

## Exhibit VI.G – Names, Addresses and Experience of Directors and Officers

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*Submit as Exhibit VI.G. the name, address, and title of each director, manager or general partner of the Applicant and, if applicable, the Manager and each officer and Casino Key Employee of the Applicant or the Manager. Also, provide resumes of all principals and known individuals who will perform executive management duties or oversight of the Applicant or the Manager.*

The Applicant is a New York limited liability company that is a 50/50 joint venture between Greenbush Casino Associates, LLC and MVGR, LLC. Greenbush Casino Associates, LLC is majority owned by Saratoga Harness Racing, Inc., with minority interests held by Daniel W. Gerrity, James D. Featherstonhaugh and William J. Bissett. MVGR, LLC is wholly owned by Churchill Downs Incorporated. The Applicant is managed by a Board of Managers consisting of four individuals:

Daniel W. Gerrity  
Saratoga Harness Racing, Inc.  
342 Jefferson St.  
Saratoga Springs, NY 12866

James D. Featherstonhaugh  
Featherstonhaugh, Wiley & Clyne, LLP  
99 Pine St., Suite 207  
Albany, NY 12207

William E. Mudd  
Churchill Downs Incorporated  
600 N. Hurstbourne Parkway, Suite 400  
Louisville, KY 40222

Austin Miller  
Churchill Downs Incorporated  
600 N. Hurstbourne Parkway, Suite 400  
Louisville, KY 40222

The Manager is a Delaware limited liability company wholly owned by Churchill Downs Incorporated. MVGR, LLC is managed by a Board of Managers consisting of the following:

William C. Carstanjen  
Churchill Downs Incorporated  
600 N. Hurstbourne Parkway, Suite 400  
Louisville, KY 40222

William E. Mudd  
Churchill Downs Incorporated  
600 N. Hurstbourne Parkway, Suite 400  
Louisville, KY 40222

Alan K. Tse  
Churchill Downs Incorporated  
600 N. Hurstbourne Parkway, Suite 400  
Louisville, KY 40222



Daniel W. Gerrity  
75 Federal Street, 18<sup>th</sup> Floor  
Boston, MA 02110

### Education

- 1966-1970 B.A. in English, University of Virginia
- 1970-1973 J. D. Boston University School of Law
- 1975-1977 M. S. in Urban Planning, Columbia University,  
Equitable Life Assurance Fellow (1976-1977)

### Work Experience

- 1973-1975 Attorney Advisor, U. S. Department of Housing and Urban Development
- 1976-1977 Assistant to the Vice President of Long Range Planning, (Real Estate)  
Equitable Life Assurance Society.
- 1978-present President DWG Development Inc.  
Developed five subsidized housing projects, two conventional and apartment projects, six office complexes and six hotels in New York, Pennsylvania, Connecticut, Massachusetts and Canada
- 1987- present President Marriner and Co. Inc. venture capital firm
- 2003 –present President Saratoga Harness Racing Inc.

### Non Profit Boards

NYC : Community Service Society, Project Greenhope Services for Women, Diller Quail School of Music, Preservation League of New York State, Greenhope Housing for Homeless Corporation.

Boston: Federated Dorchester Neighborhood Houses, Brookline School of Music, Neighborhood House Charter School, Urban Improv.

**JAMES D. FEATHERSTONHAUGH**

**P.O. Box 606**

**Duanesburg, NY 12056**

[jdf@fwc-law.com](mailto:jdf@fwc-law.com)

**PROFESSIONAL EXPERIENCE**

October 2007 – Present

Senior Partner  
Featherstonhaugh, Wiley & Clyne  
Albany, New York

Civil litigation firm specializing in government relations, political law, election law, regulatory affairs, lobby commission compliance and business law.

October 1995 – Present

Part owner, Corporate Secretary & Chief Legal Officer  
Saratoga Harness Racing, Inc.  
Saratoga Springs, New York

Owns and operates Saratoga Casino & Raceway, in Saratoga, New York is partners with Delaware North Companies in the operation of the Gideon Putnam Hotel in Saratoga, New York, operates Saratoga Casino Blackhawk Colorado, owns a 30% stake in Ellis Park, a thoroughbred racetrack in Henderson, Kentucky.

January 2011 – March 2014

Chairman & President  
New York Gaming Association  
Albany, New York

A not-for-profit corporation formed to advance the interests of New York State's nine racetrack casinos.

May 2003 – October 2007

Senior Partner  
Featherstonhaugh, Wiley, Clyne & Cordo, LLP  
Albany, New York

July 2001 – April 2003

Senior Partner  
Featherstonhaugh, Wiley & Clyne, LLP  
Albany, New York

July 1995- June 2001

Senior Partner  
Featherstonhaugh, Conway, Wiley & Clyne, LLP  
Albany, New York

January 1984 – June 1995

Partner  
Roemer & Featherstonhaugh, P.C.  
Albany, New York

February 1985 – August 1995

Village Attorney  
Village of Delanson  
Delanson, New York

June 1976 – June 1980

School District Attorney  
Duanesburg Central School District  
Duanesburg, New York

1974 – 1984

Partner  
Martin & Featherstonhaugh  
Schenectady, New York

January 1972 – 1978

Town Attorney & Town Justice  
Town of Duanesburg  
Duanesburg, New York

1969 – 1974

Associate  
DeGraff, Foy, Conway & Holt-Harris  
Albany, New York

## **EDUCATION**

1966 – 1969

Albany Law School of Union University, JD  
Albany, New York

1962 – 1966

Hobart College  
Geneva, New York

1959 – 1962

Schalmont High School  
Rotterdam, New York

## **BAR ADMISSIONS**

September 2010, January 1990

United States Court of Appeals, Second Circuit

July 1991

Supreme Court of the United States

November 1979

United States District Court, Eastern District of New York

November 1979

United States District Court, Southern District of New York

December 1969

Appellate Division of the State of New York, Third Department

December 1969

United States District Court, Northern District of New York

## **PROFESSIONAL ACTIVITIES**

New York State Bar Association 1969 – Present	Member
State Capital Group 1989 – Present Mid 1990's	Member Director Chairman
U.S. Trotting Association 1982 – Present	Member
American Association for Justice October 1973 – Present	Member

Co-author of the New York Chapter of “Lobbying, PACs and Campaign Finance.”

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## William E. Mudd

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**Accomplished and well-diversified operational finance professional with strong leadership ability, world-class international business experience, and outstanding strategic planning skill set.**

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### Professional Experience

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Churchill Downs Incorporated, Louisville, KY

**Executive Vice President & CFO, Oct 2007 – Present**

- ◆ Responsible for corporate strategy, development/M&A, accounting, planning & analysis, audit, investor relations, tax, treasury operations, Information Technology, procurement and content management
- ◆ Active business partner to the Chairman/CEO by providing insightful analysis of financial and operational performance and making actionable recommendations on both strategy and operations
- ◆ Active leader in the Strategic Planning Process driving diversification away from horse racing into adjacent markets/channels leading to a five year Revenue CAGR of 12% (to \$776 million) and Adjusted EBITDA CAGR of 23% (to \$177 million) since 2008 despite a ~30% contraction in the thoroughbred horse racing industry
- ◆ Acquired a public company, Youbet.com, for ~\$132 million as part of an effort to gain market share in the organically growing online distribution channel; led the cost-out synergy effort beating pro-forma target with \$15 mil. of annualized savings
- ◆ Built successful green field casinos in New Orleans (\$80 mil.) and Miami Gardens (\$33 mil.)
- ◆ Acquired three casinos - Harlow's Resort Casino & Hotel, in Greenville, MS (\$138 mil.), Riverwalk Casino Hotel in Vicksburg, MS (\$140 mil.), and Oxford Casino in Oxford, ME (\$160 mil.)
- ◆ Developed & constructed a new \$272 million racing and gaming facility north of Cincinnati, OH as part of a 50/50 Miami Valley Gaming joint-venture with Delaware North Companies (scheduled to open Dec. 2013)
- ◆ Ensured adequate access to cash during the credit crisis; Negotiated multiple amendments to the bank revolver with better economic terms while quadrupling debt capacity
- ◆ CDI Board member representative for HRTV JV, Miami Valley JV and TrackNet Media JV (dissolved 2010); Primary interface with equity investors thru road shows and investor conferences

GE Infrastructure – Water & Process Technologies – Treviso, PA

**Global Commercial & Americas CFO, Aug 2006 – Oct 2007**

- ◆ Partnered with the VP-Commercial on a strategy to restructure a 3,000+ global commercial team from multiple acquisitions into a common portfolio “solutions” sales organization while delivering the first organic revenue growth in over one and one-half years (+16%/+3% organic)
- ◆ Worked with Product Mgmt to develop a targeted price increase strategy as part of an effort to address contribution margin rate erosion; Annual impact of ~\$32M in EBT
- ◆ Developed commercial processes, systems enhancements & operating rhythms to drive tactical quarterly execution in addition to managing longer-term opportunities for growth
- ◆ Restructured the finance organization to align with key regional sales leaders in an effort to improve responsiveness of the finance team on T&Cs, deal analyses, project funding and customer level profitability
- ◆ Developed a market-based perspective by meeting with customers and ministers of industry, visiting manufacturing facilities, and conducting roundtable discussions

GE Consumer & Industrial Europe, Middle East, & Africa – Budapest, Hungary

**Supply Chain, I/T and Technology CFO, Oct 2004 – Aug 2006**

- ◆ Recruited to help fix financial and controllership processes, upgrade the finance team, restructure the mfg/distribution operations in an effort to turnaround the business
- ◆ Partnered with VP-Supply Chain to develop a three year strategic plan to consolidate warehouses, close manufacturing plants and sell two adjacent non-strategic businesses
  - Completed 3 major warehouse consolidations, two plants closures, and sold one business
- ◆ Addressed \$91 million in balance sheet exposure ranging from inventory obsolescence, ITC profit elimination, pensions, fixed assets, A/P GRNI, ITC payables/receivables and bad debt reserves
- ◆ Led team of 19 direct reports (108 person team) supporting 32 manufacturing facilities and 37 warehouses in 13 countries with ~18,000 hourly employees
- ◆ Responsible for statutory reporting in 9 countries

## **William E. Mudd**

### **Page 2 of 3**

- ◆ Worked with the operating team to deliver \$54 million in variable cost productivity, \$11 million in deflation, lowered base cost by 16%, and increased inventory turnover by 18%
- ◆ Business received the 'Turnaround' award from the Chairman & CEO for 2005 performance

#### **GE Fanuc JV – Charlottesville, VA**

##### **Manager, Global Financial Planning & Analysis, April 2002 – Oct 2004**

- ◆ Supported the CEO by providing accurate, timely, and insightful analysis of operations, allowing the business to deliver quarterly operating metrics including a 184% increase in operating profit over that period by diversifying into factory visualization software (Intellution acquisition), and embedded computing hardware (VMIC and RAMIX acquisitions)
- ◆ Developed Board of Directors presentations highlighting financial performance and strategic initiatives in a complicated JV structure
- ◆ Conducted valuation analysis, due diligence and integrated three acquisitions, ensuring "connected" pro-forma assumptions, compliance with GAAP, and providing training/coaching on GE Culture and practices; led and conducted valuation analysis and negotiations on potential dispositions
- ◆ CFO for six months before moving to Hungary

#### **GE Appliances – Louisville, KY**

##### **Commercial Finance Manager - Retail, Oct 2000 – April 2002**

- ◆ Led a team of finance analyst supporting 3 General Managers and 150 sales people in pricing, promotions, deal analyses, and strategy on \$3.2B of revenue
- ◆ Provided an independent finance view, tempered with business perspective driving the team to deliver results
- ◆ Assisted the operating team in rolling out The Home Depot as a new customer with first year revenue of \$300 million
- ◆ Financial responsibility for \$300 million of annual base costs, \$150 million of price firepower, and \$53 million of variable cost
- ◆ Exceeded operating plan EBT commitment by \$27 million

##### **Leader, Operations Analysis, March 1999 – Oct 2000**

- ◆ Led the preparation of annual budgets, quarterly estimates, and quarterly closing/reporting of \$6B Appliance business; 'quarter backed' the team to deliver every quarterly estimate with no surprises
- ◆ Co-developed Corporate Executive Council, Business Leadership Counsel, and security analyst presentations highlighting GE Appliances financial performance and key strategic initiatives

##### **Senior Financial Analyst – Balance Sheet & International, March 1998 – March 1999**

- ◆ Overall Analyst for GE Appliances balance sheet forecasting and putting plans in place to deliver cash flow, and driving working capital metrics. Exceeded plan by \$33 million.
- ◆ Coordinated restructuring costs budgeting and tracking, hedging foreign exchange exposure, and HQ liaison with Global locations

##### **Master Black Belt/ Manager, Six Sigma & Quality Finance, October 1996 – March 1998**

- ◆ Directed the inaugural Six Sigma team in determining project areas for GEA operations to achieve \$44 million in savings on a \$30 million budget, \$45 million stretch in the first year
- ◆ Led allocation of Six Sigma investment, expense and human resources
- ◆ Ensured the integrity of Six Sigma savings and proper budgeting of them into the operating plan.
- ◆ Led all GE Businesses audited by the Corporate Audit Staff on Benefits Integrity (98%) and Process Consistency and Rigor (96%)

##### **Purchasing Agent, May 1992 – October 1996**

- ◆ Led a cross-functional team responsible for ~\$75 million annual buy in various commodities including wire, wire products, fasteners, castings, copper tubing, and condensers
- ◆ Pushed the supply chain to deliver all key metrics including material deflation, productivity, payment terms, quality and delivery

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**Education and Credentials**

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**Bellarmine University, Louisville, KY**

Bachelor of Science – 1993  
Mathematics & Actuarial Science

**General Electric Programs**

Leadership, Innovation & Growth - 2007  
Management Development Course – 2001  
Creative Leasing – 2001  
Advanced Financial Management Courses  
– Risk & Analyze – 1999  
Managerial Skills Development Course – 1996  
Workshop in Negotiating Skills – 1994  
International Sourcing Seminar – 1993

**Other Executive Development Seminars**

*Northwestern University – Kellogg Graduate School of Management*  
Financial Strategies for Creating Shareholder Value – 2001  
Credit Analysis and Equity Valuation – 2001

*Harvard University (Taught at GE Crontonville Facility)*

Business Government and the International Economy – 2000

**Other Distinctions and Activities**

Bellarmine University Board of Trustee since 2012  
Norton Healthcare Finance Committee Member since 2010  
Inducted into the Gallery of Distinguished Graduates, Bellarmine University, 2008  
Captain, United States Army Reserve – 1991 – 2004  
Financial Management Program Instructor 1999 – 2002  
Certified Master Black Belt – Six Sigma Quality - 1997  
Certified Purchasing Manager – 1996  
Junior Achievement & Golden Field Day Volunteer, Numerous Community Service projects

**References** - Available upon Request

**Webster University, St Louis, Missouri**

Masters Business Administration – 1996  
Management

Business Management Course - 2006  
Experienced Financial Leadership Program (EFLP) – 2001  
Controllership – 2000  
Master Black Belt Quality training – 1997

Purchasing Development Course – 1995  
Process Mapping Facilitation Workshop – 1993  
Cultural Diversity Seminars – 1992



# Austin Miller

*austin.miller@kyderby.com*

## Summary

I am a strategically focused senior leader with over 21 years of operational experience and broad-based expertise in casino and racing operations. I have diverse market and industry experience having worked in multiple, highly competitive markets in Minnesota, Mississippi, Louisiana, and Florida, representing the most respected and successful names in the gaming and entertainment industry including Grand Casinos, Inc., Park Place Entertainment, Caesars Entertainment, Harrah's Entertainment, and Churchill Downs Incorporated.

### ***Areas of excellence include:***

Casino & Resort Operations	Marketing	Strategic Business Planning
Budgets & P&L's	Revenue Optimization	Expense Management
Change Leadership	Communication	Talent Development
Regulatory Compliance	Process Improvement	Creative Problem Solving

## Experience

### **Senior Vice President, Gaming Operations**

*Churchill Downs Inc., Louisville, KY*

*July 2013 – Present*

Reporting directly to the President & Chief Operating Officer of Churchill Downs Incorporated this position has overall management responsibility for all of Churchill's casino operations and racing operations with respect to those properties where both gaming and racing operations are conducted. Key responsibilities include serving as the most senior brick & mortar gaming executive for the company, leading the onsite operating teams, development and implementation of the annual operating and capital plans for each property, leading the integration of gaming asset acquisitions into the Churchill brand, and leading the design, strategic positioning, construction, hiring and opening of greenfield brick & mortar gaming opportunities.

### **President**

*Calder Casino & Race Course, Miami Gardens, Florida*

*June 2010 – July 2013*

Responsible for planning and directing all aspects of the slot, poker, and racing operations at the 221 acre complex in South Florida that includes 2,000 slots, 29 poker tables and 150 live racing days per year. Focused the leadership team on operational efficiency and a shared services organizational structure that supports all three business units leading to over \$7M in cost outs over a three year period. Re-structured and right-sized marketing programs and reinvestments to improve racing and gaming margins in a highly competitive marketplace.

## **President**

*Fair Grounds Race Course & Slots, New Orleans, Louisiana*

*October 2008 – June 2010*

Promoted to direct and oversee the overall operation and success of a collection of assets that includes a thoroughbred racing operation, a 700 game slot casino, and a network of 10 OTB's with over 600 video poker machines that generated \$120M in annual net revenue.

## **Vice President & General Manager of Slot Operations**

*Fair Grounds Race Course & Slots, New Orleans, Louisiana*

*May 2007 – October 2008*

Successfully opened the temporary casino while managing the design build process of a permanent facility that features over 700 slot machines at the neighborhood New Orleans site. Scouted, leased, designed and built a successful new OTB with video poker in Chalmette, LA. Reallocated video poker assets across the network to ensure maximum yield and utilization.

## **Vice President of Gaming Operations**

*Harrab's New Orleans, New Orleans, LA*

*June 2005 – April 2007*

Upon the Harrah's acquisition of Caesars I was promoted from the Grand Casino Gulfport operation to the New Orleans operation to assist with the cultural integration of the two gaming companies and oversee all slot, table games, poker, credit, guest service, and IT operations at a world-class casino resort that featured 115,000 square feet of gaming space, 450 hotel rooms, 2,100 slots, 100 table games, 7 restaurants, 18,000 square feet of meeting space, and a 500 seat production theatre. The property generated \$405M in annual gross gaming revenue and \$483M in total revenue.

## **Senior Vice President of Operations**

*Grand Casino Gulfport, Gulfport, Mississippi*

*December 2003 – June 2005*

Promoted to second in command of a full service casino resort in the highly competitive Mississippi Gulf Coast market. Grand Casino Gulfport featured 102,000 square feet of gaming space, 1,001 hotel rooms in two towers, 2,000 slots, 68 table games, 8 restaurants, 20,000 square feet of meeting space, a lazy river resort pool area, a 2,800 seat event center, a spa, and a Jack Nicklaus designed golf course.

## **Vice President of Marketing Operations**

*Grand Casino Gulfport, Gulfport, Mississippi*

*June 2001 – December 2003*

Responsible for the overall success of all marketing and player development functions including casino hosts & executive hosts, special events, entertainment, players club, motor coach operations, air and junket programs, independent reps, retail operations, and deep sea fishing operations. Awarded Caesars Entertainment's highest associate honor, the Emperor Award for Team Achievement.

(Austin Miller cont.)

### **Vice President of Guest Services**

*Grand Casino Tunica, Tunica Mississippi*

*February 2000 – June 2001*

Promoted to VP role to oversee and develop all casino marketing, player development, public relations, entertainment, and guest service operations at the Tunica resort that featured 140,000 square feet of gaming space, 2,500 slots, 90 table games, 3 hotels, 6 restaurants, a convention center, a golf course, an RV park, and a sporting clays facility.

### **Director of Guest Services**

*Grand Casino Biloxi, Biloxi, Mississippi*

*May 1996– February 2000*

Transitioned from a regional role with multi-property service to a property leadership role to immerse myself into casino operations and oversee all player development, special event, VIP services, players club, motor coach, retail, and PBX functions.

### **Director of Grand Advantage Players Club**

Caesars Entertainment Mid-South Regional Office, Gulfport, Mississippi

*January 1995 – May 1996*

Relocated from MN to MS to lead the overall planning and implementation of the direct marketing, communication, and promotional efforts for two Grand Casino destination resort properties on the Gulf Coast that featured a full complement of Las Vegas style games.

### **Director of Database Marketing, VIP Marketing, & Market Research**

*Grand Casinos, Inc., Plymouth, Minnesota*

*April 1994 – January 1995*

Promoted to a dual property role responsible for the design, coordination, and implementation of the overall database marketing, VIP player marketing, and market research efforts for the Mille Lacs Band of Ojibwe's Grand Casino Gulfport and Grand Casino Mille Lacs which were being managed by Grand Casinos, Inc.

### **Manager of Business Relations**

*Grand Casinos, Inc., Plymouth, Minnesota*

*May 1993 – April 1994*

Promoted to the position to solicit and implement strategic marketing alliances with local, regional, and national companies in support of casino entertainment, special events, and promotions for Grand Casino Mille Lacs and Grand Casino Hinckley.

## **Marketing Representative**

*Grand Casinos, Inc., Plymouth, Minnesota*

*July 1992 – May 1993*

Responsible for group motor coach and limousine sales efforts for Grand Casino Mille Lacs and Grand Casino Hinckley.

## **Education**

Bachelor of Arts, Speech Communication-Rhetoric, 1988–University of Minnesota

University of Birmingham-Overseas Study, 1985–Birmingham, England

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## William C. Carstanjen

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### Professional Experience

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Churchill Downs Incorporated, Louisville, KY

**President & COO**, 2011– Present

**Chief Operating Officer**, 2008-2011

**EVP & General Counsel and Chief Development Officer**, 2005-2008

- ◆ Responsible for (i) operations of all CDI's gaming properties, including six casinos, four race tracks, 12 VLT facilities in New Orleans and related operations; (ii) Churchill Downs Race Track and the Kentucky Derby; (iii) Twinspires.com, the nation's largest legal online wagering business; and (iv) the corporate strategy, IT and political affairs functions.
- ◆ Instrumental in CDI's entry into online gaming through the acquisitions of AmericaTab and Youbet followed by the integration of those businesses together and into CDI, and then the subsequent organic growth
- ◆ Instrumental in the development of CDI's online personnel organization, business processes and strategy
- ◆ Instrumental in CDI's entry into casino gaming with the greenfield development of Fair Grounds Gaming (2008), Calder Casino (2010) and Miami Valley Gaming (2013)
- ◆ Instrumental in CDI's acquisitions of Harlow's Casino (2010), Riverwalk Casino (2012) and Oxford Casino (2013)
- ◆ Instrumental in the EBITDA growth of the Kentucky Derby which has grown almost 50% since 2008

GE Commercial Finance, Energy Financial Services – Stamford, CT

**General Counsel and Managing Director**, 2004 – 2005

- ◆ Lead lawyer and a managing director for one of the 8 main business divisions of GE Commercial Finance (now GE Capital)
- ◆ Commercial Finance (now referred to as GE Capital) was GE's global, diversified financial services company and had over \$220 billion in assets and \$4 billion in net income per annum at the time.
- ◆ The Energy Financial Services division focused on the energy industry, providing financial products across the capital structure, including structured equity, leveraged leasing, partnerships, project finance and broad-based commercial finance. EFS had over \$12 billion in assets and over \$300 million in net income per annum.
- ◆ Led legal team structuring and otherwise supporting over 100 transactions a year.

GE Specialty Materials – Wilton, CT

**General Counsel**, 2002 – 2004

- ◆ Lead lawyer for one of GE's then 8 main industrial business divisions. GESM consisted of a water treatment and equipment business, a silicones manufacturing business and quartz materials business. This division was created in 2001 and grew from approximately \$1.8 billion to \$3 billion in revenues while also divesting two of its original businesses (specialty chemicals and industrial diamonds).
- ◆ Built a highly effective and cost efficient legal department of 15 lawyers drawing from both new hires and reassigned existing GE resources.
- ◆ Negotiated the acquisition of the water treatment and equipment business that became a significant component of GESM.

**William C. Carstanjen**  
**Page 2 of 2**

- ◆ Negotiated the acquisition of Osi Specialties significantly reshaping GESM's Silicones business with a higher margin portfolio of products and an improved intellectual property position.
- ◆ Negotiated the sales of the specialty chemicals and industrial diamonds businesses.

GE World Headquarters – Fairfield, CT  
**Transactions & Finance Counsel, 2000 – 2002**

- ◆ Represented various GE divisions in U.S. and international mergers and acquisitions. Responsibilities included leadership roles in negotiations and integration.
- ◆ Acted as liaison between GE Corporate and global GE legal and business development communities regarding transactions issues and best practices.

Cravath Swaine & Moore – New York, NY  
**Corporate Associate, 1994 – 2000**

- ◆ Mergers & Acquisitions: Represented U.S. and international corporations in connection with mergers, joint ventures, stock and asset acquisitions and dispositions.
- ◆ Securities: Represented public and private issuers and underwriters in public and private securities offerings.
- ◆ Banking & Structured Finance: Represented financial institutions in structured transactions and corporate borrowers and syndicated lenders in connection with various borrowing facilities.

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**Education and Credentials**

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**University of California at Berkeley**  
Bachelor of Arts – 1990  
With high honors

**Columbia University**  
Juris Doctor Degree – 1994  
Harlan Fiske Stone Scholar

# ALAN K. TSE

## EXPERIENCE

### **CHURCHILL DOWNS, INC. (NASDAQ: CHDN)**

**Louisville, KY**

#### **Executive Vice President, General Counsel and Corporate Secretary**

March 2011-Present

- Member of 4 member senior management team responsible for growing the company by 50% and increasing the stock price by 125% since joining the company.
- Manage the legal, compliance and regulatory affairs of the Company which owns and operates the world-renowned Churchill Downs Racetrack, home of the Kentucky Derby, as well as numerous racetracks and casinos throughout the country. In addition, Churchill Downs owns and operates the largest legal on-line gambling company in the US, Twinspires.com and luckity.com, as well as the totalizator company, United Tote and Bluff Media, a multimedia poker content, brand and publishing company.
- Manage and lead all M&A activities.
- Developed and implemented an Enterprise Risk Management program for the company.

### **LG ELECTRONICS MOBILECOMM U.S.A., INC.**

**San Diego, CA**

#### **Vice President and General Counsel**

January 2005-March 2011

- Manage all legal affairs for the #2 cellphone manufacturer in the US with annual sales of over \$6 Billion. Division accounted for over 60% of global earnings for LG Electronics Inc (global fortune 70) in 2008.
- Member of US Executive Management Committee.
- Direct IP strategy and manage all IP litigation for the company (over 30 active matters annually).
- Negotiate, draft and manage all major sales and commercial contracts including billion dollar Master Purchase Agreements with Tier 1 carriers such as Verizon Wireless, AT&T and Sprint Wireless.
- Responsible for compliance and risk management in the company.
- Manage the legal department (7 members, 4 lawyers) with dotted line responsibility for other members both in the US and in Asia.
- Identified and recognized as one of four key employees in the United States for LG Electronics in 2007.

### **LIGOS CORPORATION**

**San Francisco, CA**

#### **VP, General Counsel, Corporate Secretary**

January 2003-January 2005

- Managed all legal affairs for worldwide leader in video compression software technology in the broadcast and network video industries as well as for desktop video applications. An Intel funded company.
- Advised management and Board of Directors on corporate governance, business strategy and initiatives, corporate finance and equity investments.

### **CENTERPOINT BROADBAND TECHNOLOGIES, INC.**

**San Jose, CA**

#### **General Counsel, VP of Strategic Development and Corporate Secretary**

April 2000-August 2002

- Managed all legal affairs for an optical telecommunications networking systems provider with offices in 6 countries (China, India, Germany, the UK, Italy and UAE).
- Drafted S-1 and prepared company for an IPO; executive in charge of the IPO process.
- Negotiated, drafted and managed commercial sales contracts with customers, "Tier 1 and Tier 2" telecommunications service providers (e.g. Sprint, SBC, Orange and AOL), and with suppliers and partners.
- Negotiated and led M&A activities (6 acquisitions in 2 years) including the \$1B acquisition of Zaffire, Inc, the largest private to private merger of 2001.
- Managed and negotiated the successful sale of the Company's wireless equipment business unit in May 2002.
- Integrally involved in process improvement and policy development decisions including the formation of and serving on the patent committee and the compliance committee.

### **BROBECK PHLEGER & HARRISON, LLP**

**Palo Alto, CA**

#### **Corporate Securities Attorney**

1997-April 2000

#### Corporate Securities and Mergers and Acquisitions

- Attorney at the Silicon Valley office of "AMLAW 100" law firm with 900+ attorneys.
- Represented public companies (Cisco, E-Trade, P-Com) in '34 Act related matters and M&A transactions.

- Prepared S-1s, S-3s and S-4s for initial public offerings and follow on offerings. Lead attorney on 6 IPOs
- Drafted and reviewed proxy statements, 10-Ks, 10-Qs, 8-Ks and related public filings.
- Structured, negotiated and drafted merger agreements, asset purchase agreements, joint ventures agreements and strategic investment documents for multiple domestic and international mergers, acquisitions and transactions.

#### General Corporate Representation

- General corporate representation of emerging growth and technology companies, public companies, entrepreneurs, investment banks, private equity funds and venture capital funds.
- Originated clients and transactions and was the primary attorney for 20+ clients.
- Served as primary corporate governance counsel to clients and attended all board meetings, served as Secretary or Assistant Secretary for numerous clients.

#### Venture Capital

- Counseled emerging growth and technology companies on formation, structure and fundraising strategies.
- Drafted stock purchase agreements, investor rights agreements, and other closing documents for venture capital financings resulting in over \$4 billion in private equity and debt investments.
- Represented venture capital and private equity investors in venture capital financings and strategic investments.
- Prepared confidential offering memoranda for private placements of preferred stock.

## EDUCATION

### **HARVARD LAW SCHOOL**

J.D. *cum laude*, June 1997  
 42<sup>nd</sup> Annual Williston Contracts Competition, winner  
 Director of Volunteer Income Tax Assistance Program  
 Harvard Legal Aid Bureau, Student Attorney

### **UNIVERSITY OF CALIFORNIA AT BERKELEY**

B.A. *Phi Beta Kappa*, Economics and Political Science, May 1994  
 Dean's List  
 Kraft Scholarship for Outstanding Undergraduate Accomplishment.

## ACTIVITIES

### **ASIAN AMERICAN LEGAL FOUNDATION**, San Francisco, CA

January 1994-Present

#### **CO-FOUNDER, BOARD OF DIRECTORS**

Filed landmark class action civil rights discrimination lawsuit on behalf of Chinese American parents and students against the San Francisco Unified School District which resulted in a victory in the US Court of Appeals for the 9<sup>th</sup> Circuit and subsequent settlement whereby race-based quotas were eliminated in San Francisco Public Schools. Responsible for the drafting and filing of four Amicus Curiae Briefs to the Supreme Court of the United States.

### **CHESS MASTER**

1990-1995

Nationally ranked candidate master. 1990 US Scholar Chessplayer of the year. Coached nationally ranked youth chess players including the 1994 World Under 10 year old Chess Champion. Served as chief organizer and/or director of numerous national championship tournaments; youngest ever to do so in the United States.

## OTHER

Named "Top GCs to Watch" by Corporate Board Member magazine in 2012  
 "Best Lawyers under 40" by the National Asian Pacific American Bar Association in 2005  
 Board of Directors, Association of Corporate Counsel  
 Faculty, Thomas Jefferson School of Law, in house counsel seminar (2008-2009)  
 Frequent speaker at various national legal conferences on the roles and responsibilities of the Chief Legal Officer.

**ADMITTED**, California Bar (1997), Kentucky Bar (2012)