, we entered into a 50% joint venture with Delaware North Companies Gaming & Entertainment Inc. ("DNC") to develop a new harness racetrack and video lottery terminal ("VLT") gaming facility in Lebanon, Ohio. Through the joint venture agreement, we formed a new company, MVG, to manage both our and DNC's interests in the development and operation of the racetrack and VLT gaming facility. On December 21, 2012, MVG completed the purchase of the harness racing licenses and certain assets held by Lebanon Trotting Club Inc. and Miami Valley Trotting Inc. ("MVG Sellers") for total consideration of \$60.0 million, of which \$10.0 million was funded at closing with the remainder funded through a \$50.0 million note payable with a six year term effective upon the commencement of gaming operations. There is a potential contingent consideration payment of \$10.0 million based on the financial performance of the facility during the seven-year period after casino operations commence.

On December 12, 2013, the facility opened in Lebanon, Ohio on a 120-acre site. The facility includes a 5/8-mile harness racing track and a 186,000-square-foot casino facility with approximately 1,630 VLTs.

Since both we and DNC have participating rights over MVG, and both must consent to MVG's operating, investing and financing decisions, we account for MVG using the equity method. Summarized financial information for MVG is comprised of the following:

<i>(in millions)</i>	<u>June 30, 2016</u>	<u>December 31, 2015</u>
<b>Assets</b>		
Current assets	\$ 14.3	\$ 24.5
Property and equipment, net	114.5	119.7
Other assets, net	107.2	106.6
Total assets	<u>\$ 236.0</u>	<u>\$ 250.8</u>
<b>Liabilities and Members' Equity</b>		
Current liabilities	\$ 10.5	\$ 21.6
Current portion of long-term debt	8.3	8.3
Long-term debt, excluding current portion	17.3	20.5
Other liabilities	0.1	0.1
Members' equity	199.8	200.3
Total liabilities and members' equity	<u>\$ 236.0</u>	<u>\$ 250.8</u>

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

<i>(in millions)</i>	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Casino revenue	\$ 36.6	\$ 33.2	\$ 72.6	\$ 65.1
Non-casino revenue	2.0	1.8	4.0	3.8
Net revenue	38.6	35.0	76.6	68.9
Operating and SG&A expense	26.5	25.0	53.3	49.6
Depreciation & amortization expense	3.3	3.2	6.5	6.3
Operating income	8.8	6.8	16.8	13.0
Interest and other expense, net	(0.9)	(1.1)	(1.8)	(2.2)
Net income	\$ 7.9	\$ 5.7	\$ 15.0	\$ 10.8

The joint venture's long-term debt consists of a \$50.0 million amortizing secured note payable from MVG to the MVG Sellers payable quarterly over 6 years through November 2019 at a 5.0% interest rate. We received distributions from MVG totaling \$3.8 million for the three months ended June 30, 2016 and \$7.8 million for the six months ended June 30, 2016.

Our 50% share of MVG's results has been included in the Condensed Consolidated Statements of Comprehensive Income:

<i>(in millions)</i>	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Equity in income of unconsolidated investments	\$ 3.9	\$ 2.8	\$ 7.5	\$ 5.4

**NOTE 5 — GOODWILL AND INDEFINITE-LIVED INTANGIBLE ASSETS IMPAIRMENT TEST**

We performed our annual goodwill and indefinite-lived intangible impairment analysis for 2016 in accordance with ASU No. 2011-08, *Intangibles-Goodwill and Other: Testing Goodwill for Impairment* and ASU No. 2012-02, *Intangibles-Goodwill and Other: Testing Indefinite-Lived Intangible Assets for Impairment* as of March 31, 2016, and no adjustment to the carrying value of goodwill or indefinite-lived intangible assets was required. We assessed goodwill and indefinite-lived intangible assets by performing step one fair value calculations on a quantitative basis for each reporting unit and indefinite-lived intangible asset. We concluded that the fair values of our reporting units and indefinite-lived intangible assets exceeded their carrying value and therefore step two of the assessment was not required.

Goodwill is comprised of the following:

<i>(in millions)</i>	Racing	Casinos	TwinSpires	Big Fish Games	Total
Balances as of December 31, 2015	\$ 51.7	\$ 117.6	\$ 132.1	\$ 540.3	\$ 841.7
Adjustments	—	—	—	—	—
Balances as of June 30, 2016	\$ 51.7	\$ 117.6	\$ 132.1	\$ 540.3	\$ 841.7

The carrying amount of goodwill of our reporting segments has been retrospectively adjusted to conform to the 2016 presentation as discussed in Note 1.

Other intangible assets are comprised of the following:

<i>(in millions)</i>	June 30, 2016			December 31, 2015		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Definite-lived intangible assets	\$ 218.7	\$ (105.3)	\$ 113.4	\$ 224.8	\$ (86.9)	\$ 137.9
Indefinite-lived intangible assets			358.3			358.3
Total			\$ 471.7			\$ 496.2

In 2016, we reduced our customer relationships intangible assets and accumulated amortization for TwinSpires by \$4.6 million and Big Fish Games by \$1.7 million as these amounts were fully amortized. Additionally, we submitted a payment of \$2.3 million for annual license fees for Calder Casino and reduced our slot license intangible asset and accumulated amortization by \$2.3 million

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as the previous amount was fully depreciated. Finally, we submitted a payment of \$0.2 million to the State of Maine for table game fees that are being amortized over a 20-year license period.

**NOTE 6 — INCOME TAXES**

The income tax provision for the six months ended June 30, 2016 reflects a \$3.1 million benefit resulting from the early adoption of ASU 2016-09 as described in Note 2. As a result, tax deductions from vesting restricted stock units in excess of the book deductions are being recognized as a discrete item during the six months ended June 30, 2016.

Certain tax authorities may periodically audit us, and we may occasionally be assessed interest and penalties by tax jurisdictions. We recognize accrued interest from uncertain income tax benefits in our income tax provision, while penalties are accrued in selling, general and administrative expenses. During the six months ended June 30, 2016, we did not record any interest expense related to uncertain income tax benefits. As of June 30, 2016, we had gross uncertain tax benefits of \$2.8 million. If these benefits had been recognized, there would have been a \$2.3 million decrease to annual income tax expense.

**NOTE 7 — FAIR VALUE OF ASSETS AND LIABILITIES**

We endeavor to utilize the best available information in measuring fair value. Financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. The following tables present our assets and liabilities measured at fair value on a recurring basis:

	<b>June 30, 2016</b>	
	<b>Level 1</b>	<b>Level 3</b>
<i>(in millions)</i>		
Cash equivalents and restricted cash	\$ 30.7	\$ —
Big Fish Games deferred payments	—	55.6
Big Fish Games earnout liability	—	66.6
Bluff contingent consideration liability	—	2.3
Total	<u>\$ 30.7</u>	<u>\$ 124.5</u>

  

	<b>December 31, 2015</b>	
	<b>Level 1</b>	<b>Level 3</b>
Cash equivalents and restricted cash	\$ 30.1	\$ —
Big Fish Games deferred payments	—	54.8
Big Fish Games earnout liability	—	345.2
Bluff contingent consideration liability	—	2.3
Total	<u>\$ 30.1</u>	<u>\$ 402.3</u>

The following table presents the change in fair value of our Level 3:

	<b>Fair Value Measurements Using Significant Unobservable Inputs (Level 3)</b>			
	<b>Big Fish Games Deferred Payments</b>	<b>Big Fish Games Earnout Liability</b>	<b>Bluff Contingent Consideration</b>	<b>Total</b>
<i>(in millions)</i>				
Balances as of December 31, 2015	\$ 54.8	\$ 345.2	\$ 2.3	\$ 402.3
Payments	—	(281.6)	—	(281.6)
Change in fair value	0.8	3.0	—	3.8
Balances as of June 30, 2016	<u>\$ 55.6</u>	<u>\$ 66.6</u>	<u>\$ 2.3</u>	<u>\$ 124.5</u>

Our cash equivalents and restricted cash, which are held in interest-bearing accounts, qualify for Level 1 in the fair value hierarchy which includes unadjusted quoted market prices in active markets for identical assets.

We estimated the fair value of the Big Fish Games deferred payment and earnout liability as of June 30, 2016 using a discounted cash flows analysis over the period in which the obligation is expected to be settled, and applied a discount rate of 2.7% based on our cost of debt. The cost of debt was based on the observed market yields of our \$600 million, 5.375% Senior Unsecured Notes ("Senior Unsecured Notes"), a Level 3 fair value measurement, and was adjusted for the difference in seniority and term of the deferred payments and earnout liability. The increase in fair values of the Big Fish Games deferred payment and earnout liability of \$3.8 million during the six months ended June 30, 2016 was recorded as acquisition-related charges in the Condensed Consolidated Statements of Comprehensive Income. During 2015, Big Fish Games achieved its earnout milestones and in March

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2016, we made our first earnout payment totaling \$281.6 million. Changes to our cost of debt could lead to a different fair value estimate for the deferred payments and earnout liability. A one-percentage point change in the discount rate would increase or decrease the fair value of the Big Fish Games deferred payment and earnout liability by \$1.2 million.

Our accrued liability for a contingent consideration recorded in conjunction with the Bluff Media ("Bluff") acquisition was based on significant inputs not observed in the market and represent a Level 3 fair value measurement. The estimate of the contingent consideration liability uses an income approach and is based on the probability of achieving enabling legislation which permits Internet poker gaming and the probability-weighted discounted cash flows. Any change in the fair value of the Bluff contingent consideration subsequent to the acquisition date will be recognized in our Condensed Consolidated Statements of Comprehensive Income.

We currently have no other assets or liabilities subject to fair value measurement on a recurring basis. Our \$600.0 million Senior Unsecured Notes are disclosed at fair value which is based on unadjusted quoted prices for similar liabilities in markets that are not active. The fair value of the Senior Unsecured Notes was \$622.5 million at June 30, 2016 and \$604.1 million at December 31, 2015.

The following methods and assumptions were used in estimating our fair value disclosures for financial instruments:

Cash Equivalents—The carrying amount reported in the balance sheet for cash equivalents approximates our fair value due to the short-term maturity of these instruments.

Long-Term Debt: Senior Secured Credit Facility—The carrying amounts of the borrowings under the Senior Secured Credit Facility approximate fair value, based upon current interest rates and represent a Level 2 fair value measurement.

We did not measure any assets at fair value on a non-recurring basis for 2016 and 2015.

#### **NOTE 8 — SHAREHOLDERS' EQUITY**

In February 2016, our Board of Directors approved a continuation of the current stock repurchase program for a total of \$150.0 million with no expiration. This repurchase authority includes, and is not in addition to, any unspent amounts remaining under the prior authorization. In the second quarter of 2016, we repurchased 104,045 shares of our common stock in conjunction with our stock repurchase program at a total cost of \$12.8 million, based on settlement date. We have approximately \$135.0 million of repurchase authority remaining under this program at June 30, 2016, based on trade date.

#### **NOTE 9 — STOCK-BASED COMPENSATION PLANS**

##### **2016 Equity Awards**

On September 22, 2015, the Board of Directors approved the adoption of the Executive Long-Term Incentive Compensation Plan, pursuant to which certain named executive officers ("NEOs") and other key executives may earn variable equity payouts based upon us achieving certain key performance metrics.

On February 23, 2016, NEOs received 24,677 restricted stock units ("RSU") vesting equally over 3 service periods ending December 31, 2016, December 31, 2017 and December 31, 2018, and 29,633 performance share units ("PSU") with vesting contingent on financial performance measures at the end of a 34-month performance period ending December 31, 2018. The performance criteria for the PSUs consists of the following financial measures during the performance period: (i) cumulative Adjusted EBITDA, as defined in [Note 12 - Segment Information](#); (ii) cumulative free cash flow; and (iii) our relative total shareholder return ("TSR"). Our TSR will be ranked versus the companies in the Russell 2000 index and will be calculated based on our relative placement against the Russell 2000 index. Measurement against these criteria will be determined against a payout curve which provides a maximum number of performance share units of 250% of the original award. The total compensation cost we will recognize under the PSUs will be based upon the results of the two financial measures. We also awarded 67,468 of restricted stock shares to other employees, the majority of which vest equally over 3 service periods ending in the first quarter of 2019.

In 2016, we recognized compensation expense of \$2.1 million for 2016 awards and \$7.3 million for awards granted prior to 2016. At June 30, 2016, unrecognized compensation expense attributable to unvested 2016 RSU and PSU awards was \$6.2 million and unrecognized compensation expense attributable to 2016 other awards was \$7.0 million.

#### **NOTE 10 — CONTINGENCIES**

We are involved in litigation arising in the ordinary course of conducting business. We carry insurance for workers' compensation claims from our employees and general liability for claims from independent contractors, customers and guests. We are self-insured up to an aggregate stop loss for our general liability and workers' compensation coverages.

We review all litigation on an ongoing basis when making accrual and disclosure decisions. For certain legal proceedings, we cannot reasonably estimate losses or a range of loss, if any, particularly for proceedings that are in the early stages of development

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or where the plaintiffs seek indeterminate damages. Various factors, including, but not limited to, the outcome of potentially lengthy discovery and the resolution of important factual questions, may need to be determined before probability can be established or before a loss or range of loss can be reasonably estimated. In accordance with current accounting standards for loss contingencies and based upon information currently known to us, we establish reserves for litigation when it is probable that a loss associated with a claim or proceeding has been incurred and the amount of the loss or range of loss can be reasonably estimated. When no amount within the range of loss is a better estimate than any other amount, we accrue the minimum amount of the estimable loss. To the extent that such litigation against us may have an exposure to a loss in excess of the amount we have accrued, we believe that such excess would not be material to our consolidated financial condition, results of operations, or cash flows. Legal fees are expensed as incurred.

If the loss contingency in question is not both probable and reasonably estimable, we do not establish an accrual and the matter will continue to be monitored for any developments that would make the loss contingency both probable and reasonably estimable. In the event that a legal proceeding results in a substantial judgment against, or settlement by us, there can be no assurance that any resulting liability or financial commitment would not have a material adverse impact on our business.

**NOTE 11 — NET INCOME PER COMMON SHARE COMPUTATIONS**

The following is a reconciliation of the numerator and denominator of the net income per common share computations:

<i>(in millions, except per share data)</i>	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>Numerator for basic income per common share:</b>				
Net income	\$ 69.8	\$ 55.1	\$ 72.6	\$ 53.5
Net income allocated to participating securities	(1.3)	(0.9)	(1.3)	(0.9)
Numerator for basic income per common share	\$ 68.5	\$ 54.2	\$ 71.3	\$ 52.6
Numerator for diluted income per common share	\$ 69.8	\$ 55.1	\$ 72.6	\$ 53.5
<b>Denominator for basic and diluted net income per common share:</b>				
Basic	16.5	17.3	16.5	17.3
Plus dilutive effect of stock options and restricted stock	0.2	0.1	0.2	0.1
Plus dilutive effect of participating securities	0.3	0.3	0.3	0.3
Diluted	17.0	17.7	17.0	17.7
<b>Income per common share:</b>				
Basic	\$ 4.16	\$ 3.12	\$ 4.32	\$ 3.04
Diluted	\$ 4.11	\$ 3.10	\$ 4.27	\$ 3.02

**NOTE 12 — SEGMENT INFORMATION**

We manage our operations through six operating segments:

- Racing, which includes Churchill Downs Racetrack ("Churchill Downs"), Arlington International Race Course ("Arlington"), Fair Grounds Race Course ("Fair Grounds") and Calder Race Course ("Calder");
- Casinos, which includes Oxford Casino ("Oxford"), Riverwalk Casino ("Riverwalk"), Harlow's Casino ("Harlow's"), Calder Casino, Fair Grounds Slots ("Fair Grounds Slots"), Video Services, LLC ("VSI"), 50% of EBITDA from our joint venture, MVG, 25% of EBITDA from our equity investment, SCH and two hotels (Riverwalk and Harlow's);
- TwinSpire, which includes TwinSpire.com, Fair Grounds Account Wagering ("FAW"), Velocity, Bloodstock Research Information Services ("BRIS"), Bluff and I-Gaming;
- Big Fish Games, which is a global producer and distributor of social casino, casual and mid-core free-to-play, and premium paid games for PC, Mac and mobile devices;
- Other Investments, which includes United Tote and Capital View Casino & Resort Joint Venture ("Capital View"); and
- Corporate, which includes miscellaneous and other revenue, compensation expense, professional fees and other general and administrative expense not allocated to our other operating segments.

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Eliminations include the elimination of intersegment transactions. Our chief operating decision maker utilizes Adjusted EBITDA to evaluate segment performance, develop strategy and allocate resources. Adjusted EBITDA is defined as earnings before interest, taxes, depreciation and amortization, adjusted for the following:

Adjusted EBITDA includes:

- Changes in Big Fish Games deferred revenue;
- 50% of EBITDA of our joint venture, MVG;
- 25% of EBITDA from our SCH equity investment; and
- Intercompany revenue and expense totals that are eliminated in the Condensed Consolidated Statements of Comprehensive Income.

Adjusted EBITDA excludes:

- Big Fish Games adjustments which include:
  - Acquisition-related charges, including the change in fair value of the Big Fish Games earnout and deferred consideration liability recorded each reporting period
- Stock-based compensation expense;
- Calder exit costs; and
- Other charges and recoveries.

As of January 1, 2016, we modified our definition of Adjusted EBITDA to exclude depreciation and amortization from our 50% joint venture, MVG and our 25% equity investment in SCH. The prior year amounts were reclassified to conform to this presentation. We also prospectively implemented a change in accounting estimate for corporate expenses allocated to other operating segments to use an activity based allocation rather than a revenue based allocation.

We utilize the Adjusted EBITDA metric because we believe the inclusion or exclusion of certain recurring items is necessary to provide a more accurate measure of our core operating results and enables management and investors to evaluate and compare from period to period our operating performance in a meaningful and consistent manner. Adjusted EBITDA should not be considered as an alternative to operating income as an indicator of performance, as an alternative to cash flows from operating activities as a measure of liquidity, or as an alternative to any other measure provided in accordance with U.S. generally accepted accounting principles. Our calculation of Adjusted EBITDA may be different from the calculation used by other companies and, therefore, comparability may be limited.

The tables below present net revenue from external customers and intercompany revenue from each of our operating segments, Adjusted EBITDA by segment and reconciles Adjusted EBITDA to Comprehensive Income:

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<i>(in millions)</i>	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>Net revenue from external customers:</b>				
Racing:				
Churchill Downs	\$ 129.1	\$ 126.8	\$ 131.4	\$ 128.8
Arlington	16.8	18.1	25.8	23.9
Fair Grounds	9.5	9.8	23.8	25.1
Calder	0.7	0.7	1.3	1.4
Total Racing	156.1	155.4	182.3	179.2
Casinos:				
Oxford Casino	21.1	21.0	41.0	38.5
Riverwalk Casino	12.4	12.5	25.1	25.7
Harlow's Casino	11.9	12.0	24.9	25.7
Calder Casino	20.5	19.9	40.8	40.2
Fair Grounds Slots	8.8	9.0	19.4	21.1
VSI	9.5	9.4	19.3	18.6
Saratoga	0.2	—	0.4	—
Total Casinos	84.4	83.8	170.9	169.8
TwinSpires	68.2	60.7	117.6	106.1
Big Fish Games:				
Social casino	46.5	48.4	94.0	98.0
Casual and mid-core free-to-play	56.0	32.4	106.4	53.9
Premium	24.6	28.3	51.3	58.3
Fair value adjustments	(1.9)	(4.6)	(4.4)	(13.8)
Total Big Fish Games	125.2	104.5	247.3	196.4
Other Investments	4.4	4.5	8.4	8.1
Corporate	0.2	0.3	0.4	0.5
Net revenue from external customers	\$ 438.5	\$ 409.2	\$ 726.9	\$ 660.1

<i>(in millions)</i>	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>Intercompany net revenue:</b>				
Racing:				
Churchill Downs	\$ 7.0	\$ 5.4	\$ 7.3	\$ 5.6
Arlington	1.6	1.4	2.6	2.4
Fair Grounds	—	—	1.0	0.9
Total Racing	8.6	6.8	10.9	8.9
TwinSpires	0.3	0.3	0.6	0.5
Other Investments	1.4	1.1	2.3	1.9
Eliminations	(10.3)	(8.2)	(13.8)	(11.3)
Intercompany net revenue	\$ —	\$ —	\$ —	\$ —

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Adjusted EBITDA by segment is comprised of the following:

<b>Three Months Ended June 30, 2016</b>						
<i>(in millions)</i>	<b>Racing</b>	<b>Casinos</b>	<b>TwinSpires</b>	<b>Big Fish Games</b>	<b>Other Investments</b>	<b>Corporate</b>
Net revenue	\$ 164.7	\$ 84.4	\$ 68.5	\$ 125.2	\$ 5.8	\$ 0.2
Taxes & purses	(30.3)	(28.0)	(2.0)	—	—	—
Platform & development fees	—	—	—	(45.9)	—	—
Marketing & advertising	(1.9)	(3.1)	(3.3)	(37.1)	—	—
Salaries & benefits	(12.7)	(12.7)	(2.3)	(6.2)	(2.8)	—
Content expense	(4.8)	—	(33.5)	—	—	—
SG&A expenses	(4.0)	(5.4)	(2.8)	(4.3)	(0.9)	(2.0)
Research & development	—	—	—	(9.7)	—	—
Other operating expense	(19.9)	(9.7)	(6.2)	(3.8)	(1.0)	(0.1)
Other income (expenses)	0.2	7.8	—	(0.4)	0.2	—
Change in deferred revenue <sup>(1)</sup>	n/a	n/a	n/a	2.7	n/a	n/a
<b>Total segment Adjusted EBITDA</b>	<b>\$ 91.3</b>	<b>\$ 33.3</b>	<b>\$ 18.4</b>	<b>\$ 20.5</b>	<b>\$ 1.3</b>	<b>\$ (1.9)</b>

<b>Three Months Ended June 30, 2015</b>						
<i>(in millions)</i>	<b>Racing</b>	<b>Casinos</b>	<b>TwinSpires</b>	<b>Big Fish Games</b>	<b>Other Investments</b>	<b>Corporate</b>
Net revenue	\$ 162.2	\$ 83.8	\$ 61.0	\$ 104.5	\$ 5.6	\$ 0.3
Taxes & purses	(31.6)	(27.9)	(2.7)	—	—	—
Platform & development fees	—	—	—	(35.6)	—	—
Marketing & advertising	(3.5)	(3.1)	(2.1)	(25.6)	—	—
Salaries & benefits	(12.4)	(12.8)	(2.4)	(5.8)	(2.8)	—
Content expense	(4.5)	—	(29.7)	—	—	—
SG&A expenses	(5.6)	(4.8)	(2.6)	(3.6)	(0.7)	(1.6)
Research & development	—	—	—	(9.9)	—	—
Other operating expense	(19.6)	(10.6)	(5.4)	(3.6)	(0.7)	(0.5)
Other income (expenses)	0.2	4.9	—	(0.3)	0.1	0.1
Change in deferred revenue <sup>(1)</sup>	n/a	n/a	n/a	8.2	n/a	n/a
<b>Total segment Adjusted EBITDA</b>	<b>\$ 85.2</b>	<b>\$ 29.5</b>	<b>\$ 16.1</b>	<b>\$ 28.3</b>	<b>\$ 1.5</b>	<b>\$ (1.7)</b>

<sup>(1)</sup> Change in deferred revenue is included in Adjusted EBITDA only for Big Fish Games.

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**Six Months Ended June 30, 2016**

<i>(in millions)</i>	<b>Racing</b>	<b>Casinos</b>	<b>TwinSpires</b>	<b>Big Fish Games</b>	<b>Other Investments</b>	<b>Corporate</b>
Net revenue	\$ 193.2	\$ 170.9	\$ 118.2	\$ 247.3	\$ 10.7	\$ 0.4
Taxes & purses	(41.5)	(56.5)	(4.8)	—	—	—
Platform & development fees	—	—	—	(90.0)	—	—
Marketing & advertising	(2.7)	(6.5)	(4.2)	(79.9)	—	—
Salaries & benefits	(21.1)	(24.8)	(4.6)	(12.2)	(5.5)	—
Content expense	(8.1)	—	(57.4)	—	—	—
SG&A expenses	(7.9)	(10.4)	(5.6)	(9.2)	(1.6)	(4.0)
Research & development	—	—	—	(20.5)	—	—
Other operating expense	(28.3)	(19.4)	(11.1)	(7.9)	(1.7)	(0.3)
Other income (expenses)	0.3	14.3	—	(0.9)	0.2	—
Change in deferred revenue <sup>(1)</sup>	n/a	n/a	n/a	8.8	n/a	n/a
<b>Total segment Adjusted EBITDA</b>	<b>\$ 83.9</b>	<b>\$ 67.6</b>	<b>\$ 30.5</b>	<b>\$ 35.5</b>	<b>\$ 2.1</b>	<b>\$ (3.9)</b>

**Six Months Ended June 30, 2015**

<i>(in millions)</i>	<b>Racing</b>	<b>Casinos</b>	<b>TwinSpires</b>	<b>Big Fish Games</b>	<b>Other Investments</b>	<b>Corporate</b>
Net revenue	\$ 188.1	\$ 169.8	\$ 106.6	\$ 196.4	\$ 10.0	\$ 0.5
Taxes & purses	(41.1)	(55.9)	(4.6)	—	—	—
Platform & development fees	—	—	—	(66.9)	—	—
Marketing & advertising	(4.3)	(6.2)	(3.0)	(54.8)	—	—
Salaries & benefits	(20.8)	(25.4)	(4.9)	(11.1)	(5.5)	—
Content expense	(7.7)	—	(52.3)	—	—	—
SG&A expenses	(8.7)	(11.0)	(5.5)	(8.8)	(1.1)	(2.8)
Research & development	—	—	—	(20.1)	—	—
Other operating expense	(29.8)	(21.3)	(9.9)	(7.0)	(1.6)	(1.3)
Other income (expenses)	0.3	9.9	(0.2)	(0.5)	0.1	—
Change in deferred revenue <sup>(1)</sup>	n/a	n/a	n/a	21.1	n/a	n/a
<b>Total segment Adjusted EBITDA</b>	<b>\$ 76.0</b>	<b>\$ 59.9</b>	<b>\$ 26.2</b>	<b>\$ 48.3</b>	<b>\$ 1.9</b>	<b>\$ (3.6)</b>

<sup>(1)</sup> Change in deferred revenue is included in Adjusted EBITDA only for Big Fish Games.

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<i>(in millions)</i>	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
<b>Reconciliation of segment Adjusted EBITDA to comprehensive income:</b>				
Racing	\$ 91.3	\$ 85.2	\$ 83.9	\$ 76.0
Casinos	33.3	29.5	67.6	59.9
TwinSpires	18.4	16.1	30.5	26.2
Big Fish Games	20.5	28.3	35.5	48.3
Other Investments	1.3	1.5	2.1	1.9
Corporate	(1.9)	(1.7)	(3.9)	(3.6)
Total segment Adjusted EBITDA	162.9	158.9	215.7	208.7
Change in Big Fish Games deferred revenue	(2.7)	(8.2)	(8.8)	(21.1)
Selling, general and administrative:				
Stock-based compensation expense	(5.3)	(3.4)	(9.4)	(6.1)
Other charges	(0.3)	—	(0.3)	—
Other income, expense:				
Equity investments - interest, depreciation and amortization expense	(2.5)	(2.2)	(5.0)	(4.2)
Other (charges) and recoveries, net	—	—	(0.4)	6.1
Big Fish Games adjustments	(1.1)	(8.2)	(3.8)	(14.6)
Calder exit costs	(1.5)	(0.8)	(1.9)	(0.8)
Depreciation and amortization	(26.9)	(27.3)	(53.9)	(54.7)
Interest (expense) income, net	(11.1)	(7.1)	(21.7)	(14.4)
Income before income tax provision	111.5	101.7	110.5	98.9
Income tax provision	(41.7)	(46.6)	(37.9)	(45.4)
Net income	69.8	55.1	72.6	53.5
Foreign currency translation, net of tax	0.2	(0.1)	0.2	(0.4)
Comprehensive income	\$ 70.0	\$ 55.0	\$ 72.8	\$ 53.1

The table below presents information about equity in income (losses) of unconsolidated investments included in our reported segments:

<i>(in millions)</i>	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Casinos	\$ 4.7	\$ 2.8	\$ 8.8	\$ 5.4
Other Investments	0.1	0.1	(0.2)	0.5
	\$ 4.8	\$ 2.9	\$ 8.6	\$ 5.9

The table below presents total asset information for each of our operating segments:

<i>(in millions)</i>	June 30, 2016	December 31, 2015
<b>Total assets:</b>		
Racing	\$ 434.4	\$ 437.1
Casinos	624.7	631.3
TwinSpires	211.2	202.4
Big Fish Games	930.0	947.1
Other Investments	10.5	12.2
Corporate	37.3	47.3
	\$ 2,248.1	\$ 2,277.4

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

The table below presents capital expenditures for each of our operating segments:

<i>(in millions)</i>	<b>Six Months Ended June 30,</b>	
	<b>2016</b>	<b>2015</b>
<b>Capital expenditures:</b>		
Racing	\$ 20.8	\$ 6.6
Casinos	6.8	11.4
TwinSpires	3.7	2.0
Big Fish Games	2.2	1.9
Other Investments	0.4	0.3
Corporate	0.6	0.5
	<b>\$ 34.5</b>	<b>\$ 22.7</b>

**NOTE 13 — SUBSEQUENT EVENTS**

**Maryland Joint Venture**

On August 2, 2016, we signed a limited liability company operating agreement to form a 50% joint venture with SCH to purchase all of the equity interests of Ocean Enterprise 589 LLC, Ocean Downs LLC and Racing Services LLC (“Ocean Downs”). Ocean Downs, located near Ocean City, Maryland owns and operates VLTs at the Casino at Ocean Downs and conducts harness racing at Ocean Downs Racetrack.

The new joint venture, Old Bay Gaming and Racing LLC (“Old Bay”), will manage both our and SCH’s interests in the operation of the gaming facility and racetrack. Old Bay has entered into a definitive purchase agreement through which it will acquire equity interests in entities holding the Maryland casino gaming and harness racing licenses and certain assets held by Ocean Downs. Completion of the purchase transaction is subject to regulatory approvals and other customary closing conditions.

**TwinSpires Internal Revenue Service Matter**

On July 18, 2016, we were notified of an Internal Revenue Service (“IRS”) matter under review in which we are potentially liable for non-filing of federal withholding tax information for certain TwinSpires customers, subsequent to the acquisition of YouBet in 2010. The potential civil penalty plus interest approximates \$1.6 million. Since it is not yet probable that this amount will be paid, an accrual was not recorded at June 30, 2016.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Information set forth in this discussion and analysis 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; 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 to facilitate game platforms 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 or 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 gaming initiatives; costs associated with customer relationship management initiatives; a substantial change in law or regulations affecting pari-mutuel or casino activities; a substantial change in allocation of live racing days; changes in Kentucky, Illinois or Louisiana 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.

*The following information is unaudited. Tabular dollars are in millions, except per share amounts. All per share amounts assume dilution unless otherwise noted. This report should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2015, including Part I – Item 1A, "Risk Factors" of our Form 10-K for a discussion regarding some of the reasons that actual results may be materially different from those we anticipate.*

## **Our Business**

### **Executive Overview**

We are an industry leading racing, gaming and online entertainment company anchored by our iconic flagship event - *The Kentucky Derby*. We are a leader in brick-and-mortar casino gaming with approximately 8,410 gaming positions in six states, and we are the largest, legal online account wagering platform for horseracing in the U.S. We are also one of the world's largest producers and distributors of mobile games. We were organized as a Kentucky corporation in 1928, and our principal executive offices are located in Louisville, Kentucky.

Our management monitors a variety of key indicators to evaluate our business results and financial condition. These indicators include changes in bookings, net revenue, operating expense, EBITDA (earnings before interest, taxes, depreciation and amortization), operating income, earnings per share, capital spending, total cash flow and free cash flow including maintenance capital.

Our condensed consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP"). We also use Adjusted EBITDA to evaluate our business results. Adjusted EBITDA is defined as earnings before interest, taxes, depreciation and amortization, adjusted for the following:

Adjusted EBITDA includes:

- Changes in Big Fish Games deferred revenue;
- 50% of EBITDA from our joint venture, Miami Valley Gaming, LLC ("MVG");
- 25% of EBITDA from our equity investment, Saratoga Casino Holdings, LLC ("SCH"); and
- Intercompany revenue and expense totals that are eliminated in the Condensed Consolidated Statements of Comprehensive Income.

Adjusted EBITDA excludes:

- Big Fish Games adjustments which include:
  - Acquisition-related charges, including the change in fair value of the Big Fish Games earnout and deferred consideration liability recorded each reporting period
- Stock-based compensation expense;
- Calder exit costs; and
- Other charges and recoveries.

We believe that the use of Adjusted EBITDA as a key performance measure of results of operations enables management and investors to evaluate and compare from period to period our operating performance in a meaningful and consistent manner. Our chief operating decision maker utilizes Adjusted EBITDA to evaluate segment performance, develop strategy and allocate resources. Adjusted EBITDA is a supplemental measure of our performance that is not required by, or presented in accordance with GAAP. Adjusted EBITDA should not be considered as an alternative to, or more meaningful than, net income (as determined in accordance with GAAP) as a measure of our operating results.

As of January 1, 2016, we modified our definition of Adjusted EBITDA to exclude depreciation and amortization from our 50% joint venture, MVG and our 25% equity investment in SCH. Prior year amounts were reclassified to conform to this presentation. We also prospectively implemented a change in accounting estimate for corporate expenses allocated to other operating segments to use an activity based allocation rather than a revenue based allocation.

For the three and six months ended June 30, 2015, certain reclassifications were made to conform with the current year presentation consisting of reclassifying expenses from our Churchill Downs Interactive Gaming ("I-Gaming") and Bluff Media operations from Other Investments to TwinSpires and reclassifying certain food & beverage operations from Fair Grounds to Fair Grounds Slots.

### **Our Operations**

We manage our operations through six operating segments: Racing, Casinos, TwinSpires, Big Fish Games, Other Investments and Corporate.

#### *Racing Segment*

Our Racing segment includes our four racetracks: Churchill Downs Racetrack ("Churchill Downs"), Arlington International Race Course ("Arlington"), Fair Grounds Race Course ("Fair Grounds") and Calder Race Course ("Calder"). We conduct live horseracing at Churchill Downs, Arlington and Fair Grounds. On July 1, 2014, we entered into a racing services agreement with The Stronach Group ("TSG") to allow Gulfstream Park to manage and operate Calder through December 31, 2020. We conducted 61 live race days in the second quarter of 2016 compared to 66 live race days in the second quarter of 2015. For the six months ended June 30, 2016, we conducted 115 live thoroughbred racing days, which compares to 123 live racing days during the six months ended June 30, 2015.

### *Casinos Segment*

We are also a provider of brick-and-mortar real-money casino gaming with approximately 8,410 gaming positions located in six states. We own five casinos: Oxford Casino ("Oxford"), Riverwalk Casino ("Riverwalk"), Harlow's Casino ("Harlow's"), Calder Casino and collectively Fair Grounds Slots ("Fair Grounds Slots") and Video Services, LLC ("VSI"), in addition to two hotels (Riverwalk and Harlow's). In addition, we have a 50% equity investment in MVG and a 25% equity investment in SCH. Our casino revenue is primarily generated from slot machines, video poker and table games while ancillary revenue includes hotel and food and beverage sales.

### *TwinSpires Segment*

Our TwinSpires segment includes TwinSpires.com, Fair Grounds Account Wagering ("FAW"), Velocity, Bloodstock Research Information Services ("BRIS") and I-Gaming.

### *Big Fish Games Segment*

Big Fish Games, Inc. ("Big Fish Games") is a global producer and distributor of social casino, casual and mid-core free-to-play, and premium paid games for PC, Mac and mobile devices.

### *Other Investments Segment*

Our Other Investments Segment includes United Tote and Capital View Casino & Resort Joint Venture ("Capital View").

### *Corporate Segment*

Our Corporate segment includes miscellaneous and other revenue, compensation expense, professional fees and other general and administrative expense not allocated to our other operating segments.

## **Government Regulations and Potential Legislative Changes**

We are subject to various federal, state and international laws and regulations that affect our businesses. The ownership, operation and management of our racing operations, our casino operations, TwinSpires and Big Fish Games are subject to regulation under the laws and regulations of each of the jurisdictions in which we operate. The ownership, operation and management of our segments are also subject to legislative actions at both the federal and state level. This update on 2016 regulatory and legislative activities should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2015, including Part I – Item 1, "Business" of our Form 10-K for a discussion of regulatory and legislative issues.

## **Racing Regulations and Potential Legislative Changes**

### ***Illinois***

In January 2015, legislation authorizing the operation of advance deposit wagering ("ADW") with no statutory end date was introduced for consideration. The legislation was carried over for consideration during the 2016 legislative session and in March 2016, the legislation was amended to reauthorize ADW operations until December 31, 2018. Prior to the conclusion of the 2016 session, the legislation was approved by the legislature and awaits the Governor's signature.

## **Casino Regulations and Potential Legislative Changes**

### ***Maine***

In April 2015, legislation was filed that would expand gaming locations in the state and allow for entities such as Native American tribes in northern Maine and a harness track in southern Maine to operate casino facilities. Legislation authorizing a northern Maine casino benefiting Native American tribes expired during the legislative session. Legislation allowing for a southern Maine casino was defeated during the 2016 legislative session. Should gaming expansion occur in Maine, it could have an adverse impact on our business.

### ***Florida***

In December 2015, Florida's Governor signed a twenty year Seminole Compact with the Seminole Tribe preserving the Seminole Tribe's geographic exclusivity and right to exclusively operate blackjack, craps and roulette games. In February 2016, legislation authorizing the Seminole Compact was introduced but failed to receive legislative approval during the 2016 legislative session.

In February 2016, legislation was introduced in the Florida House and Senate that would provide for significant changes to Florida's pari-mutuel industry. Both the Senate and House bills would allow pari-mutuel racetracks in Miami-Dade and Broward counties to elect to decouple pari-mutuel and gaming operations, would authorize additional gaming licenses in Miami-Dade and Palm Beach counties and would allow facilities to be open continuously. The House and Senate bills also provide differing proposals regarding authorized gaming positions, purse pool funding, additional counties of operation and table game offerings, among other proposals. Both the House and Senate legislation failed to receive approval during the 2016 legislative session.

At this time it is not possible to determine what impact legislation with respect to authorizing the Seminole Compact or decoupling and other provisions will have on our business.

### ***New York***

In January 2016, legislation was filed that would authorize VLT operators and casino licensees to be eligible for an interactive gaming license. The bill provides that an interactive gaming licensee would be authorized to offer online poker games under a ten-year license. The proposed legislation limits the number of licenses to ten, establishes an initial \$10 million license fee and establishes a tax rate of 15% of interactive gross gaming revenue. The bill failed to be approved by the legislature prior to the end of the 2016 legislative session.

### ***Kentucky***

In February 2016, Senate Bill 144 was introduced for consideration during the 2016 legislative session. Senate Bill 144 was a constitutional amendment that authorized the legislature to permit casino gaming and to develop a framework for casino gaming. Under the terms of the constitutional amendment, 90% of revenue generated from licensing fees and taxation would be directed to the state's pension fund. The remaining 10% of revenue would be dedicated to Kentucky's horse industry. The constitutional amendment was not considered by the legislature during the 2016 session. Should future legislation be enacted, it could have a positive impact on our business.

## **TwinSpires Regulations and Potential Legislative Changes**

### ***Maine***

In April 2016, legislation was passed by the legislature that would regulate advance deposit wagering and implement an undetermined tax on the ADW licensee. Under the terms of the legislation, a commercial race track, off-track betting facility ("OTB") or a multi-jurisdictional account wagering provider may apply for the sole license in the state. The legislation was vetoed by the Governor but his veto was subsequently overridden by the legislature prior to the adjournment of the 2016 session. The legislation could have an adverse impact on our business, however we are evaluating alternatives to mitigate or challenge the legislation which may reduce the impact on our business.

### ***Pennsylvania***

In February 2016, legislation was signed by the Governor which is intended to provide regulatory reform to Pennsylvania's racing industry. The legislation includes provisions related to the operation of advance deposit wagering in the state. Under the terms of the legislation, an initial license fee of \$0.5 million and annual renewal fee of \$0.1 million would be established. The previous ten percent tax on wagers would be removed and replaced with a one and one-half percent tax on win, place and show wagers, and a two and one-half percent tax on exotic wagers. Neither an ADW operator nor a racetrack may accept wagers within thirty-five miles of a racetrack operating a live meet. The legislation could have an adverse impact on our business, however we are evaluating alternatives to mitigate or challenge the legislation which may reduce the impact on our business.

In June 2016, the Pennsylvania House passed a gambling expansion bill that would allow the state's existing casinos to offer online gambling. The legislation sets a one-time \$8 million license fee and establishes a tax rate of 16% on wagering. The Senate is not expected to consider the bill prior to September 2016. At this time we are unable to determine if the legislation will have an impact on our business or results of operation.

### ***California***

In February 2016, Assembly Bill 2863 was introduced in California. Assembly Bill 2863 would authorize the operation of Internet poker and provide that cardrooms and federally recognized Indian tribes qualify as entities eligible to apply for a license. Racetracks would not be permitted to apply for an Internet poker license but would receive an annual \$60 million appropriation from the state. The legislation establishes a licensure period of seven years but does not set forth licensing fees or taxes. The 2016 legislative session remains in session, and the potential effect of Assembly Bill 2863 on our business cannot be determined at this time.

### ***Minnesota***

In May 2016, legislation was passed that taxes and regulates ADW operations in Minnesota. Under the terms of the new law a 1.25% tax is imposed on wagers made by Minnesota residents, ADW operators are required to have a source market fee agreement with the state's racetracks and stringent enforcement penalties are established should an operator take wagers out of the state without an agreement. The legislation could have an adverse impact on our business, however we are evaluating alternatives to reduce the impact on our business.

### ***Michigan***

In July 2016, Michigan's Governor signed legislation aimed at preventing an ADW operator from accepting wagers in the state. The legislation could have an adverse impact on our business, however we are evaluating alternatives to mitigate or challenge the legislation which may reduce the impact on our business.

## Consolidated Financial Results

The following table reflects our total net revenue, Adjusted EBITDA, operating income and certain other financial information:

(in millions)	Three Months Ended			Six Months Ended		
	June 30,		Change	June 30,		Change
	2016	2015	\$	2016	2015	\$
Total net revenue	\$ 438.5	\$ 409.2	\$ 29.3	\$ 726.9	\$ 660.1	\$ 66.8
Adjusted EBITDA	162.9	158.9	4.0	215.7	208.7	7.0
Operating income	117.4	105.9	11.5	123.7	101.8	21.9
Operating income margin	27%	26%		17%	15%	
Net income	69.8	55.1	14.7	72.6	53.5	19.1

### Three Months Ended June 30, 2016 Compared to Three Months Ended June 30, 2015

- Our total net revenue increased \$29.3 million driven by a \$20.7 million increase from Big Fish Games primarily from casual and mid-core free-to-play game growth, a \$7.5 million increase from TwinSpires due to a 16.4% increase in handle, a \$0.7 million increase in Racing due to strong Kentucky Derby and Oaks week performance and a \$0.4 million increase in other revenues.
- Our Adjusted EBITDA increased \$4.0 million driven by a \$6.1 million increase from Racing due to a strong Kentucky Derby and Oaks week, a \$3.8 million increase from Casinos as a result of our MVG and SCH investments and operational efficiencies and a \$2.3 million increase from TwinSpires as a result of handle growth. Partially offsetting these increases was a \$7.8 million decrease from Big Fish Games due to a \$15.2 million increase in bookings, which was more than offset by a \$21.8 million increase in user acquisition expense and platform and development fees and a \$0.4 million decline from our other segments.
- Our operating income increased \$11.5 million driven by a \$5.9 million increase in Racing primarily associated with the Kentucky Derby and Oaks week, a \$3.7 million increase from Big Fish Games, a \$1.7 million increase in TwinSpires as a result of a Pennsylvania tax refund and a \$1.0 million increase from Casinos from organic revenue growth and operational efficiencies. Partially offsetting these improvements was a \$0.7 million increase in Calder exit costs and a \$0.1 million increase in other expense.
- Our net income increased \$14.7 million driven by a \$11.5 million increase in operating income, a \$4.9 million reduction in our income tax provision primarily due to a decrease in our effective tax rate from lower non-deductible acquisition-related charges in the current year, a \$1.9 million increase in income from our equity investments and a \$0.4 million increase in other income. Partially offsetting these increases was a \$4.0 million increase in net interest expense associated with higher outstanding debt balances.

### Six Months Ended June 30, 2016 Compared to Six Months Ended June 30, 2015

- Our total net revenue increased \$66.8 million driven by a \$50.9 million increase from Big Fish Games primarily from casual and mid-core free-to-play game growth, a \$11.6 million increase from TwinSpires due to a 13.9% increase in handle, a \$3.1 million increase in Racing due to strong Kentucky Derby and Oaks week performance and a \$1.2 million increase in other revenues.
- Our Adjusted EBITDA increased \$7.0 million driven by a \$7.9 million increase from Racing primarily associated with Churchill Downs, a \$7.7 million increase in Casinos as a result our MVG and SCH investments, organic growth and operational efficiencies within our owned properties and a \$4.3 million increase from TwinSpires as a result of handle growth. Partially offsetting these increases was a \$12.8 million decrease from Big Fish Games and a \$0.1 million decline from our other segments.
- Our operating income increased \$21.9 million driven by a \$8.7 million increase from Big Fish Games, a \$7.8 million increase in Racing primarily at Churchill Downs, a \$4.1 million increase in TwinSpires as a result of handle growth and a \$2.8 million increase from Casinos from organic revenue growth and operational efficiencies. Partially offsetting these improvements was a \$1.1 million increase in Calder exit costs and a \$0.4 million increase in other expense.
- Our net income increased \$19.1 million driven by a \$21.9 million increase in operating income, a \$7.5 million decrease in our income tax provision primarily due to the favorable impact from the early adoption of an accounting standard related to stock-based compensation and a decrease in our effective tax rate from lower non-deductible acquisition-related charges in the current year, a \$2.7 million increase in income from our equity investments and a \$0.1 million increase in other income. Partially offsetting these increases was a \$5.8 million gain in 2015 from the sale of our remaining HRTV investment and a \$7.3 million increase in net interest expense associated with higher outstanding debt balances.

## Financial Results by Segment

### Net Revenue by Segment

The following table presents net revenue, including intercompany revenue, for our operating segments:

(in millions)	Three Months Ended			Six Months Ended		
	June 30,		Change	June 30,		Change
	2016	2015	\$	2016	2015	\$
<b>Racing:</b>						
Churchill Downs	\$ 136.1	\$ 132.2	\$ 3.9	\$ 138.7	\$ 134.4	\$ 4.3
Arlington	18.4	19.5	(1.1)	28.4	26.3	2.1
Fair Grounds	9.5	9.8	(0.3)	24.8	26.0	(1.2)
Calder	0.7	0.7	—	1.3	1.4	(0.1)
Total Racing	164.7	162.2	2.5	193.2	188.1	5.1
<b>Casinos:</b>						
Oxford Casino	21.1	21.0	0.1	41.0	38.5	2.5
Riverwalk Casino	12.4	12.5	(0.1)	25.1	25.7	(0.6)
Harlow's Casino	11.9	12.0	(0.1)	24.9	25.7	(0.8)
Calder Casino	20.5	19.9	0.6	40.8	40.2	0.6
Fair Grounds Slots	8.8	9.0	(0.2)	19.4	21.1	(1.7)
VSI	9.5	9.4	0.1	19.3	18.6	0.7
Saratoga	0.2	—	0.2	0.4	—	0.4
Total Casino	84.4	83.8	0.6	170.9	169.8	1.1
TwinSpires	68.5	61.0	7.5	118.2	106.6	11.6
<b>Big Fish Games:</b>						
Social casino	46.5	48.4	(1.9)	94.0	98.0	(4.0)
Casual and mid-core free-to-play	56.0	32.4	23.6	106.4	53.9	52.5
Premium	24.6	28.3	(3.7)	51.3	58.3	(7.0)
Fair value adjustments	(1.9)	(4.6)	2.7	(4.4)	(13.8)	9.4
Total Big Fish Games	125.2	104.5	20.7	247.3	196.4	50.9
Other Investments	5.8	5.6	0.2	10.7	10.0	0.7
Corporate	0.2	0.3	(0.1)	0.4	0.5	(0.1)
Eliminations	(10.3)	(8.2)	(2.1)	(13.8)	(11.3)	(2.5)
<b>Total Net Revenue</b>	<b>\$ 438.5</b>	<b>\$ 409.2</b>	<b>\$ 29.3</b>	<b>\$ 726.9</b>	<b>\$ 660.1</b>	<b>\$ 66.8</b>

### Three Months Ended June 30, 2016 Compared to Three Months Ended June 30, 2015

- Racing revenue increased \$2.5 million primarily from a successful Kentucky Derby and Oaks week. Churchill Downs benefited from increased ticket sales revenue associated with its new premium indoor seating and Turf Club venues, increased media revenue and record attendance. Partially offsetting this increase were decreases at Churchill Downs and Arlington from a shift in the racing calendar which resulted in five fewer race days.
- Casinos revenue increased \$0.6 million driven primarily due to a refined marketing program at Calder that led to new member sign-ups and increased slot handle.
- TwinSpires revenue increased \$7.5 million primarily due to a 26% increase in active players. Handle growth of 16.4% outpaced U.S. thoroughbred industry performance by 16.7 percentage points.
- Big Fish Games revenue increased \$20.7 million primarily driven by a \$23.6 million increase in casual and mid-core free-to-play revenue from multiple games including *Sunken Secrets*, *Fairway Solitaire Blast*, *Cascade*, *Gummy Drop!* and *Dungeon Boss*. Fair value adjustments decreased \$2.7 million compared to the second quarter of 2015 and reflect the adjustments to fair value of the deferred revenue balance assumed as part of the Big Fish Games acquisition based on business combination accounting rules. There was also a \$3.7 million decrease in premium games revenue and a \$1.9 million decrease in social casino revenue driven by a decrease in bookings.

- Eliminations increased \$2.1 million driven by higher intercompany transactions between Racing locations, TwinSpires and United Tote.

#### **Six Months Ended June 30, 2016 Compared to Six Months Ended June 30, 2015**

- Racing revenue increased \$5.1 million driven by a \$6.4 million increase in Arlington and Churchill Downs pari-mutuel and other operational revenue. This increase was primarily due to a successful Kentucky Derby and Oaks week partially offset by a shift in the racing calendar that resulted in five fewer race days. Partially offsetting this increase was a \$1.3 million decrease in Fair Grounds and Calder revenue primarily driven by three fewer race days and a 4% decline in handle at Fair Grounds.
- Casinos revenue increased \$1.1 million driven by a \$2.5 million increase in Oxford revenue due to successful promotional activities and milder winter weather that led to higher visitation and improvements in market share, a \$0.6 million increase at Calder due to successful marketing promotions, a \$0.7 million increase in VSI revenue due to the installation of upgraded video poker machines and the improved performance of OTB facilities that are not included within the Orleans Parish smoking ban limits and \$0.4 million of other revenue. Partially offsetting these increases was a \$1.7 million decline in Fair Grounds Slots revenue which was negatively impacted by a smoking ban in Orleans Parish which commenced in April 2015 and increased competition and a \$1.4 million decrease in Mississippi revenue as a result of declines in the market.
- TwinSpires revenue increased \$11.6 million and was primarily due to a 25% increase in active players. Handle growth of 13.9% outpaced U.S. thoroughbred industry performance by 12.7 percentage points.
- Big Fish Games revenue increased \$50.9 million primarily driven by a \$52.5 million increase in casual and mid-core free-to-play revenue from multiple games including *Gummy Drop!*, *Dungeon Boss*, *Fairway Solitaire Blast*, *Sunken Secrets* and *Cascade*. Fair value adjustments decreased \$9.4 million and reflect the adjustments to fair value of the deferred revenue balance assumed as part of the Big Fish Games acquisition based on business combination accounting rules which were greater during the first six months of 2015. There was also a \$7.0 million decrease in premium games revenue and a \$4.0 million decrease in social casino revenue driven by a decrease in bookings.
- Other Investments revenue increased \$0.7 million due to international equipment sales and higher totalisator fees from new customers at United Tote.
- Eliminations increased \$2.5 million driven by higher intercompany transactions between Racing locations, TwinSpires and United Tote.

## Additional Statistical Data by Segment

The following tables provide additional statistical data for our segments:

### Racing and TwinSpires <sup>(1)</sup>

<i>(in millions)</i>	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
<b>Racing:</b>				
<b>Churchill Downs</b>				
Race Days	36	38	36	38
Total handle	\$ 405.8	\$ 406.7	\$ 415.1	\$ 416.0
Net pari-mutuel revenue	\$ 42.2	\$ 42.9	\$ 44.0	\$ 44.6
Commission %	10.4%	10.5%	10.6%	10.7%
<b>Arlington</b>				
Race Days	25	28	25	28
Total handle	\$ 110.4	\$ 129.2	\$ 172.8	\$ 173.2
Net pari-mutuel revenue	\$ 14.7	\$ 15.9	\$ 24.3	\$ 22.4
Commission %	13.3%	12.3%	14.1%	12.9%
<b>Fair Grounds</b>				
Race Days	—	—	54	57
Total handle	\$ 21.2	\$ 21.9	\$ 186.5	\$ 194.2
Net pari-mutuel revenue	\$ 4.7	\$ 4.9	\$ 17.2	\$ 18.1
Commission %	22.2%	22.4%	9.2%	9.3%
<b>Total Racing</b>				
Race Days	61	66	115	123
Total handle	\$ 537.4	\$ 557.8	\$ 774.4	\$ 783.4
Net pari-mutuel revenue	\$ 61.6	\$ 63.7	\$ 85.5	\$ 85.1
Commission %	11.5%	11.4%	11.0%	10.9%
<b>TwinSpires.com</b>				
Total handle	\$ 337.0	\$ 289.4	\$ 573.7	\$ 503.5
Net pari-mutuel revenue	\$ 62.3	\$ 55.8	\$ 107.2	\$ 97.1
Commission %	18.5%	19.3%	18.7%	19.3%
<b>Eliminations <sup>(2)</sup></b>				
Total handle	\$ (69.0)	\$ (56.5)	\$ (85.7)	\$ (70.8)
Net pari-mutuel revenue	\$ (8.3)	\$ (6.9)	\$ (10.5)	\$ (8.8)
<b>Total</b>				
Handle	\$ 805.4	\$ 790.7	\$ 1,262.4	\$ 1,216.1
Net pari-mutuel revenue	\$ 115.6	\$ 112.6	\$ 182.2	\$ 173.4
Commission %	14.4%	14.2%	14.4%	14.3%

(1) Total handle and net pari-mutuel revenue generated by Velocity are not included in total handle and net pari-mutuel revenue from TwinSpires.com.

(2) Eliminations include the elimination of intersegment transactions.

## Casinos Activity

Certain key operating statistics specific to the gaming industry are included in our statistical data for our Casinos segment. Our slot facilities report slot handle as a volume measurement, defined as the gross amount wagered or coins placed into slot machines in the aggregate for the period cited. Net gaming revenue includes slot and table games revenue and is net of customer freeplay; however it excludes other ancillary property revenue such as food and beverage, ATM, hotel and other miscellaneous revenue.

<i>(in millions)</i>	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>Oxford Casino</b>				
Slot handle	\$ 197.4	\$ 186.2	\$ 371.6	\$ 344.6
Net slot revenue	16.3	16.4	31.3	29.6
Net gaming revenue	20.1	20.0	39.0	36.6
<b>Riverwalk Casino</b>				
Slot handle	\$ 127.6	\$ 132.0	\$ 261.1	\$ 268.5
Net slot revenue	10.3	10.5	21.2	21.8
Net gaming revenue	11.6	11.8	23.7	24.3
<b>Harlow's Casino</b>				
Slot handle	\$ 130.2	\$ 135.4	\$ 267.3	\$ 287.6
Net slot revenue	10.3	10.4	21.7	22.3
Net gaming revenue	11.2	11.4	23.5	24.5
<b>Calder Casino</b>				
Slot handle	\$ 268.4	\$ 255.5	\$ 523.1	\$ 517.9
Net slot revenue	19.6	19.1	39.1	38.7
Net gaming revenue	19.6	19.0	39.1	38.6
<b>Fair Grounds Slots and Video Poker</b>				
Slot handle	\$ 95.9	\$ 99.4	\$ 209.4	\$ 223.2
Net slot revenue	8.5	8.7	18.8	20.6
Net gaming revenue	17.9	18.2	38.0	39.1
<b>Total net gaming revenue</b>	<b>\$ 80.4</b>	<b>\$ 80.4</b>	<b>\$ 163.3</b>	<b>\$ 163.1</b>

## Big Fish Games

<i>(in millions)</i>	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Bookings <sup>(1)</sup>				
Social casino	\$ 46.3	\$ 48.2	\$ 93.7	\$ 97.5
Casual and mid-core free-to-play	57.6	36.5	112.6	63.5
Premium	24.0	28.0	49.8	56.5
Total bookings	<u>127.9</u>	<u>112.7</u>	<u>256.1</u>	<u>217.5</u>
Total revenue	125.2	104.5	247.3	196.4
Change in deferred revenue	2.7	8.2	8.8	21.1
Total bookings	<u>\$ 127.9</u>	<u>\$ 112.7</u>	<u>\$ 256.1</u>	<u>\$ 217.5</u>

(1) Bookings is a non-GAAP financial measure equal to the revenue recognized plus the change in deferred revenue for the periods presented. This non-GAAP measure may differ from other companies' definition of this measure, and it should not be considered a substitute for, or superior to, any other measure provided in accordance with GAAP.

## Consolidated Operating Expense

The following table is a summary of our consolidated operating expense:

<i>(in millions)</i>	Three Months Ended			Six Months Ended		
	June 30,		Change	June 30,		Change
	2016	2015	\$	2016	2015	\$
Taxes and purses	60.3	62.2	(1.9)	102.8	101.6	1.2
Platform & development fees	45.9	35.6	10.3	90.0	66.9	23.1
Marketing & advertising	45.2	34.3	10.9	93.0	68.1	24.9
Salaries & benefits	36.7	36.2	0.5	68.3	67.7	0.6
Content expense	28.6	26.4	2.2	52.8	49.5	3.3
Depreciation & amortization	26.9	27.3	(0.4)	53.9	54.7	(0.8)
SG&A expense	24.6	22.1	2.5	47.7	43.6	4.1
Research & development	9.7	9.9	(0.2)	20.5	20.1	0.4
Calder exit costs	1.5	0.8	0.7	1.9	0.8	1.1
Acquisition-related charges	1.1	8.2	(7.1)	3.8	14.6	(10.8)
Other operating expense	40.6	40.3	0.3	68.5	70.7	(2.2)
Total expense	<u>\$ 321.1</u>	<u>\$ 303.3</u>	<u>\$ 17.8</u>	<u>\$ 603.2</u>	<u>\$ 558.3</u>	<u>\$ 44.9</u>
Percent of revenue	73%	74%		83%	85%	

### Three Months Ended June 30, 2016 Compared to Three Months Ended June 30, 2015

Significant items affecting comparability of consolidated operating expense include:

- Purses and racing and casino handle-based taxes decreased \$1.9 million driven by a \$1.2 million decrease in purses primarily from five fewer live race days at Arlington and Churchill Downs and a \$1.7 million decrease driven by a Pennsylvania tax refund related to TwinSpires. These decreases were partially offset by a \$1.0 million increase in other pari-mutuel taxes related to TwinSpires.
- Platform and development fees at Big Fish Games increased \$10.3 million driven by a \$6.5 million increase in platform fees from higher bookings, a \$2.3 million increase in developer fees, and a \$3.0 million benefit associated with business combination accounting rules that was higher during the second quarter of 2015 than the second quarter of 2016, partially offset by a decrease of \$1.5 million of amortization expense related to the timing of game launches.
- Marketing and advertising expense increased \$10.9 million driven primarily by an \$11.5 million increase in Big Fish Games user acquisition expense associated with casual and mid-core free-to-play games and a \$1.2 million increase in TwinSpires marketing associated with the Kentucky Derby and Oaks week. These increases were partially offset by a \$1.6 million decrease in Racing from a change in internal ticket classification at Churchill Downs and a \$0.2 million decrease in other expenses.
- Salaries and benefits expense increased \$0.5 million primarily driven by increases in contract services related to Kentucky Derby and Oaks week and additional personnel added at Big Fish Games.
- Content expense increased \$2.2 million driven by an increase in third-party pari-mutuel content fees at TwinSpires associated with a 16.4% handle increase.
- Selling, general and administrative expense increased \$2.5 million driven primarily by a \$1.9 million increase in stock-based compensation expense, a \$0.4 million increase in professional fees and a \$0.2 million increase in other expenses.
- Research and development expense decreased \$0.2 million as a \$1.2 million increase in capitalized payroll related to Big Fish Games software development was partially offset by a \$1.0 million increase in all other Big Fish Game expenses.
- Calder exit costs increased \$0.7 million due to expenditures for ongoing grandstand demolition costs.
- Acquisition-related charges decreased \$7.1 million driven by lower non-cash fair value adjustments for Big Fish Games earnout and deferred founder liabilities which were partially funded during the fourth quarter of 2015 and the first quarter of 2016.
- Other operating expense increased \$0.3 million in 2016. Other operating expense includes utilities, maintenance, food and beverage costs, property taxes and insurance and other operating expense. Merchant fee and contract services

associated with the Kentucky Derby and Oaks week events increased \$1.0 million and other expenses increased \$0.5 million. Partially offsetting these increases was a \$0.9 million decline in insurance and property taxes primarily from the cessation of pari-mutuel racing and demolition of property at Calder and a \$0.3 million decrease in corporate deferred compensation expense related to prior periods.

#### ***Six Months Ended June 30, 2016 Compared to Six Months Ended June 30, 2015***

Significant items affecting comparability of consolidated operating expense include:

- Purses and racing and casino handle-based taxes increased \$1.2 million driven by a \$0.7 million increase in casino taxes driven by revenue growth at Oxford and a \$0.5 million increase in purses primarily associated with additional host days at Arlington during the first quarter of 2016.
- Platform and development fees at Big Fish Games increased \$23.1 million driven by a \$14.5 million increase in platform fees from higher bookings, a \$4.5 million increase in developer fees and a \$5.5 million benefit associated with business combination accounting rules that was higher during the second quarter of 2015 than the second quarter of 2016, partially offset by a decrease of \$1.0 million of amortization expense related to the timing of game launches and a \$0.4 million decrease in other fees.
- Marketing and advertising expense increased \$24.9 million driven primarily by a \$25.1 million increase in Big Fish Games user acquisition expense primarily associated with casual and mid-core free-to-play games, partially offset by a \$0.2 million decrease in other expenses.
- Salaries and benefits expense increased \$0.6 million primarily driven by increases in contract services related to Kentucky Derby and Oaks week and additional personnel added at Big Fish Games.
- Content expense increased \$3.3 million driven by an increase in third-party pari-mutuel content fees at TwinSpires associated with a 13.9% handle increase.
- Depreciation and amortization expense decreased \$0.8 million driven primarily by a reduction in expense at Calder associated with fully depreciated racing assets.
- Selling, general and administrative expense increased \$4.1 million driven primarily by a \$3.3 million increase in stock-based compensation expense and a \$0.8 million increase in professional fees.
- Research and development expense increased \$0.4 million as total expenses of \$1.6 million were partially offset by \$1.2 million associated with higher capitalized payroll related to Big Fish Games software development.
- Calder exit costs increased \$1.1 million due to expenditures for ongoing grandstand demolition costs.
- Acquisition-related charges decreased \$10.8 million driven by lower non-cash fair value adjustments for Big Fish Games earnout and deferred founder liabilities which were partially funded during the fourth quarter of 2015 and the first quarter of 2016.
- Other operating expense decreased \$2.2 million in 2016. Other operating expense includes utilities, maintenance, food and beverage costs, property taxes and insurance and other operating expense. Expenses decreased due to a \$1.5 million decline in insurance and property taxes primarily from the cessation of pari-mutuel racing and demolition of property at Calder and a \$0.9 million decrease in corporate deferred compensation expense related to prior periods, partially offset by \$0.2 million increase in other expenses.

#### **Corporate Allocated Expense**

On January 1, 2016, we prospectively implemented a change in accounting estimate for corporate expense allocated to other operating segments to use an activity based allocation rather than a revenue based allocation. Excluding corporate stock-based compensation, the table below presents Corporate allocated expense included in the Adjusted EBITDA of each of the operating segments:

<i>(in millions)</i>	Three Months Ended			Six Months Ended		
	June 30,		Change	June 30,		Change
	2016	2015	\$	2016	2015	\$
Racing	\$ (1.5)	\$ (3.0)	\$ 1.5	\$ (2.8)	\$ (3.7)	\$ 0.9
Casinos	(1.7)	(1.0)	(0.7)	(3.2)	(3.3)	0.1
TwinSpires	(1.4)	(0.9)	(0.5)	(2.6)	(2.1)	(0.5)
Big Fish Games	(0.6)	(0.7)	0.1	(1.3)	(1.5)	0.2
Other Investments	(0.4)	(0.1)	(0.3)	(0.7)	(0.2)	(0.5)
Corporate allocated expense	5.6	5.7	(0.1)	10.6	10.8	(0.2)
Total Corporate allocated expense	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

### Adjusted EBITDA

We believe that the use of Adjusted EBITDA as a key performance measure of the results of operations enables management and investors to evaluate and compare from period to period our operating performance in a meaningful and consistent manner. Adjusted EBITDA is a supplemental measure of our performance that is not required by or presented in accordance with GAAP. Adjusted EBITDA should not be considered as an alternative to, or more meaningful than, net income (as determined in accordance with GAAP) as a measure of our operating results.

As of January 1, 2016, we modified our definition of Adjusted EBITDA to exclude depreciation and amortization from our 50% joint venture, MVG and our 25% equity investment in SCH. Prior year amounts were reclassified to conform to this presentation. We also prospectively implemented a change in accounting estimate for corporate expenses allocated to other operating segments to use an activity based allocation rather than a revenue based allocation.

For the six months ended June 30, 2015, we reclassified expenses from our I-Gaming and Bluff Media operations from Other Investments to TwinSpires to conform with current year presentation.

<i>(in millions)</i>	Three Months Ended			Six Months Ended		
	June 30,		Change	June 30,		Change
	2016	2015	\$	2016	2015	\$
Racing	\$ 91.3	\$ 85.2	\$ 6.1	\$ 83.9	\$ 76.0	\$ 7.9
Casinos	33.3	29.5	3.8	67.6	59.9	7.7
TwinSpires	18.4	16.1	2.3	30.5	26.2	4.3
Big Fish Games	20.5	28.3	(7.8)	35.5	48.3	(12.8)
Other Investments	1.3	1.5	(0.2)	2.1	1.9	0.2
Corporate	(1.9)	(1.7)	(0.2)	(3.9)	(3.6)	(0.3)
Total segment Adjusted EBITDA	\$ 162.9	\$ 158.9	\$ 4.0	\$ 215.7	\$ 208.7	\$ 7.0

### Three Months Ended June 30, 2016 Compared to Three Months Ended June 30, 2015

- Racing Adjusted EBITDA increased \$6.1 million due to increased profitability of \$5.2 million from the Kentucky Derby and Oaks week driven by increased ticket sales revenue, increased media revenue and record attendance. Racing also benefited from a \$1.5 million decrease in corporate allocated expense and a \$0.7 million increase in other items. Partially offsetting these increases was a racing calendar shift that resulted in a \$1.3 million decrease at Churchill Downs and Arlington from five fewer race days.
- Casinos Adjusted EBITDA increased \$3.8 million driven by a \$1.4 million increase at Saratoga from management fee income and equity income, a \$1.1 million increase at our Mississippi properties from operational expense improvements, a \$1.0 million increase at MVG from increased equity income driven by successful promotional activities driving market share growth, a \$0.5 million increase at Calder primarily from the implementation of successful marketing and promotional campaigns and a \$0.5 million increase in other income. Partially offsetting these increases was a \$0.7 million increase in corporate allocated expense.
- TwinSpires Adjusted EBITDA increased \$2.3 million driven by a \$3.3 million favorable impact of increased wagering, net of content costs, from handle growth of 16.4% and a 26% increase in active players. Taxes and purses decreased by \$0.7 million due to a \$1.7 million Pennsylvania tax refund partially offset by an increase in taxes in certain other jurisdictions. These increases were partially offset by a \$1.2 million increase in marketing and advertising expense efforts associated with the Kentucky Derby and Oaks week and a \$0.5 million increase in corporate allocated expense.

- Big Fish Games Adjusted EBITDA decreased \$7.8 million. The bookings increase of \$15.2 million that is primarily related to growth in casual and mid-core free-to-play games was more than offset by increases of \$11.5 million in user acquisition expense, \$6.5 million in platform fees, \$2.3 million in developer fees, \$1.2 million of other increases and a \$3.0 million benefit associated with business combination accounting rules that was higher during the second quarter of 2015 than the second quarter of 2016, partially offset by a decrease of \$1.5 million of amortization expense related to the timing of game launches.

***Six Months Ended June 30, 2016 Compared to Six Months Ended June 30, 2015***

- Racing Adjusted EBITDA increased \$7.9 million due to increased profitability of \$5.2 million from the Kentucky Derby and Oaks week driven by increased ticket sales revenue, increased media revenue and record attendance. Arlington increased \$0.9 million on higher pari-mutuel revenue associated with additional host days during the first quarter of 2016, Calder increased \$1.1 million from property tax and insurance savings from the cessation of pari-mutuel operations, Racing benefited from a \$0.9 million decrease in corporate allocated expense and \$1.1 million in other items. Partially offsetting these increases was a \$1.3 million decrease at Churchill and Arlington from five fewer live race days.
- Casinos Adjusted EBITDA increased \$7.7 million driven by a \$2.6 million increase at Saratoga from management fee income and equity income, a \$2.0 million increase at MVG from increased equity income driven by successful promotional activities driving market share growth, a \$1.7 million increase at Oxford from a strong regional gaming market and higher Oxford market share, a \$1.1 million increase at our Mississippi properties from operational expense improvements, and a \$1.0 million increase at Calder from the implementation of successful marketing and promotional campaigns. Partially offsetting these increases was a \$0.7 million decline at Fair Ground Slots and VSI associated with the April 2015 introduction of a parish-wide smoking ban.
- TwinSpires Adjusted EBITDA increased \$4.3 million driven by a \$5.3 million favorable impact of increased wagering, net of content costs, from handle growth of 13.9% and a 25% increase in active players and \$1.0 million in other items. Taxes and purses increased \$0.2 million which includes a \$1.9 million increase in taxes from higher handle and tax rates in certain jurisdictions, which was partially offset by a \$1.7 million Pennsylvania tax refund. There was also a \$1.3 million increase in marketing and advertising associated with Kentucky Derby and Oaks week and a \$0.5 million increase in corporate allocated expense.
- Big Fish Games Adjusted EBITDA decreased \$12.8 million. A \$38.6 million increase in bookings that is primarily related to growth in casual and mid-core free-to-play games was more than offset by increases of \$25.1 million in user acquisition expense, \$14.5 million in platform fees, \$4.5 million in developer fees, \$2.8 million of other increases, and \$5.5 million benefit associated with business combination accounting rules that was higher during the second half of 2015 than the second half of 2016 partially offset by a decrease of \$1.0 million of amortization expense related to the timing of game launches.

## Reconciliation of segment Adjusted EBITDA to Comprehensive Income

(in millions)	Three Months Ended			Six Months Ended		
	June 30,		Change	June 30,		Change
	2016	2015	\$	2016	2015	\$
<b>Total segment Adjusted EBITDA</b>	\$ 162.9	\$ 158.9	\$ 4.0	\$ 215.7	\$ 208.7	\$ 7.0
Change in Big Fish Games deferred revenue	(2.7)	(8.2)	5.5	(8.8)	(21.1)	12.3
Selling, general and administrative:						
Stock-based compensation expense	(5.3)	(3.4)	(1.9)	(9.4)	(6.1)	(3.3)
Other charges	(0.3)	—	(0.3)	(0.3)	—	(0.3)
Other income, expense:						
Equity investments - interest, depreciation and amortization expense	(2.5)	(2.2)	(0.3)	(5.0)	(4.2)	(0.8)
Other (charges) and recoveries, net	—	—	—	(0.4)	6.1	(6.5)
Big Fish Games adjustments	(1.1)	(8.2)	7.1	(3.8)	(14.6)	10.8
Calder exit costs	(1.5)	(0.8)	(0.7)	(1.9)	(0.8)	(1.1)
Depreciation and amortization	(26.9)	(27.3)	0.4	(53.9)	(54.7)	0.8
Interest (expense) income, net	(11.1)	(7.1)	(4.0)	(21.7)	(14.4)	(7.3)
Income before income tax provision	111.5	101.7	9.8	110.5	98.9	11.6
Income tax provision	(41.7)	(46.6)	4.9	(37.9)	(45.4)	7.5
Net income	69.8	55.1	14.7	72.6	53.5	19.1
Foreign currency translation, net of tax	0.2	(0.1)	0.3	0.2	(0.4)	0.6
Comprehensive income	\$ 70.0	\$ 55.0	\$ 15.0	\$ 72.8	\$ 53.1	\$ 19.7

### Three Months Ended June 3, 2016 Compared to Three Months Ended June 30, 2015

- Change in Big Fish Games deferred revenue decreased \$5.5 million driven by business combination accounting rules when deferred revenue balances assumed as part of acquisitions are adjusted down to fair value.
- Stock-based compensation expense increased \$1.9 million driven by an increase in expense associated with awards granted to named executive officers and other employees.
- Other selling, general and administrative charges increased \$0.3 million due to severance and relocation expenses at TwinSpires.
- Equity investments - interest, depreciation and amortization expense increased \$0.3 million driven primarily by an increase in amortization expense related to the basis difference between the fair value of the property and equipment and definite-lived intangible from our SCH investment.
- Big Fish Games adjustments decreased \$7.1 million driven by lower non-cash fair value adjustments for Big Fish Games earnout and deferred founder liabilities which were partially paid during the fourth quarter of 2015 and the first quarter of 2016.
- Calder exit costs increased \$0.7 million driven by grandstand demolition costs in preparation for future use and to achieve operational cost savings.
- Depreciation and amortization expense decreased \$0.4 million primarily driven by a reduction in expense at Calder associated with fully depreciated racing assets.
- Interest (expense) income, net increased \$4.0 million primarily as a result of higher long-term debt balances outstanding and borrowings under our Senior Secured Credit Facility for payment of the Big Fish Games earnout liability.
- Income tax provision decreased \$4.9 million driven by a benefit from a decrease in our effective tax rate from lower non-deductible acquisition-related charges.

### Six Months Ended June 30, 2016 Compared to Six Months Ended June 30, 2015

- Change in Big Fish Games deferred revenue decreased \$12.3 million driven by business combination accounting rules when deferred revenue balances assumed as part of acquisitions are adjusted down to fair value.

- Stock-based compensation expense increased \$3.3 million driven by an increase in expense associated with awards granted to named executive officers and other employees.
- Equity investments - interest, depreciation and amortization expense increased \$0.8 million driven primarily by an increase in amortization expense related to the basis difference between the fair value of the property and equipment and definite-lived intangible from our SCH investment.
- Other (charges) and recoveries, net decreased \$6.5 million driven by a 2015 gain of \$5.8 million from the sale of our remaining ownership interest in HRTV, \$0.6 million in expenses related to a development costs which did not recur and \$0.1 million of other expense.
- Big Fish Games adjustments decreased \$10.8 million driven by lower non-cash fair value adjustments for Big Fish Games earnout and deferred founder liabilities which were partially paid during the fourth quarter of 2015 and the first quarter of 2016.
- Calder exit costs increased \$1.1 million driven by grandstand demolition costs in preparation for future use and to achieve operational cost savings.
- Depreciation and amortization expense decreased \$0.8 million primarily driven by a reduction in expense at Calder associated with fully depreciated racing assets.
- Interest (expense) income, net increased \$7.3 million primarily as a result of higher long-term debt balances outstanding and borrowings under our Senior Secured Credit Facility for payment of the Big Fish Games earnout liability.
- Income tax provision decreased \$7.5 million driven by a benefit from a decrease in our effective tax rate from lower non-deductible acquisition-related charges and the early adoption of a stock-based compensation accounting standard.

## Consolidated Balance Sheet

The following table is a summary of our overall financial position:

<i>(in millions)</i>	<u>June 30, 2016</u>	<u>December 31, 2015</u>	<u>Change</u>
Total assets	\$ 2,248.1	\$ 2,277.4	\$ (29.3)
Total liabilities	\$ 1,568.3	\$ 1,660.2	\$ (91.9)
Total shareholders' equity	\$ 679.8	\$ 617.2	\$ 62.6

Significant items affecting the comparability of our condensed consolidated balance sheets include:

- Total assets decreased \$29.3 million driven by a \$24.4 million reduction in intangible assets related to amortization expense partially offset by the payment of Calder's annual gaming license, a \$19.4 million decrease in unrestricted cash due to the utilization of excess cash to fund share repurchases, term loan payments and a portion of the Big Fish Games earnout payment, and a \$6.2 million reduction in accounts receivable due to receipts related to the 2016 Kentucky Derby and Oaks events partially offset by an increase in TwinSpires and Racing related receivables generated during the second quarter. Partially offsetting these decreases was a \$6.8 million increase in Big Fish Games prepaid developer and platform fees, a \$5.1 million increase in prepaid assets for general contract renewals and annual insurance premiums, a \$4.8 million increase in property and equipment, and a \$4.0 million increase in all other assets.
- Total liabilities decreased \$91.9 million driven by a \$281.6 million Big Fish Games earnout payment, a \$24.9 million decrease in deferred revenue due to revenue recognition for the 2016 Kentucky Derby and Oaks events partially offset by an increase in deferred revenue from Big Fish Games bookings growth and a \$19.1 million payment of annual dividends. Partially offsetting these decreases was a \$144.0 million increase in our total debt balance as we borrowed under our Senior Secured Credit Facility to fund the Big Fish Games earnout payment, a \$36.8 million increase in income taxes payable primarily due to current year taxable income generated, a \$35.3 million increase in accounts payable due to the timing of TwinSpires and Racing related liability payments, a \$10.7 million increase in purses payable related to the spring meets at Churchill Downs and Arlington, and a \$6.9 million increase in all other liabilities.
- Total shareholders' equity increased \$62.6 million driven by \$72.6 million of net income and \$10.0 million from the amortization of restricted stock expense. Partially offsetting these increases was a \$15.0 million decrease related to stock repurchases, a \$4.8 million decrease from the cancellation of shares for the recognition of an income tax liability on vested shares, and a \$0.2 decrease in all other equity.

## Liquidity and Capital Resources

The following table is a summary of our liquidity and cash flows:

(in millions)

	Six Months Ended June 30,		Change
	2016	2015	\$
Cash flows from:			
Operating activities	\$ 166.8	\$ 194.2	\$ (27.4)
Investing activities	\$ (35.6)	\$ (18.0)	\$ (17.6)
Financing activities	\$ (150.9)	\$ (183.3)	\$ 32.4

**Six Months Ended June 30, 2016, Compared to the Six Months Ended June 30, 2015**

- Cash provided by operating activities decreased \$27.4 million driven by \$20.3 million in federal tax refunds received in the prior year, a \$19.7 million earnout payment in March 2016 related to Big Fish Games achieving its 2015 earnout milestones, and a \$11.0 million decrease in Big Fish Games cash flows. Partially offsetting these decreases was \$10.0 million received related to an advance associated with our food and beverage operations at Churchill Downs, a \$9.3 million increase in other working capital items, an increase of \$3.1 million of tax windfall from the early adoption of ASU 2016-09 as discussed in Note 2 of the Consolidated Financial Statements, and increases of \$1.2 million in other operating items.
- Cash used in investing activities increased \$17.6 million driven by \$11.8 million in higher capital expenditures, \$4.6 million in lower proceeds from sales of investments, and a \$2.5 million increase from the timing in acquisitions of gaming licenses. Partially offsetting these increases were \$1.3 million in decreases in other investing activities.
- Cash used in financing activities decreased \$32.4 million driven by a \$300.0 million increase in net borrowings under our Senior Secured Credit Facility and \$11.8 million in prior year tax refund payments to Big Fish Games. Partially offsetting these items was a \$261.9 million outflow related to the payment of the Big Fish Games earnout, an \$11.7 million increase in stock repurchase activity and \$5.8 million in other financing activities.

Free cash flow, which we reconcile to "Net cash provided by operating activities," is cash flows from operations reduced by maintenance-related (replacement) capital expenditures. Maintenance-related capital expenditures are expenditures to replace existing fixed assets with a useful life greater than one year that are obsolete, exhausted, or no longer cost effective to repair. We use free cash flow to evaluate our business because, although it is similar to cash flows from operations, we believe it will typically present a more conservative measure of cash flows, as maintenance-related capital expenditures are a necessary component of our ongoing operations. Free cash flow is a non-GAAP measure and our definition may differ from other companies' definitions of this measure.

Free cash flow does not represent the residual cash flow available for discretionary expenditures and does not incorporate the funding of business acquisitions. This non-GAAP measure should not be considered a substitute for, or superior to, cash flows from operating activities under GAAP.

The following is a summary of additions to property and equipment and a reconciliation of free cash flow to the most comparable GAAP measure, "Net cash provided by operating activities":

	Six Months Ended June 30,		Change
	2016	2015	\$
(in millions)			
Maintenance-related capital expenditures	\$ 16.3	\$ 16.8	\$ (0.5)
Capital project expenditures	18.2	5.9	12.3
Additions to property and equipment	<u>\$ 34.5</u>	<u>\$ 22.7</u>	<u>\$ 11.8</u>
Net cash provided by operating activities	\$ 166.8	\$ 194.2	\$ (27.4)
Maintenance-related capital expenditures	(16.3)	(16.8)	0.5
Free cash flow	<u>\$ 150.5</u>	<u>\$ 177.4</u>	<u>\$ (26.9)</u>

In the first six months of 2016, maintenance-related capital expenditures decreased \$0.5 million. In the first six months of 2016, capital project expenditures increased by \$12.3 million driven by expenditures related to the premium indoor seating and Turf Club project at Churchill Downs.

## Credit Facilities and Indebtedness

The following table presents our debt outstanding, net of loan origination and debt issuance costs and including premium:

<i>(in millions)</i>	June 30, 2016	December 31, 2015	Change
Senior Secured Credit Facility:			
Senior Secured Credit Facility due 2018	\$ 141.0	\$ —	\$ 141.0
Term Loan due 2019	183.4	188.1	(4.7)
Swing line of credit	7.1	—	7.1
Total Senior Secured Credit Facility	331.5	188.1	143.4
5.375% Senior Unsecured Notes due 2021	594.2	593.7	0.5
Total debt	925.7	781.8	143.9
Current maturities of long-term debt	11.8	16.2	(4.4)
Total debt, net of current maturities	\$ 913.9	\$ 765.6	\$ 148.3

### Senior Secured Credit Facility

On February 17, 2016, we entered into an amendment to our Fourth Amended and Restated Credit Agreement (the "New Agreement") which amends certain provisions of the credit agreement including extending the maturity of both the Senior Secured Credit Facility and the Term Loan (collectively the "Facilities") through February 2021, coterminous with one another. The maximum aggregate commitment for the Senior Secured Credit Facility remains at \$500 million, and the unamortized Term Loan of \$188.8 million was refinanced as part of this amendment.

On December 1, 2014, we executed the Fourth Amended and Restated Credit Agreement (the "Senior Secured Credit Facility") whereby it added a \$200 million Term Loan Facility ("Term Loan") to the existing Senior Secured Credit Facility and amended certain definitions and provisions of the credit agreement including Consolidated Funded Indebtedness, EBITDA and calculation of the Total Leverage Ratio.

Following the execution of the New Agreement, the new maturity date for both the Senior Secured Credit Facility and the Term Loan is February 17, 2021.

Regarding the Term Loan, we were required to make quarterly principal payments that commenced on March 31, 2015, per the amortization schedule laid out in the Fourth Amended and Restated Credit Agreement. Upon the execution of the New Agreement, the amortization schedule was modified based on \$188.8 million outstanding Term Loan balance. Payments are set to occur on the last day of each quarter through the new maturity date with annual paydown requirements of 5%, 7.5%, 10%, 12.5%, 15% and a bullet payment due at maturity. The new amortization schedule calls for quarterly principal payments of \$2.4 million to commence on March 31, 2016 and increase in increments of \$1.2 million on March 31 of each year to reach final year quarterly payment amounts of \$7.1 million. If no additional payments are made, the balance due at termination will be \$94.4 million.

Generally, borrowings made pursuant to the Senior Secured Credit Facility bear interest at a LIBOR-based rate per annum plus an applicable percentage ranging from 1.125% to 2.5% depending on our total leverage ratio. In addition, under the Senior Secured Credit Facility, we agreed to pay a commitment fee at rates that range from 0.15% to 0.35% of the available aggregate commitment, depending on our leverage ratio. The Term Loan is not subject to, nor included in the calculation of, the commitment fee. The weighted average interest rate on outstanding borrowings was 2.4% at June 30, 2016 and 1.7% at December 31, 2015.

The Senior Secured Credit Facility contains customary affirmative and negative covenants for credit facilities of this type, including limitations on us and our subsidiaries with respect to indebtedness, restricted payments, liens, investments, mergers and acquisitions, disposition of assets, sale-leaseback transactions and transactions with affiliates. The covenants permit us to use proceeds of the credit extended under the agreement for general corporate purposes, restricted payments and acquisition needs. The Senior Secured Credit Facility also contains financial covenants that require us (i) to maintain an interest coverage ratio (i.e., consolidated adjusted EBITDA to consolidated interest expense) that is greater than 3.0 to 1.0; (ii) not to permit the total leverage ratio (i.e., total consolidated funded indebtedness to consolidated adjusted EBITDA) to be greater than 4.5 to 1.0, provided that if a certain minimum consolidated adjusted EBITDA is reached then the total leverage ratio will be increased to 5.0 to 1.0 for such periods that the minimum is maintained; and (iii) not to permit the senior secured leverage ratio (i.e. senior secured consolidated funded indebtedness to consolidated adjusted EBITDA) to be greater than 3.5 to 1.0. As of June 30, 2016, we were in compliance with all covenants under the Senior Secured Credit Facility, and we have significant assets pledged as collateral under the Senior Secured Credit Facility. At June 30, 2016, the financial ratios under our Senior Secured Credit Facility were as follows:

	<u>Actual</u>	<u>Requirement</u>
Interest Coverage Ratio	9.3 to 1	> 3.0 to 1.0
Total Leverage Ratio	3.0 to 1	< 4.5 to 1.0
Senior Secured Leverage Ratio	1.2 to 1	< 3.5 to 1.0

As of June 30, 2016, we had \$7.2 million in letter of credit commitments which reduced the total available capacity under the Senior Secured Credit Facility to \$344.7 million.

#### *5.375% Senior Unsecured Notes*

On December 16, 2013, we completed an offering of \$300 million in aggregate principal amount of 5.375% Senior Unsecured Notes that mature on December 15, 2021 (the "Initial Senior Unsecured Notes" or the "Existing Notes"). The Initial Senior Unsecured Notes were issued at par, with interest payable on June 15<sup>th</sup> and December 15<sup>th</sup> of each year. We received net proceeds of \$295 million, after deducting underwriting fees, and used the net proceeds from the offering to repay a portion of our outstanding revolver borrowings, and accrued and unpaid interest outstanding under our (then) Third Amended and Restated Credit Agreement. In connection with the issuance, we capitalized \$6.3 million of debt issuance costs which are being amortized as interest expense over the remaining term of the Initial Senior Unsecured Notes.

On December 16, 2015, we completed an additional offering of \$300 million in aggregate principal amount of 5.375% Senior Unsecured Notes that mature on December 15, 2021 (the "Tack-on Notes"). The Tack-on Notes were issued under the December 16, 2013 Indenture governing the \$300 million Existing Notes, and form a part of the same series as the Existing Notes for purposes of the Indenture. The Tack-on Notes were issued at 101% with interest payable on June 15<sup>th</sup> and December 15<sup>th</sup> of each year. We received net proceeds of \$299 million, after deducting underwriting fees, and used the net proceeds from the offering to repay outstanding revolver borrowings along with accrued and unpaid interest outstanding under the Senior Secured Credit Facility. In connection with the issuance, we capitalized \$4.7 million of debt issuance costs which are being amortized as interest expense over the remaining term of the Tack-on Notes.

Upon completion of this Tack-on Notes offering, the aggregate principal amount of the outstanding notes under this series is \$600 million (collectively the "Senior Unsecured Notes"). The Tack-on Notes were offered with different CUSIP and ISIN numbers from the Existing Notes, and as a result thereof, will not trade fungibly until they have been assigned the same CUSIP and ISIN numbers. It is expected that the Tack-on Notes will be exchanged into the unrestricted CUSIP and ISIN numbers currently assigned to the Existing Notes one year from the date of issuance.

Both series of the Senior Unsecured Notes were issued in private offerings that were exempt from registration under the Securities Act of 1933, as amended, and are senior unsecured obligations. The total Senior Unsecured Notes are guaranteed by each of our domestic subsidiaries that guarantee our Senior Secured Credit Facility and will rank equally with our existing and future senior obligations. At any time prior to December 15, 2016, we may redeem all or part of the total Senior Unsecured Notes at a price equal to 100% of the principal amount of the notes redeemed plus a "make-whole" premium, together with accrued and unpaid interest and additional interest, if any, to the redemption date. On or after December 15, 2016, we may redeem all or part of the Senior Unsecured Notes at a redemption price of 104.0% which gradually reduces to par by 2019.

## Contractual Obligations

Our commitments to make future payments as of June 30, 2016, are estimated as follows:

<i>(in millions)</i>	<b>July 1 to December 31, 2016</b>	<b>2017-2018</b>	<b>2019-2020</b>	<b>Thereafter</b>	<b>Total</b>
Tax refund due to Big Fish Games former equity holders	\$ 0.4				\$ 0.4
Big Fish Games earnout		68.9			68.9
Big Fish Games deferred payment	28.7	28.7			57.4
Senior Secured Credit Facility				148.1	148.1
Interest on Senior Secured Credit Facility <sup>(1)</sup>	1.7	7.0	7.0	0.5	16.2
Term Loan	4.7	33.0	51.9	94.4	184.0
Interest on Term Loan <sup>(1)</sup>	2.2	7.9	5.9	0.3	16.3
Senior Unsecured Notes				600.0	600.0
Interest on Senior Unsecured Notes	16.1	64.5	64.5	30.9	176.0
Operating leases	6.8	16.4	4.7	2.5	30.4
Total	<u>\$ 60.6</u>	<u>\$ 226.4</u>	<u>\$ 134.0</u>	<u>\$ 876.7</u>	<u>\$ 1,297.7</u>

(1) Interest includes the estimated contractual payments under our Senior Secured Credit Facility assuming no change in the weighted average borrowing rate of 2.4% which was the rate in place as of June 30, 2016.

As of June 30, 2016, we had approximately \$2.3 million of unrecognized tax benefits. As of June 30, 2016, the fair value of the Big Fish Games earnout liability is \$66.6 million, which will be paid in 2017 and 2018.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks arising from adverse changes in:

- general economic trends;
- interest rate and credit risk; and
- foreign currency exchange risk.

#### *General economic trends*

Our business is sensitive to consumer confidence and reductions in consumer's discretionary spending, which may result from challenging economic conditions, unemployment levels and other changes in the economy. Demand for entertainment and leisure activities is sensitive to consumers' disposable incomes, which can be adversely affected by economic conditions and unemployment levels. This could result in fewer patrons visiting our racetracks, gaming and wagering facilities, online wagering sites and our casual gaming site, downloading our online games, and/or may impact our customers' ability to wager with the same frequency and to maintain wagering levels.

#### *Interest rate and credit risk*

Our primary exposure to market risk relates to changes in interest rates. At June 30, 2016, we had \$332.1 million outstanding under our Senior Secured Credit Facility, which bears interest at LIBOR based variable rates. We are exposed to market risk on variable rate debt due to potential adverse changes in these rates. Assuming the outstanding balance of the debt facility remains constant, a one-percentage point increase in the LIBOR rate would reduce net income and cash flows from operating activities by \$2.2 million.

#### *Foreign currency exchange risk*

We operate internationally and are exposed to foreign currency exchange risk. While the substantial majority of our revenue has been and is expected to continue to be denominated in U.S. dollars, our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro. Due to the relative size of our international operations to date, our foreign currency exposure is not material and thus we have not instituted a hedging program.

### ITEM 4. CONTROLS AND PROCEDURES

#### Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in our reports that we filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized, and reported within the

time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

As required by the Securities and Exchange Commission Rule 13a-15(d), we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2016. Based upon the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

#### Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting. Our process for evaluating controls and procedures is continuous and encompasses constant improvement of the design and effectiveness of established controls and procedures.

**PART II. OTHER INFORMATION****ITEM 1. LEGAL PROCEEDINGS**

There have been no material changes with respect to legal proceedings disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015.

**ITEM 1A. RISK FACTORS**

There have been no material changes with respect to risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**Issuer Purchases of Common Stock

The following table provides information with respect to shares of common stock that we repurchased based upon trade date during the quarter ended June 30, 2016:

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid Per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (in millions)</b>
4/1/16-4/30/16	—	\$ —	—	\$ 150.0
5/1/16-5/31/16	—	—	—	—
6/1/16-6/30/16	121,858	123.07	121,858	(15.0)
<b>Total</b>	<b>121,858</b>	<b>\$ 123.07</b>	<b>121,858</b>	<b>\$ 135.0</b> <sup>(1)</sup>

(1) Maximum dollar amount of shares of common stock that may yet be repurchased under our stock repurchase program.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

Not applicable.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

The exhibits listed on the Exhibit Index following the signature page are filed as part of this Quarterly Report.

**SIGNATURES**

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

**CHURCHILL DOWNS INCORPORATED**

August 3, 2016

/s/ William C. Carstanjen

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William C. Carstanjen

Chief Executive Officer

(Principal Executive Officer)

August 3, 2016

/s/ Marcia A. Dall

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Marcia A. Dall

Executive Vice President and Chief Financial Officer

(Principal Financial and Accounting Officer)

**EXHIBIT INDEX**

<b><u>Number</u></b>	<b><u>Description</u></b>	<b><u>By Reference To</u></b>
10(a)	Form of Churchill Downs Incorporated Non-Employee Director Restricted Share Units Agreement	Exhibit 10(a) to Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016
31(a)	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Exhibit 31(a) to Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016
31(b)	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Exhibit 31(b) to Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016
32	Certification of Chief Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished pursuant to Rule 13a – 14(b))	Exhibit 32 to Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016
101.INS	XBRL Instance Document	
101.SCH	XBRL Taxonomy Extension Schema Document	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	

**Form of**  
**CHURCHILL DOWNS INCORPORATED**  
**NON-EMPLOYEE DIRECTOR**  
**RESTRICTED SHARE UNITS AGREEMENT**

THIS RESTRICTED SHARE UNITS AGREEMENT (the "Agreement") is made as of the \_\_\_\_ day of \_\_\_\_, \_\_\_\_ by and between \_\_\_\_\_ ("Participant"), who resides at \_\_\_\_\_, and Churchill Downs Incorporated (the "Company"), a Kentucky corporation with its principal place of business at 600 North Hurstbourne Parkway, Suite 400, Louisville, KY 40222, pursuant to the provisions of the Churchill Downs Incorporated 2016 Omnibus Stock Incentive Plan (the "Plan").

WITNESSETH:

WHEREAS, the Compensation Committee of the Board of Directors of the Company (the "Board") has determined that part of the annual retainer compensation for the service of non-employee members of the Board ("Director") shall be deferred and paid at the conclusion of the Director's service in the form of Common Stock of the Company, no par value ("Common Stock");

WHEREAS, on February 24, 2016, the Board adopted the Plan, which was approved by the shareholders of the Company at the 2016 Annual Meeting of Shareholders on April 27, 2016;

WHEREAS, the Plan provides for the granting of Restricted Share Units, in accordance with the terms and provisions thereof;

WHEREAS, Participant is a non-employee Director who the Compensation Committee of the Board considers to be a person eligible for grants of Restricted Share Units under the Plan and has determined that it would be in the best interest of the Company to grant the Participant the Restricted Share Units documented herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual undertakings herein contained, and for other good and valuable consideration, the mutuality, receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Grant of Restricted Share Units. In accordance with the terms of the Plan and subject to the further terms, conditions and restrictions contained in this Agreement, the Company hereby grants to Participant on the date first above written, and shall grant to Participant annually thereafter provided that Participant is a Director of the Company on such future grant date, Restricted Share Units (the "Units"), calculated using the closing share price as of the date of the most recent Annual Meeting of Shareholders, whereby the Company shall issue or transfer shares of Common Stock to Participant in the future, in consideration for services to be performed by Participant as a Director of the Company, subject to the fulfillment during the deferral period of such terms, conditions and restrictions contained in this Agreement. The number of Units granted to Participant pursuant to this Agreement shall be \_\_\_\_\_, being equivalent to that number of whole shares, and a fraction thereof, of Common Stock the value of which on the grant date equals \_\_\_\_\_.

2. Restricted Share Unit Account. Restricted Share Units represent hypothetical shares of Common Stock, and not actual shares. The Company shall establish and maintain a Restricted Share Unit account (“Unit Account”), as a bookkeeping account on its records, for the Participant and shall record in such account the number of Units granted to Participant. No shares of Common Stock shall be issued to Participant at the time any grant is made, and the Participant shall not be, nor have any of the rights or privileges of, a stockholder of the Company with respect to any Units recorded in the Unit Account. Participant shall not have any interest in any fund or specific assets of the Company by reason of this award or the Unit Account established for Participant.

3. Dividend Equivalents. Participant’s Unit Account referred to in Section 2 shall be credited with additional Units equivalent to the value of any dividends declared and paid on Common Stock (“Dividend Equivalents”) determined as if the Units credited to the Participant’s Unit Account were an equivalent number of shares of Common Stock, with the number of additional Units to be credited determined by the number of whole shares, and a fraction thereof, of Common Stock having a value on the date such dividend is declared equal to such dividend amount.

4. Vesting. The Units granted on the date of this Agreement, and any Units granted hereafter, shall be subject to forfeiture until the Units vest. The units shall vest in full upon the earlier of (i) the twelve (12) month anniversary of the date of this Agreement and (ii) the day immediately preceding the annual meeting of shareholders of the Company next occurring after the date of this Agreement, provided that Participant is a Director of the Company on such date, or upon an earlier Change in Control, death or Disability. Notwithstanding the foregoing, actions taken in compliance with that certain Stockholder’s Agreement dated as of September 8, 2000, among the Company, Duchossois Industries, Inc. and subsequent signatories thereto, as amended from time to time, shall not be deemed a Change in Control. For purposes of this Agreement, “Disability” means that Participant becomes “disabled” within the meaning of Section 409A(a)(2)(C) of the Code or any successor provision and the applicable regulations thereunder. Any Dividend Equivalents credited with respect to such Units shall vest at the same time as such Units vest.

5. Forfeiture of Unvested Restricted Units. If Participant ceases to serve as a Director of the Company for any reason, any Units (including Dividend Equivalents) that shall not have vested in accordance with Section 4 shall automatically terminate and be forfeited to the Company without payment of any consideration by the Company, and neither Participant nor any heir, personal representative, successor or assign of Participant shall have any right, title or interest in or to such forfeited Units.

6. Payment of Unit Account. At such time as Participant ceases to serve as a Director of the Company, or upon an earlier Change in Control, the Company shall issue to Participant, within thirty (30) days thereafter, one share of Common Stock for each vested Unit credited to Participant’s Unit Account. The issuance of Common Stock to Participant pursuant to this Agreement is subject to all applicable foreign, federal, state, local and other taxes. Notwithstanding any provision of this Agreement to the contrary, to the extent required in order to avoid accelerated taxation and/or tax penalties under Internal Revenue Code Section 409A, if Participant is a “specified employee” (as defined in said Section 409A) on his or her date of “separation from service” (as defined in said Section 409A), any distribution may not be made earlier than the date which is six (6) months after the date of Participant’s separation from service (or, if earlier, the date of death of Participant), and any amount to be so delayed shall be paid on the earlier of the first business day following the expiration of such six (6) month period or as soon as practical following Participant’s death.

7. Nature of Grant. In accepting the Units, Participant acknowledges that: (i) the Plan is established voluntarily by the Company, is discretionary in nature and may be modified, amended, suspended or terminated at any time, unless otherwise provided in this Agreement; (ii) the grant of the Units does not create any contractual or other right to receive future grants of Restricted Share Units, or benefits in lieu of Restricted Share Units, even if Restricted Share Units have been granted repeatedly in the past; (iii) all decisions with respect to future Restricted Share Unit grants, if any, will be at the sole discretion of the Board; (iv) Participant is voluntarily entering into this Agreement; and (v) the value of Units acquired upon vesting

may increase or decrease in value, and no claim or entitlement to compensation or damages shall arise from termination of Units or from any diminution in value of the Units.

8. No Stockholder Rights. Neither Participant, nor any person entitled to receive payment in the event of Participant's death, shall have any of the rights and privileges of a stockholder of the Company unless and until certificates for Common Stock have been issued upon Participant ceasing to serve as a Director of the Company.

9. Restrictions. The Units, and all rights with respect to such Units, may not be sold, assigned, transferred, exchanged, pledged, hypothecated or otherwise encumbered or disposed of.

10. Withholding Requirements. The Company shall have the right to (i) withhold from sums due to Participant, (ii) require Participant to remit to the Company, or (iii) retain shares of Common Stock otherwise deliverable to Participant in an amount sufficient to satisfy any Federal, state or local withholding tax requirements prior to making such payments or delivering any such shares of Common Stock to Participant.

11. Effect Upon Position as a Director. Nothing contained in this Agreement shall confer upon Participant the right to continue in his or her position as a Director of the Company or affect any right that the Company may have to remove Participant as a Director of the Company.

12. Captions. The captions and section headings used herein are for convenience only, shall not be deemed part of this Agreement and shall not in any way restrict or modify the context and substance of any section or paragraph of this Agreement.

13. Binding Effect. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their heirs, personal representatives, successors and assigns. Participant hereby agrees to accept as binding, conclusive and final all decisions and interpretations of the Compensation Committee upon any questions arising under this Agreement.

14. Notices. Notices shall be deemed delivered if delivered personally or three days after being deposited in the United States mail to the Company in care of its Secretary at its executive offices at 600 North Hurstbourne Parkway, Suite 400, Louisville, KY 40222, and to Participant at the current address shown on the payroll records of the Company, or at such other address as either party may hereafter designate in writing to the other.

15. Severability. The invalidity or unenforceability of any provision of the Agreement shall not affect the validity or enforceability of the remaining provisions of the Agreement, and such invalid or unenforceable provision shall be stricken to the extent necessary to preserve the validity and enforceability of the Agreement.

16. Incorporation of Plan. The Units are granted pursuant to the terms of the Plan and this Agreement, and the Units shall in all respects be interpreted in accordance with the Plan and this Agreement.

17. Governing Law; Jurisdiction. This Agreement shall be governed by, and construed in accordance with, the laws of the Commonwealth of Kentucky. Participant consents to the exclusive jurisdiction of the courts of the Commonwealth of Kentucky and of any federal court located in Jefferson County, Kentucky in connection with any action or proceeding arising out of or relating to this Agreement, any document or instrument delivered pursuant to or in connection with this Agreement, or any breach of this Agreement or any such document or instrument.

18. Entire Agreement. This Agreement and the Plan contain the entire agreement between the parties hereto with respect to the subject matter hereof. It supersedes all prior written or contemporaneous oral agreements related thereto.

IN WITNESS WHEREOF, the Company and Participant have executed and delivered this Agreement as of the date first above written.

CHURCHILL DOWNS INCORPORATED

By: \_\_\_\_\_

Title: \_\_\_\_\_

PARTICIPANT:

By: \_\_\_\_\_

[INSERT NAME]

## CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, William C. Carstanjen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Churchill Downs Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 3, 2016

/s/ William C. Carstanjen

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William C. Carstanjen  
Chief Executive Officer  
(Principal Executive Officer)

## CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Marcia A. Dall, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Churchill Downs Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 3, 2016

/s/ Marcia A. Dall

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Marcia A. Dall  
Executive Vice President and Chief Financial Officer  
(Principal Financial & Accounting Officer)

**Certification of Chief Executive Officer and Principal Financial Officer Pursuant to  
18 U.S.C. Section 1350,  
As Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Churchill Downs Incorporated (the "Company") for the quarterly period ended June 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), William C. Carstanjen, as Chief Executive Officer (Principal Executive Officer) of the Company, and Marcia A. Dall, as Executive Vice President and Chief Financial Officer (Principal Financial & Accounting Officer) of the Company, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ William C. Carstanjen

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William C. Carstanjen  
Chief Executive Officer  
(Principal Executive Officer)

August 3, 2016

/s/ Marcia A. Dall

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Marcia A. Dall  
Executive Vice President and Chief Financial Officer  
(Principal Financial & Accounting Officer)

August 3, 2016

This certification is being furnished to the Securities and Exchange Commission as an exhibit to the Report and shall not be deemed filed by the Company for purposes of § 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Churchill Downs Incorporated and will be retained by Churchill Downs Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.