



## Kentucky Derby 137 Breaks Long-Time Attendance Record as 164,858 Watch Animal Kingdom Rule the 'Run for the Roses'

### Fans Worldwide Wager \$165.2 million, Third-Highest Total in Derby History

LOUISVILLE, Ky., May 7, 2011 (GLOBE NEWSWIRE) -- [Kentucky Derby](#) 137 was one for the record books as 164,858 enthusiastic race fans packed legendary [Churchill Downs](#) Racetrack, smashing the former attendance record of 163,628 set in 1974 during the 100<sup>th</sup> anniversary of the "Run for the Roses." The victory in the \$2 million [Kentucky Derby](#) Presented by Yum! Brands was also the first win in America's premier race for 3-year-old Thoroughbreds for owners and breeders Team Valor, trainer H. Graham Motion and jockey John Velazquez.

On-track guests — from spirited infielders to glamorous celebrities — gathered under overcast, rainy skies that by mid-afternoon gave way to partly sunny, breezy conditions and paid ample visits to the wagering windows. Wagering at [Churchill Downs](#) on the full [Kentucky Derby](#) Day race card, was \$23.4 million, an increase of 9.0 percent over 2010's on-track wagering total of \$21.5 million. On-track wagering on the Derby race was \$11.5 million, an increase of 4.2 percent over the \$11.1 million wagered one year earlier.

All-sources wagering on the [Kentucky Derby](#) card was \$165.2 million, the third-highest in Derby history and an increase of 1.5 percent over the prior year's \$162.7 million. All-sources handle on the Derby race itself was \$112.0 million, flat with 2010's \$112.7 million. [Churchill Downs](#) returned \$135.3 million to bettors, which amounts to 81.9 percent of total wagering on the Derby Day race card.

[NBC](#) Universal networks provided live coverage of [Kentucky Derby](#) 137 throughout the day. Cable channel VERSUS kicked things off at 11 a.m. with the Derby Day undercard. National broadcast coverage continued at 4 p.m. on [NBC](#) with highlights from the [Kentucky Derby](#) red carpet and live coverage of the "Greatest Two Minutes in Sports." A combined team of [NBC](#) Universal hosts, racing analysts and lifestyle correspondents took viewers behind the scenes of the country's biggest day at the races, providing a comprehensive look at the event, the race and the remarkable stories connecting them.

"Today's record-breaking attendance and near-record wagering prove that the [Kentucky Derby](#) is not only an enduring American tradition but one of the most popular and well-supported sports and entertainment events available," said [Churchill Downs](#) President Kevin Flanery. "When you deliver competitive, high-quality racing packaged with an unforgettable social experience, fans will want to be part of it. We saw evidence again this year of the Derby's power as an economic engine and cultural phenomenon. Our [Churchill Downs](#) team is tremendously proud of that outcome, and we want to thank our fans on-track and around the world and the thousands of people outside our company that contribute their time and talents to make each Derby Day successful and memorable."

[Churchill Downs](#), the world's most legendary racetrack, has conducted Thoroughbred racing and presented America's greatest race, the [Kentucky Derby](#), continuously since 1875. Located in Louisville, the flagship racetrack of [Churchill Downs](#) Incorporated (Nasdaq:CHDN) also operates Trackside at [Churchill Downs](#), which offers year-round simulcast wagering at the historic track. The track's 2011 Spring Meet is scheduled for April 30 through July 4. [Churchill Downs](#) has hosted the Breeders' Cup World Championships a record seven times and the event will return to the track for its next renewal on Nov. 4-5, 2011. Information about [Churchill Downs](#) can be found on the Internet at [www.churchilldowns.com](http://www.churchilldowns.com).

*Information set forth in this news release contains various "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The Private Securities Litigation Reform Act of 1995 (the "Act") provides certain "safe harbor" provisions for forward-looking statements. All forward-looking statements made in this news release 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 overall economic environment; the impact of increasing insurance costs; the impact of interest rate fluctuations; the effect of any change in our accounting policies or practices; the financial performance of our racing operations; the impact of gaming competition (including lotteries, online gaming and riverboat, cruise ship and land-based casinos) and other sports and entertainment options in the markets in which we operate; our ability to maintain racing and gaming licenses to conduct our businesses; the impact of live racing day competition with other Florida, Illinois and Louisiana racetracks within those respective markets; the impact of higher purses and other incentives in states that compete with our racetracks; costs associated with our efforts in support of alternative gaming initiatives; costs associated with customer relationship management initiatives; a substantial change in law or regulations affecting pari-mutuel and gaming activities; a substantial change in allocation of live racing days; changes in Kentucky, Florida, Illinois or Louisiana law or regulations that impact revenues or costs of racing operations in those states; the presence of wagering and gaming operations at Indiana and 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 fields horse races; our continued ability to grow our share of the interstate simulcast market and obtain the consents of horsemen's groups to interstate simulcasting; our ability to enter into agreements with other industry constituents for the purchase and sale of racing content for wagering purposes; our ability to execute our acquisition strategy and to complete or successfully operate planned expansion projects; our ability to successfully complete any divestiture transaction; market reaction to our expansion projects; the inability of our totalisator company, United Tote, to maintain its processes accurately or keep its technology current; our accountability for environmental contamination; the loss of key personnel; the impact of natural and other disasters on our operations and our ability to adjust the casualty losses through our property and business interruption insurance coverage; our ability to integrate Yobet, Harlow's and any other businesses we acquire, including our ability to maintain revenues at historic levels and achieve anticipated cost savings; the impact of wagering laws, including changes in laws or enforcement of those laws by regulatory agencies; the outcome of pending or threatened litigation; changes in our relationships with horsemen's groups and their memberships; our ability to reach agreement with horsemen's groups on future purse and other agreements (including, without limiting, agreements on sharing of revenues from gaming and advance deposit wagering); the effect of claims of third parties to intellectual property rights; and the volatility of our stock price.*

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