

Exhibit VIII.A.15.a – Past Similar Applicant/Manager Experience

Submit as Exhibit VIII.A.15.a. a description of the Applicant’s and, if applicable, the Manager’s experience, training and expertise in developing, constructing and operating casinos and related facilities (e.g., hotels, restaurants and entertainment facilities). For each such project, include the name and location, the total dollar investment, number of gaming devices, number of hotel rooms, amenities, total gaming revenues for the last three (3) years, total non-gaming revenues for the last three (3) years, number of full-time employees, and approximate size of the site on which the project is located. For any such project no longer owned or operated, include a description of the disposition of the project or termination of its operations.

Churchill Downs Incorporated (“CDI”), the parent company of the Manager (MVGR LLC), is a diversified provider of pari-mutuel horseracing, casino gaming, entertainment, and is the country’s premier source of online account wagering on horseracing events. CDI has conducted thoroughbred racing continuously since 1875 at its namesake track in Louisville, Kentucky, which is internationally known as the home of the Kentucky Derby. CDI offers gaming products through its casinos in Mississippi, its slot and video poker operations in Louisiana, its slot and poker operations in Florida, its slot and table games operations in Maine and its video lottery terminal joint venture facility in Ohio.

CDI’s gaming properties include:

Fair Grounds Slots in New Orleans, Louisiana

<http://www.fairgroundsracecourse.com>

Opened by CDI in October 2008, Fair Grounds Slots operates approximately 620 slot machines. Fair Grounds Slots is located adjacent to CDI’s 145-acre Fair Grounds Race Course thoroughbred racing operation. Fair Grounds Slots has two casual dining facilities (Gentilly Grill and Desaix Deli), a bar adjacent to the gaming floor, a simulcast facility and other amenities for gaming and pari-mutuel wagering patrons. The facility is approximately 25,000 square feet on approximately two acres of land. Fair Grounds Slots has 236 full-time employees.

Fair Grounds Slots ¹					
Gaming Revenue (net, in millions)			Non-Gaming Revenue (net, in millions)		
2013	2012	2011	2013	2012	2011
\$40.7	\$41.5	\$40.3	\$1.4	\$1.4	\$1.3

CDI’s total investment in Fair Grounds Slots is approximately \$43.3 million.

¹Excludes CDI revenue from its Video Services, LLC (VSI) subsidiary. VSI owns and operates approximately 780 video poker machines at CDI’s twelve off-track betting facilities (OTBs) across Louisiana.



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Calder Casino (“Calder”) in Miami Garden, Florida

<http://www.calderracecourse.com/casino>

Opened by CDI on January 22, 2010, Calder operates approximately 1,130 slot machines and includes a 14-table poker room operation branded “Studz Poker Club.” Calder is located adjacent to CDI’s 180-acre Calder Race Course thoroughbred racing operation. Calder has multiple dining options, including a sports bar/restaurant (TwinSpires Tavern), a buffet (Tropical Gardens Buffet), a food court/ “grab-and-go” (Front Runners Food Court) and a center bar. The casino is approximately 49,000 square feet on approximately 50 acres of land. Calder Casino has 256 full-time employees.

Calder Casino					
Gaming Revenue (net, in millions)			Non-Gaming Revenue (net, in millions)		
2013	2012	2011	2013	2012	2011
\$76.6	\$75.7	\$80.5	\$2.4	\$2.2	\$2.3

CDI’s total investment in Calder is approximately \$82.1 million.

Harlow’s Casino Resort & Spa (“Harlow’s”) in Greenville, Mississippi

www.harlowscasino.com

Acquired by CDI on December 16, 2010 at a cost of approximately \$140.4 million, Harlow’s operates approximately 750 slot machines, 13 table games, a five-story, 105-room attached hotel, multi-functional event center, pool, spa, fitness center and multiple dining facilities, including a fine-dining steakhouse (Louie’s), a buffet (Delta Delights Buffet) and a “grab-and-go” (Sand Bar Café). The casino is approximately 33,000-square feet (and the hotel approximately 101,000 square feet) on approximately 89 acres of land. Harlow’s has 304 full-time employees.

Harlow’s Casino Resort & Spa					
Gaming Revenue (net, in millions)			Non-Gaming Revenue (net, in millions)		
2013	2012	2011	2013	2012	2011
\$49.6	\$54.1	\$51.0	\$2.9	\$2.5	\$2.2

CDI’s total investment in Harlow’s is approximately \$161.1 million.



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Riverwalk Casino Hotel (“Riverwalk”) in Vicksburg, Mississippi

<http://www.riverwalkvicksburg.com>

Acquired by CDI on October 23, 2012 at a cost of approximately \$145.6 million, Riverwalk operates approximately 710 slot machines, 22 table games, a five story, 80-room attached hotel, a 5,600-square-foot multi-functional event center and multiple dining facilities, including a steakhouse (Rocky’s), buffet (Magnolia Hill Buffet) and a “grab-and-go” (Smiley’s). The casino is approximately 29,000 square feet (and the hotel approximately 59,000 square feet) on approximately 49 acres of land. Riverwalk has 374 full-time employees.

Riverwalk Casino Hotel ²					
Gaming Revenue (net, in millions)			Non-Gaming Revenue (net, in millions)		
2013	2012	2011	2013	2012	2011
\$50.5	\$53.3	\$48.0	\$3.1	\$2.4	\$2.3

CDI’s total investment in Riverwalk is approximately \$147.2 million.

Oxford Casino (“Oxford”) in Oxford, Maine

<http://www.oxfordcasino.com>

Acquired by CDI on July 17, 2013 at a cost of approximately \$168.6 million, Oxford operates approximately 850 slot machines, 26 table games and various dining facilities, including a 140-seat casual restaurant (Oxford Grill), a casino bar and a “grab-and-go” (Oxford Express). The casino is approximately 30,000 square feet on approximately 128 acres of land. Oxford had 364 full time employees.

Oxford Casino ²					
Gaming Revenue (net, in millions)			Non-Gaming Revenue (net, in millions)		
2013	2012	2011	2013	2012	2011
\$71.1	\$36.3	N/A	\$4.2	\$2.6	N/A

CDI’s total investment in Oxford is approximately \$169.5 million.

²Includes casino revenue from prior to CDI acquisition.



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Miami Valley Gaming (“Miami Valley”) in Lebanon, Ohio

<http://www.miamivalleygaming.com>

In March 2012, CDI, through the Manager (MVGR LLC), entered into a 50% joint venture with Delaware North Companies Gaming & Entertainment Inc. to develop a video lottery terminal (“VLT”) gaming facility (and associated harness racetrack) in Lebanon, Ohio. On December 12, 2013, the joint venture commenced operations at the new facility. The new facility features 1,600 VLTs and multiple dining options, including a seafood and steak fine-dining restaurant (Cin City Sea & Steak), a buffet (Acres Seasonal Buffet), a “grab-and-go” (Trifecta Eatery), coffee shop (MV Perks) and two bars (1803 Bar and a center bar). The facility is approximately 89,000 square feet on approximately 120 acres of land. The joint venture has invested approximately \$212.0 million in the new facility, which includes a \$50.0 million license fee payable to the Ohio Lottery Commission. Miami Valley has 415 full-time employees.

Miami Valley					
Gaming Revenue (net, in millions)			Non-Gaming Revenue (net, in millions)		
2013	2012	2011	2013	2012	2011
\$5.5	N/A	N/A	\$0.5	N/A	N/A

CDI’s total investment in Miami Valley is approximately \$106.0 million.



CDI Gaming Properties

(\$ millions)

	Fair Grounds Slots	Calder Casino	Harlow's	Riverwalk	Oxford	Miami Valley Gaming
Location	New Orleans, LA	Miami Gardens, FL	Greenville, MS	Vicksburg, MS	Oxford, ME	Lebanon, OH
Total Investment	\$43.3 Open Temp Facility in 2007 Open Permanent Facility in 2008	\$82.1 Opened in Jan. 2010	\$161.1 Acquired in Dec. 2010 Opened in Nov. 2007	\$147.2 Acquired in Oct. 2012 Opened in Oct. 2008	\$169.5 Acquired in July 2013 Opened in June 2012	O opened in Dec. 2013
Number of Slot Machines	620	1,130	750	690	860	1,600
Number of Table Games	-	-	13	15	26	-
Number of Hotel Rooms	-	-	105	80	-	-
Amenities	Dining facilities: Gentilly Grill & Desaix Deli	Dining facilities: TwinSpires Tavern, Tropical Gardens Buffet, Front Runners Food Court & Center Bar	Multi functional event center, hotel, pool, spa and dining facilities (Louie's Steakhouse, Delta Delights & Sand Bar Café)	Multi functional event center, hotel and dining facilities (Rocky's, Magnolia Hill Buffet & Smiley's)	Dining facilities: Oxford Grill & Oxford Express	Dining facilities: Cin City Sea & Steak, Acres Seasonal Buffet, Trifecta Eatery, MV Perks, 1803 Bar & Center Bar
Total Gaming Revenues (last 3 years)*:						
2013	\$40.7	\$76.6	\$49.6	\$50.5	\$71.1	\$5.5
2012	\$41.5	\$75.7	\$54.1	\$53.3	\$36.3	\$0.0
2011	\$40.3	\$80.5	\$51.0	\$48.0	\$0.0	\$0.0
Total Non-Gaming Revenues (last 3 years)*:						
2013	\$1.4	\$2.4	\$2.9	\$3.1	\$4.2	\$0.5
2012	\$1.4	\$2.2	\$2.5	\$2.4	\$2.6	\$0.0
2011	\$1.3	\$2.3	\$2.2	\$2.3	\$0.0	\$0.0
Number of full-time employees	236	256	304	374	364	415
Casino Sqft	25,000	49,000	32,000	29,000	30,000	89,000
Hotel Sqft	-	-	101,500	59,000	-	-
Land Acres**	~2	~50	~89	~49	~128	~120

*Includes revenue prior to CDI's ownership of Riverwalk and Oxford, which were acquired during Oct. 2012 and July 2013, respectively. Additionally, Oxford began operations during June 2012 and Miami Valley Gaming opened December 12, 2013

**Fair Grounds Slots and Calder Casino are adjacent to Thoroughbred racetracks