



**TOGETHER**

We begin. We progress. We succeed.



# DRIVEN

TO BE THE WORLD LEADER IN MOTORSPORTS ENTERTAINMENT BY PROVIDING SUPERIOR, INNOVATIVE, AND THRILLING GUEST EXPERIENCES.

International Speedway Corporation, ("ISC") founded in 1953, is a leading promoter of motorsports-themed entertainment activities in the United States. The Company owns and/or operates 13 of the nation's premier motorsports entertainment facilities, which in total, have approximately 930,000 grandstand seats and 500 suites.

ISC's facilities are located in six of the nation's top 13 media markets and nearly 80 percent of the country's population is located within the primary trading areas of its facilities.

ISC promotes major motorsports events in every month of the racing season — more than any other motorsports promoter.

- Daytona International Speedway® in Florida
- Talladega Superspeedway® in Alabama
- Michigan International Speedway® located outside Detroit
- Richmond International Raceway® in Virginia
- Auto Club Speedway of Southern California<sup>SM</sup> near Los Angeles
- Kansas Speedway® in Kansas City, Kansas
- Phoenix International Raceway® in Arizona
- Chicagoland Speedway® near Chicago, Illinois
- Route 66 Raceway<sup>SM</sup> near Chicago, Illinois
- Homestead-Miami Speedway<sup>SM</sup> in Florida
- Martinsville Speedway® in Virginia
- Darlington Raceway® in South Carolina
- Watkins Glen International® in New York

The Company also owns and operates Motor Racing Network Radio, the nation's largest independent sports radio network and Americrown Service Corporation<sup>SM</sup>, a subsidiary that provides catering services, food and beverage concessions, and produces and markets motorsports-related merchandise. In addition, the Company has a 50 percent interest in the Hollywood Casino at Kansas Speedway.

The National Association for Stock Car Auto Racing (NASCAR) is the most prominent sanctioning body in stock car racing, based on such factors as geographic presence, number of members and sanctioned events. ISC derives approximately 90 percent of its revenues from NASCAR-sanctioned racing events.

ISC attributes its solid revenues and profits to an operating strategy that produces significant operating cash flow which is reinvested in strategic opportunities to grow the business and deliver shareholder value.



## DEAR INTERNATIONAL SPEEDWAY CORPORATION SHAREHOLDERS, PARTNERS AND EMPLOYEES:

**O**ur Company is profitable with strong cash flows and remains financially secure.

For fiscal 2012, we reported revenues of \$612.4 million and non-GAAP net income of \$70.1 million or \$1.51 per diluted share. On a comparable event basis and adjusting for the expected decrease in certain ancillary rights fees to the industry, total revenues were down less than one percent compared to 2011 revenues. During fiscal 2012, we experienced year-over-year increases in broadcast rights fees, net corporate sponsorship and advertising revenues, and food, beverage & merchandise revenues. These revenue increases, along with cost containment initiatives implemented in prior years,

helped partially offset the decline in admissions revenue. As a result, our non-GAAP earnings per share, adjusted as discussed above, was down less than two percent compared to 2011.

The Company's strong cash flows allowed us to continue to deliver best-in-class guest experiences with ongoing capital enhancements across our 13 major motorsports facilities. During the 2012 fiscal year we returned approximately \$20.0 million to our shareholders through an annual dividend and the repurchase of our Class A common stock. We completed the funding and celebrated the opening of our Hollywood Casino at Kansas Speedway, which in less than one year of operations yielded ISC approximately \$15.0 million cash.

Our continued sound capital allocation strategy ensures we maintain a strong financial position that provides a significant competitive advantage across the motorsports entertainment landscape. During the fiscal year, we issued \$100.0 million principal amount of senior unsecured notes due in 2024 in a private placement that bears interest at 3.95 percent. We also amended and restated our revolving credit facility to reflect competitive terms and extend the maturity of the facility for an additional two years. We achieved these favorable rates and terms because ISC has the strongest credit rating in our industry. And, we ended the fiscal year with a low leverage ratio and a cash balance of almost \$80.0 million.

# COMING TOGETHER IS A BEGINNING.

These results are reasons to be proud, but we know we can do better... much better. We have seen positive trends in our business that indicate the consumer is stronger, but we have further inroads to make, notwithstanding macroeconomic headwinds, before we should expect to have sustained growth in admissions-related revenues. Benefiting ISC and our industry is the growing enthusiasm around a vision for the future of our sport. The lessons of the past five years have brought the industry together to move in one unified direction to ensure the health and future growth of NASCAR.

*"The coolest looking car of all the cars that we've run in Sprint Cup."*

| TONY STEWART |

*"It just looks like a fast car sitting there."*

| JEFF GORDON |

We are driving new interest in our sport to multicultural segments of the U.S. population. NASCAR and FOX Deportes, the number one U.S. Latino Sports network, will provide the sport's most

expansive Spanish-language broadcast offering with coverage of 15 Sprint Cup Series races, including for the first time, a Spanish-language broadcast of the 2013 Daytona 500, and several other events as well as original programming, daily news segments and weekly updates. The introduction of the sport to different demographics can increase NASCAR's popularity and measurably grow our sport.

We are supporting NASCAR's Industry Action Plan on a number of fronts. Our greatest opportunity to grow value will be to meet and exceed our fans expectations through on-going capital enhancements at our

motorsports facilities. By providing our fans enhanced audio and visual experiences, more comfortable and wider seating, improved traffic flow, larger social zones, added concession and merchandise points-of-sale, and improved digital media connectivity, we will elevate the live event experience and the value proposition it represents to our race fans.

Meeting the needs of today's consumer to improve attendance trends will ultimately increase corporate sales and influence the long-term health of broadcast media rights fees.

We are pleased that corporate support for ISC and our industry continues to

remain strong. The number of current Fortune 500 companies invested in NASCAR remains higher than any other sport. Moreover, there are more Fortune 500 companies involved in NASCAR than in 2008. With the largest portfolio of sponsors of any motorsports promoter in the country, we fully expect our corporate partnerships to grow over the long-term contributing to increased earnings and greater cash flow visibility.

Our corporate sponsors continue to generate a solid return on their investment in event entitlements to grow their respective businesses. Entitlements, such as the Sprint Unlimited which is now part of the events of Budweiser Speedweeks, provide our corporate partners an opportunity

to essentially own an entire week of the NASCAR season while receiving valuable exposure for months prior to the event. In addition to Sprint, we have added Kellogg's, Toyota, and others as new entitlement sponsors; impressive additions to our all-star roster of corporate partners.

NASCAR made great progress over the past year in securing future broadcast rights fees for the industry from which promoters receive 65.0 percent of the revenues. In October 2012, NASCAR and FOX finalized an eight-year extension of its broadcast rights through the 2022 motorsports season. The extension, according to industry sources, is valued at more than \$2.4 billion over eight years, an approximate 36.4 percent

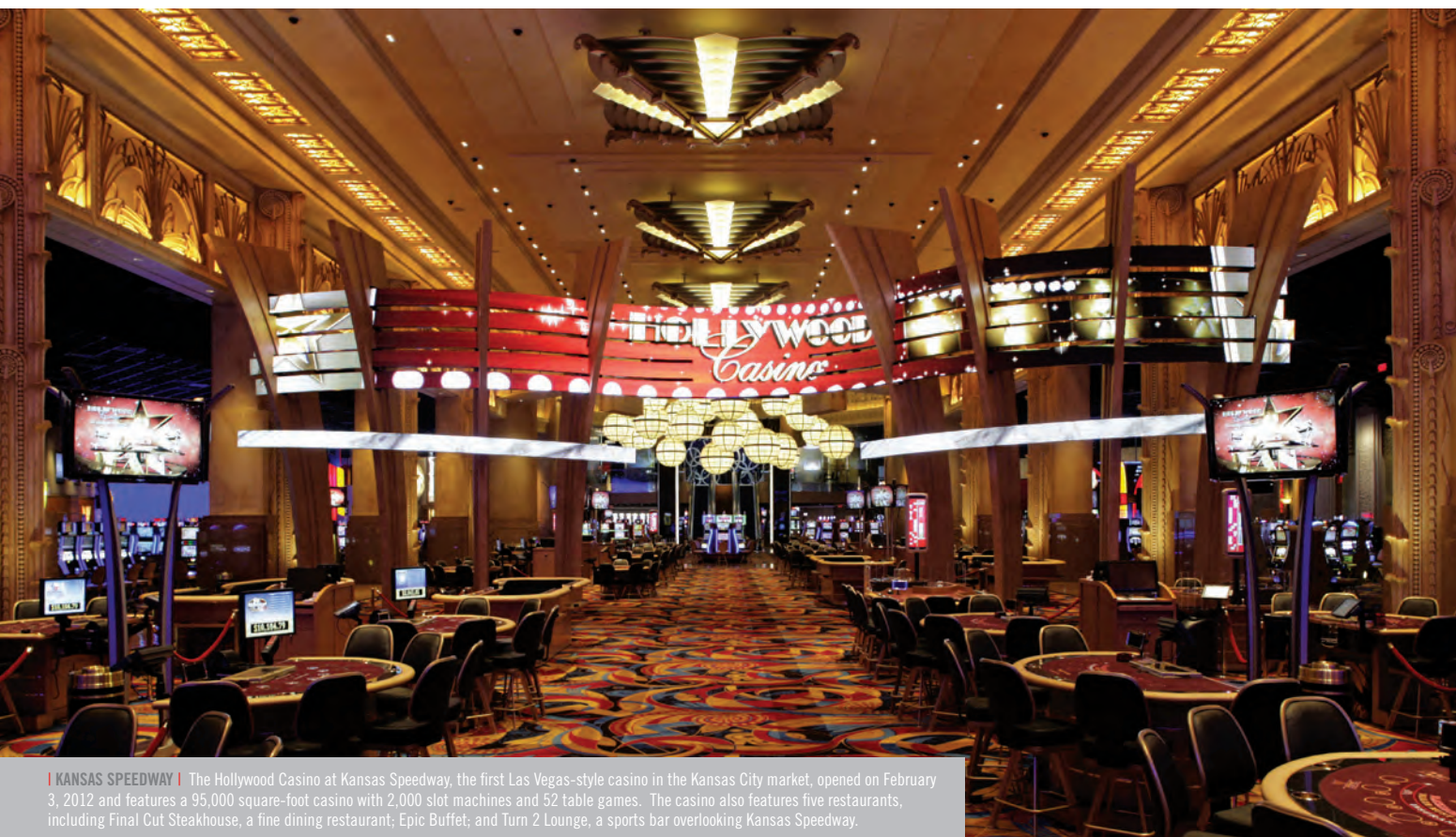
We have aligned with NASCAR as it embarks on its ambitious five-year Industry Action Plan to better connect with existing fans, as well as engage Gen Y, youth and multicultural consumers in motorsports. The Industry Action Plan is also aimed at ensuring the future of NASCAR by improving product relevance, cultivating driver star power, growing digital / social media activities and enhancing the event experience.

While numerous initiatives within the Industry Action Plan have been announced, we are particularly excited about this year's introduction of the "Gen-6" next generation NASCAR Sprint Cup car. The Gen-6 program is the most comprehensive overhaul in the sport since the 2007 debut of the "Car of Tomorrow." We believe this exciting new design will re-connect brand identity as the styling better resembles a given manufacturer's production car while reinforcing the fans' affinity for that brand. The feedback from the fans and the drivers is more than encouraging.

*"It's got the 'stock' back in stock car racing."*

| JEFF BURTON |





**KANSAS SPEEDWAY** | The Hollywood Casino at Kansas Speedway, the first Las Vegas-style casino in the Kansas City market, opened on February 3, 2012 and features a 95,000 square-foot casino with 2,000 slot machines and 52 table games. The casino also features five restaurants, including Final Cut Steakhouse, a fine dining restaurant; Epic Buffet; and Turn 2 Lounge, a sports bar overlooking Kansas Speedway.

increase over the current FOX agreement that expires after the 2014 motorsports season. As a result of the positive outcome with FOX, we are encouraged about the prospects for the remaining content on ESPN / ABC and TNT.

As broadcast rights fees are our largest revenue source, 46.0 percent of 2012 total revenues, it is imperative that we focus on growing our brand, which includes the iconic Daytona International Speedway and the Daytona 500. Its premier status within the sport and the fact that the Daytona 500 is among the most valuable sporting event brands in the world is a key reason we are in the process of reviewing potentially highly impactful projects at our legendary speedway.

To provide context, Daytona International Speedway receives the most broadcast fees of any motorsports facility that hosts NASCAR Sprint Cup series events. The Daytona 500 commands the highest weighted average ticket price and generates the most corporate sponsorship dollars of any event we host. It is vital that we elevate this brand to ensure that it remains the "World Center of Racing" while generating substantial profitability and cash flow to the Company.

While many aspects are yet to be determined such projects could include a complete overhaul of the entire frontstretch grandstand, creating a world class motorsports entertainment complex including features such as new seats, suites and guest amenities, as well as new

entry points, improved fan conveyance, a modern exterior, first-class interior areas, and a redesigned midway for fans. While moving forward on this project is subject to achieving certain benchmarks and approvals, we remain optimistic that we will acquire them.

On-going capital enhancements are not unique to us or to NASCAR. The evolution of sports facilities is on-going and is relevant for all major sports. We must be willing to meet the expectations of our customers or risk losing market share to direct competitors and/or other forms of entertainment. Not all of our capital enhancements provide immediate returns on invested capital, but better position the Company to compete with other forms of entertainment for the consumer as well as corporate dollars.



## PREPARING FOR THE NEXT 50



DIS | FAN CONVEYANCE



DIS | SUITES



DIS | NEW ENTRY POINTS



DIS | CONCESSIONS

WORKING **TOGETHER** IS SUCCESS.



We have always operated in such a way as to maintain a strong financial profile and will continue to do so moving forward. As a leader in motorsports entertainment, ISC will continue to play a major role in the growth of the motorsports entertainment industry. We are excited about the near and long-term prospects of our Company and remain committed to building value for our shareholders.

In NASCAR it takes a collaborative effort to win a race. The driver can only succeed if the team supporting him or her is equally up to the task. We are confident that our alignment with NASCAR's Industry Action Plan, along with other industry stakeholders, will drive our sport to flourish. While we are only in the first full-year of the Industry Action Plan we are encouraged by the initiatives announced to date and the collaborative efforts of all involved.

The start of the motorsports season is always an exciting time of year for us and more important, for our fans and our sponsors. We appreciate your continued support and look forward to seeing you at the races!

*Lesa Francis Kennedy*  
VICE CHAIR AND CHIEF EXECUTIVE OFFICER

*John R. Gault*  
PRESIDENT



# OUR CORPORATE OFFICERS

**JAMES C. FRANCE**

Chairman of the Board

**LESA FRANCE KENNEDY**

Vice Chair and Chief Executive Officer

**JOHN R. SAUNDERS**

President

**W. GARRETT CROTTY**

Senior Vice President, General Counsel & Secretary

**DANIEL W. HOUSER**

Senior Vice President, Chief Financial Officer and Treasurer

**DARYL Q. WOLFE**

Senior Vice President and Chief Marketing Officer

**JOIE S. CHITWOOD III**

President of Daytona International Speedway and Vice President of ISC

**LAURA E. JACKSON**

Vice President, Corporate Services

**W. GRANT LYNCH, JR.**

Chairman of Talladega Superspeedway and Vice President of ISC

**CRAIG A. NEEB**

Vice President, Business Development and Chief Digital Officer

**BRETT M. SCHARBACK**

Vice President - Deputy General Counsel, Chief Compliance Officer and Assistant Secretary

**BRIAN K. WILSON**

Vice President of Corporate Development

Investor Inquiries and 10-K

For more information about International Speedway Corporation, contact:

Investor and Corporate Communications

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Daytona Beach, FL 32114  
Phone: (386) 681-4281  
www.internationalspeedwaycorporation.com

Corporate Address

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Transfer Agent and Registrar

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(800) 568-3476

Independent Auditors for 2012  
Ernst & Young LLP, Jacksonville, FL



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended November 30, 2012



INTERNATIONAL SPEEDWAY CORPORATION

(Exact name of registrant as specified in its charter)

ONE DAYTONA BOULEVARD, DAYTONA BEACH, FLORIDA

(Address of principal executive offices)

32114

(Zip code)

FLORIDA

O-2384

59-0709342

(State or other jurisdiction of incorporation)

(Commission File Number)

(I.R.S. Employer Identification Number)

Registrant's telephone number, including area code: (386) 254-2700

Securities registered pursuant to Section 12 (b) of the Act:

Title of each class	Name of each exchange on which registered
Class A Common Stock — \$.01 par value	NASDAQ/National Market System

Securities registered pursuant to Section 12 (g) of the Act:

Common Stock — \$.10 par value  
Class B Common Stock — \$.01 par value  
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  NO

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 (Section 232.405 of this chapter) 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) 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 aggregate market value of the voting stock held by nonaffiliates of the registrant as of May 31, 2012 was \$667,045,043.92 based upon the last reported sale price of the Class A Common Stock on the NASDAQ National Market System on Thursday, May 31, 2012 and the assumption that all directors and executive officers of the Company, and their families, are affiliates.

At December 31, 2012, there were outstanding: No shares of Common Stock, \$.10 par value per share, 26,378,851 shares of Class A Common Stock, \$.01 par value per share, and 20,044,571 shares of Class B Common Stock, \$.01 par value per share.

DOCUMENTS INCORPORATED BY REFERENCE. The information required by Part III is to be incorporated by reference from the definitive information statement which involves the election of directors at our April 2013 Annual Meeting of Shareholders and which is to be filed with the Commission not later than 120 days after November 30, 2012.

EXCEPT AS EXPRESSLY INDICATED OR UNLESS THE CONTEXT OTHERWISE REQUIRES, "ISC," "WE," "OUR," "COMPANY," "US," OR "INTERNATIONAL SPEEDWAY" MEAN INTERNATIONAL SPEEDWAY CORPORATION, A FLORIDA CORPORATION, AND ITS SUBSIDIARIES.

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## PART I

### ITEM 1. BUSINESS

#### GENERAL

We are a leading owner of major motorsports entertainment facilities and promoter of motorsports themed entertainment activities in the United States. Our motorsports themed event operations consist principally of racing events at our major motorsports entertainment facilities. We currently own and/or operate 13 of the nation's major motorsports entertainment facilities:

- Daytona International Speedway® in Florida;
- Talladega Superspeedway® in Alabama;
- Richmond International Raceway® in Virginia;
- Michigan International Speedway® in Michigan;
- Auto Club Speedway of Southern California<sup>SM</sup> in California;
- Kansas Speedway® in Kansas;
- Chicagoland Speedway® in Illinois;
- Darlington Raceway® in South Carolina;
- Homestead-Miami Speedway<sup>SM</sup> in Florida;
- Martinsville Speedway® in Virginia;
- Phoenix International Raceway® in Arizona;
- Watkins Glen International® in New York; and
- Route 66 Raceway<sup>SM</sup> in Illinois.

In 2012, these motorsports entertainment facilities promoted well over 100 stock car, open wheel, sports car, truck, motorcycle and other racing events, including:

- 21 National Association for Stock Car Auto Racing (“NASCAR”) Sprint Cup Series events;
- 15 NASCAR Nationwide Series events;
- 9 NASCAR Camping World Truck Series events;
- 4 Grand American Road Racing Association (“Grand American”) events including the premier sports car endurance event in the United States, the Rolex 24 at Daytona;
- One National Hot Rod Association (“NHRA”) Full Throttle drag racing series event;
- One IZOD IndyCar (“IndyCar”) Series event; and
- A number of other prestigious stock car, sports car, open wheel and motorcycle events.

Our business consists principally of promoting racing events at these major motorsports entertainment facilities, which, in total, currently have approximately 930,000 grandstand seats and 536 suites. We earn revenues and generate substantial cash flows primarily from admissions, television media rights fees, promotion and sponsorship fees, hospitality rentals (including luxury suites, chalets and the hospitality portion of club seating), advertising revenues, royalties from licenses of our trademarks, parking and camping, and track rentals. We own Americrown Service Corporation (“Americrown”), which provides catering, concessions and merchandise sales and services at certain of our motorsports entertainment facilities. We also own and operate the Motor Racing Network, Inc. (“MRN”) radio network, also doing business under the name “MRN Radio”, the nation's largest independent motorsports radio network in terms of event programming.

#### INCORPORATION

We were incorporated in 1953 under the laws of the State of Florida under the name “Bill France Racing, Inc.” and changed our name to “Daytona International Speedway Corporation” in 1957. With the groundbreaking for Talladega Superspeedway in 1968, we changed our name to “International Speedway Corporation.” Our principal executive offices are located at One Daytona Boulevard, Daytona Beach, Florida 32114, and our telephone number is (386) 254-2700. We maintain a website at <http://www.internationalspeedwaycorporation.com/>. The information on our website is not part of this report.

#### OPERATIONS

The general nature of our business is a motorsports themed amusement enterprise, furnishing amusement to the public in the form of motorsports themed entertainment. Our motorsports themed event operations consist principally of racing events at our major motorsports entertainment facilities, which include providing catering, merchandise and food and beverage concessions at our motorsports entertainment facilities that host NASCAR Sprint Cup Series events except for catering and food and beverage concessions at Chicagoland Speedway (“Chicagoland”) and Route 66 Raceway (“Route 66”). Our other operations

include MRN; our 50.0 percent equity investments in the joint ventures Kansas Entertainment, LLC (“Kansas Entertainment”), which operates the Hollywood Casino at Kansas Speedway, and SMISC, LLC (“SMISC”), which conducts business through a wholly owned subsidiary Motorsports Authentics, LLC; and certain other activities. We derived approximately 90.1 percent of our 2012 revenues from NASCAR-sanctioned racing events at our wholly owned motorsports entertainment facilities. In addition to events sanctioned by NASCAR, in fiscal 2012, we promoted other stock car, open wheel, sports car, motorcycle and go-kart racing events.

#### Americrown — Food, Beverage and Merchandise Operations

We conduct, either through operations of the particular facility or through our wholly owned subsidiary operating under the name “Americrown,” souvenir merchandising operations, food and beverage concession operations and catering services, both in suites and chalets, for customers at each of our motorsports entertainment facilities with the exception of food and beverage concessions and catering services at Chicagoland and Route 66.

#### Motor Racing Network, Inc.

Our wholly owned subsidiary, MRN, also does business under the name “MRN Radio”. While not a radio station, MRN creates motorsports-related programming content carried on radio stations around the country, as well as a national satellite radio service, Sirius XM Radio. MRN produces and syndicates to radio stations live coverage of the NASCAR Sprint Cup, Nationwide and Camping World Truck series races and certain other races conducted at our motorsports entertainment facilities, as well as some races conducted at motorsports entertainment facilities we do not own. Sirius XM Radio also compensates MRN for the contemporaneous re-airing of race broadcasts and certain other production services. MRN produces and provides unique content to its website, <http://www.motorracingnetwork.com/>, and derives revenue from the sale of advertising on such website. Each motorsports entertainment facility has the ability to separately contract for the rights to radio broadcasts of NASCAR and certain other events held at its location. In addition, MRN provides production services for Sprint Vision, the trackside large screen video display units, at substantially all NASCAR Series event weekends. MRN also produces and syndicates daily and weekly NASCAR racing-themed programs. MRN derives revenue from the sale of national advertising contained in its syndicated programming, the sale of advertising and audio and video production services for Sprint Vision, as well as from rights fees paid by radio stations that broadcast the programming.

#### EQUITY INVESTMENTS

##### Hollywood Casino at Kansas Speedway

We have a 50/50 partnership with Penn Hollywood Kansas Inc. (“Penn”), a subsidiary of Penn National Gaming Inc., which operates a Hollywood-themed and branded destination entertainment facility, overlooking turn two of Kansas Speedway (“Kansas”). Penn is the managing member of Kansas Entertainment and is responsible for the operation of the casino.

##### Motorsports Authentics

We partnered with Speedway Motorsports, Inc. in a 50/50 joint venture, SMISC, which, through its wholly owned subsidiary Motorsports Authentics, LLC conducts business under the name Motorsports Authentics (“MA”). MA designs, promotes, markets and distributes motorsports licensed merchandise.

##### Other Activities

From time to time, we use our motorsports entertainment facilities for testing for teams, driving schools, riding experiences, car shows, auto fairs, concerts and settings for television commercials, print advertisements and motion pictures. We also rent “show cars” for promotional events.

##### Competition

We are among the largest owners of major motorsports themed entertainment facilities based on revenues, number of facilities owned and/or operated, number of motorsports themed events promoted and market capitalization. Racing events compete with other professional sports such as football, basketball, hockey and baseball, as well as other recreational events and activities. Our events also compete with other racing events sanctioned by various racing bodies such as NASCAR, the American Sportbike Racing Association — Championship Cup Series, United States Auto Club (“USAC”), Sports Car Club of America (“SCCA”), Grand American, Automobile Racing Club of America (“ARCA”) and others, many of which are often held on the same dates at separate motorsports entertainment facilities. We believe that the type and caliber of promoted racing events, facility location, sight lines, pricing, variety of motorsports themed amusement options and level of customer conveniences and amenities are the principal factors that distinguish competing motorsports entertainment facilities.



## Employees

As of November 30, 2012 we had over 840 full-time employees. We also engage a significant number of temporary personnel to assist during periods of peak attendance at our events, some of whom are volunteers. None of our employees are represented by a labor union. We believe that we enjoy a good relationship with our employees.

## Company Website Access and SEC Filings

The Company's website may be accessed at <http://www.internationalspeedwaycorporation.com/>. Through a link on the Investor Relations portion of our internet website, you can access all of our filings with the Securities and Exchange Commission ("SEC"). However, in the event that the website is inaccessible our filings are available to the public over the internet at the SEC's website at <http://www.sec.gov/>. You may also read and copy any document we file with the SEC at its public reference facilities at 100 F Street, NE, Washington, D.C. 20549. You can also obtain copies of the documents at prescribed rates by writing to the Public Reference Room of the SEC at 100 F Street, NE, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facilities. You can also obtain information about us at the offices of the National Association of Securities Dealers, 1735 K St., N.W., Washington, D.C. 20006.

## ITEM 1A. RISK FACTORS

### *Forward-looking statements*

This report contains forward-looking statements. The documents incorporated into this report by reference may also contain forward-looking statements. You can identify a forward-looking statement by our use of the words "anticipate," "estimate," "expect," "may," "believe," "objective," "projection," "forecast," "goal," and similar expressions. Forward-looking statements include our statements regarding the timing of future events, our anticipated future operations and our anticipated future financial position and cash requirements.

We believe that the expectations reflected in our forward-looking statements are reasonable. We do not know whether our expectations will ultimately prove correct.

In the section that follows below, in cautionary statements made elsewhere in this report, and in other filings we have made with the SEC, we list the important factors that could cause our actual results to differ from our expectations. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors described below and other factors set forth in or incorporated by reference in this report.

These factors and cautionary statements apply to all future forward-looking statements we make. Many of these factors are beyond our ability to control or predict. Do not put undue reliance on forward-looking statements or project any future results based on such statements or on present or prior earnings levels.

Additional information concerning these, or other factors, which could cause the actual results to differ materially from those in our forward-looking statements is contained from time to time in our other SEC filings. Copies of those filings are available from us and/or the SEC.

### *Adverse changes in our relationships with NASCAR and other motorsports sanctioning bodies, or their present sanctioning practices, could limit our future success*

Our success has been, and is expected to remain, dependent on maintaining good working relationships with the organizations that sanction the races we promote at our facilities, particularly NASCAR. NASCAR-sanctioned races conducted at our wholly owned motorsports entertainment facilities accounted for approximately 90.1 percent of our total revenues in fiscal 2012. Each NASCAR sanctioning agreement (and the accompanying media rights fees revenue) is awarded on an annual basis and NASCAR is not required to continue to enter into, renew or extend sanctioning agreements with us to conduct any event. Any adverse change in the present sanctioning practices, could adversely impact our operations and revenue. Moreover, although our general growth strategy includes the possible development and/or acquisition of additional motorsports entertainment facilities, we have no assurance that any sanctioning body, including NASCAR, will enter into sanctioning agreements with us to conduct races at any newly developed or acquired motorsports entertainment facilities. Failure to obtain a sanctioning agreement for a major NASCAR event could negatively affect us. Similarly, although NASCAR has in the past approved our requests for realignment of sanctioned events, NASCAR is not obligated to modify its race schedules to allow us to schedule our races more efficiently or profitably.

### *Changes to media rights revenues could adversely affect us*

Domestic broadcast and ancillary media rights fees revenues derived from NASCAR's three national touring series -- the NASCAR Sprint Cup Series, Nationwide Series, and Camping World Truck Series -- are an important component of our revenue and earnings stream and any adverse changes to such rights fees revenues could adversely impact our results. The current long-term contracts, which expire in 2014, give us significant cash flow visibility. In October 2012, NASCAR and FOX Sports Media Group ("FOX") finalized an eight-year extension of its broadcast rights through the 2022 NASCAR season. Per the extension, FOX will retain the television rights to 13 consecutive NASCAR Sprint Cup Series points races and 3 NASCAR Sprint Cup Series non-point races. Also, FOX retains the entire NASCAR Camping World Truck Series season, and practice and qualifying for both the NASCAR Sprint Cup Series and the NASCAR Camping World Truck Series races that FOX broadcasts. The remaining NASCAR national touring series content that expires in 2014 that is not part of the FOX extension will be negotiated with NASCAR in the coming months. Any material changes in the media industry that could lead to differences in historical practices or decreases in the term and/or financial value of future broadcast agreements could have a material adverse affect on our revenues and financial results.

### *Changes, declines and delays in consumer and corporate spending as well as illiquid credit markets could adversely affect us*

Our financial results depend significantly upon a number of factors relating to discretionary consumer and corporate spending, including economic conditions affecting disposable consumer income and corporate budgets such as:

- Employment;
- Business conditions;
- Interest rates; and

- Taxation rates.

These factors can impact both attendance at our events and advertising and marketing dollars available from the motorsports industry's principal sponsors and potential sponsors. Economic and other lifestyle conditions such as illiquid consumer and business credit markets adversely affect consumer and corporate spending thereby impacting our revenue, profitability and financial results. Further, changes in consumer behavior such as deferred purchasing decisions and decreased spending budgets adversely impact our cash flow visibility and revenues. The significant economic deterioration that began in fiscal 2008, for example, has impacted these areas of our business and our revenues and financial results.

Unavailability of credit on favorable terms can adversely impact our growth, development and capital spending plans. General economic conditions were significantly and negatively impacted by the September 11, 2001 terrorist attacks and could be similarly affected by any future attacks, by a terrorist attack at any mass gathering or fear of such attacks, or by other acts or prospects of war. Any future attacks or wars or related threats could also increase our expenses related to insurance, security or other related matters. A weakened economic and business climate, as well as consumer uncertainty and the loss of consumer confidence created by such a climate, could adversely affect our financial results. Finally, our financial results could also be adversely impacted by a widespread outbreak of a severe epidemiological crisis.

*Delay, postponement or cancellation of major motorsports events because of weather or other factors could adversely affect us*

We promote outdoor motorsports entertainment events. Weather conditions affect sales of, among other things, tickets, food, drinks and merchandise at these events. Poor weather conditions prior to an event, or even the forecast of poor weather conditions, could have a negative impact on us, particularly for walk-up ticket sales to events which are not sold out in advance, as well as renewals for the following year. If an event scheduled for one of our facilities is delayed or postponed because of weather or other reasons such as, for example, the general postponement of all major sporting events in the United States following the September 11, 2001 terrorism attacks, we could incur increased expenses associated with conducting the rescheduled event, as well as possible decreased revenues from tickets, food, drinks and merchandise at the rescheduled event. If such an event is cancelled, we would incur the expenses associated with preparing to conduct the event as well as losing the revenues, including any live broadcast revenues, associated with the event.

If a cancelled event is part of the NASCAR Sprint Cup, Nationwide or Camping World Truck series, in the year of cancellation we could experience a reduction in the amount of money we expect to receive from television revenues for all of our NASCAR-sanctioned events in the series that experienced the cancellation. This would occur if, as a result of the cancellation, and without regard to whether the cancelled event was scheduled for one of our facilities, NASCAR experienced a reduction in television revenues greater than the amount scheduled to be paid to the promoter of the cancelled event.

*France Family Group control of NASCAR creates conflicts of interest*

Members of the France Family Group own and control NASCAR. James C. France, our Chairman of the Board, and Lesa France Kennedy, our Vice Chairman and Chief Executive Officer, are both members of the France Family Group in addition to holding positions with NASCAR. Each of them, as well as our general counsel, spends part of his or her time on NASCAR's business. Because of these relationships, even though all related party transactions are approved by our Audit Committee, certain potential conflicts of interest between us and NASCAR exist with respect to, among other things:

- The terms of any sanctioning agreements that may be awarded to us by NASCAR;
- The amount of time the employees mentioned above and certain of our other employees devote to NASCAR's affairs; and
- The amounts charged or paid to NASCAR for office rental, transportation costs, shared executives, administrative expenses and similar items.

France Family Group members, together, beneficially own approximately 39.0 percent of our capital stock and control over 72.0 percent of the combined voting power of both classes of our common stock. Historically members of the France Family Group have voted their shares of common stock in the same manner. Accordingly, they can (without the approval of our other shareholders) elect our entire Board of Directors and determine the outcome of various matters submitted to shareholders for approval, including fundamental corporate transactions and have done so in the past. If holders of class B common stock other than the France Family Group elect to convert their beneficially owned shares of class B common stock into shares of class A common stock and members of the France Family Group do not convert their shares, the relative voting power of the France Family Group will increase. Voting control by the France Family Group may discourage certain types of transactions involving an actual or potential change in control of us, including transactions in which the holders of class A common stock might receive a premium for their shares over prevailing market prices.

*Our success depends on the availability and performance of key personnel*

Our continued success depends upon the availability and performance of our senior management team which possesses unique and extensive industry knowledge and experience. Our inability to retain and attract key employees in the future, could have a negative effect on our operations and business plans.

*Future impairment or loss on disposal of goodwill and other intangible assets or long-lived assets by us or our equity investments and joint ventures could adversely affect our financial results*

Our consolidated balance sheets include significant amounts of goodwill and other intangible assets and long-lived assets which could be subject to impairment or loss on disposal.

- In fiscal 2010, we recorded a before-tax charge of approximately \$8.9 million as an impairment/loss on disposal of long-lived assets primarily attributable to the non-cash impairment of certain costs related to the Daytona Development Project and removal of certain other long-lived assets located at our motorsports facilities;
- In fiscal 2011, we recorded a before-tax charge of approximately \$4.7 million as an impairment/loss on disposal of long-lived assets primarily attributable to the removal of certain other long-lived assets located at our motorsports facilities; and
- In fiscal 2012, we recorded a before-tax charge of approximately \$11.1 million as an impairment/loss on disposal of long-lived assets primarily attributable to the removal of certain other long-lived assets located at our motorsports facilities.

As of November 30, 2012, goodwill and other intangible assets and property and equipment accounts for approximately \$1.7 billion, or 85.5 percent of our total assets. We account for our goodwill and other intangible assets in accordance with Accounting Standards Codification ("ASC") 350, "Intangibles — Goodwill and Other", and for our long-lived assets in accordance with ASC 360, "Property, Plant and Equipment." Both ASC 350 and 360 require testing goodwill and other intangible assets and long-lived assets for impairment based on assumptions regarding our future business outlook. While we continue to review and analyze many factors that can impact our business prospects in the future, our analyses are subjective and are based on conditions existing at and trends leading up to the time the assumptions are made. Actual results could differ materially from these assumptions. Our judgments with regard to our future business prospects could impact whether or not an impairment is deemed to have occurred, as well as the timing of the recognition of such an impairment charge. If future testing for impairment of goodwill and other intangible assets or long-lived assets results in a reduction in their carrying value, we will be required to take the amount of the reduction in such goodwill and other intangible assets or long-lived assets as a non-cash charge against operating income, which would also reduce shareholders' equity.

In addition, our growth strategy includes investing in certain joint venture opportunities. In these equity investments we exert significant influence on the investee but do not have effective control over the investee, which adds an additional element of risk that can adversely impact our financial position and results of operations. Our equity investments total approximately \$146.4 million at November 30, 2012.

*Personal injuries to spectators and participants could adversely affect financial results*

Motorsports can be dangerous to participants and spectators. We maintain insurance policies that provide coverage within limits that we believe should generally be sufficient to protect us from a large financial loss due to liability for personal injuries sustained by persons on our property in the ordinary course of our business. There can be no assurance, however, that the insurance will be adequate or available at all times and in all circumstances. Our financial condition and results of operations could be affected negatively to the extent claims and expenses in connection with these injuries are greater than insurance recoveries or if insurance coverage for these exposures becomes unavailable or prohibitively expensive.

In addition, sanctioning bodies could impose more stringent rules and regulations for safety, security and operational activities. Such regulations include, for example, the improvements and additions of retaining walls at our facilities, which have increased our capital expenditures, and increased security procedures which have increased our operational expenses.

*We operate in a highly competitive environment*

As an entertainment company, our racing events face competition from other spectator-oriented sporting events and other leisure, entertainment and recreational activities, including professional football, basketball, hockey and baseball. As a result, our revenues are affected by the general popularity of motorsports, the availability of alternative forms of recreation and changing consumer preferences and habits, including how consumers consume entertainment. Our racing events also compete with other racing events sanctioned by various racing bodies such as NASCAR, USAC, NHRA, International Motorsports Association, SCCA, Grand American, ARCA and others. Many sports and entertainment businesses have resources that exceed ours.

*We are subject to changing governmental regulations and legal standards that could increase our expenses*

We believe that our operations are in material compliance with all applicable federal, state and local environmental, land use and other laws and regulations.

If it is determined that damage to persons or property or contamination of the environment has been caused or exacerbated by the operation or conduct of our business or by pollutants, substances, contaminants or wastes used, generated or disposed of by us, or if pollutants, substances, contaminants or wastes are found on property currently or previously owned or operated by us, we may be held liable for such damage and may be required to pay the cost of investigation and/or remediation of such contamination or any related damage. The amount of such liability as to which we are self-insured could be material.

State and local laws relating to the protection of the environment also can include noise abatement laws that may be applicable to our racing events.

Our existing facilities continue to be used in situations where the standards for new facilities to comply with certain laws and regulations, including the Americans with Disabilities Act, are constantly evolving. Changes in the provisions or application of federal, state or local environmental, land use or other laws, regulations or requirements to our facilities or operations, or the discovery of previously unknown conditions, also could require us to make additional material expenditures to remediate or attain compliance.

Regulations governing the use and development of real estate may prevent us from acquiring or developing prime locations for motorsports entertainment facilities, substantially delay or complicate the process of improving existing facilities, and/or increase the costs of any of such activities.

*If we do not maintain the security of customer-related information, we could damage our reputation with customers, incur substantial additional costs and become subject to litigation*

In the ordinary course of our business, we collect and store certain personal information from individuals, such as our customers and employees, and we process customer payment card information. In addition, our online operations depend upon the secure transmission of confidential information over public networks, including information permitting cashless payments. We devote significant resources to network security, data encryption, and other security measures to protect our systems and data, but these security measures cannot provide absolute security. We may experience a breach of our systems and may be unable to protect sensitive data. A compromise of our security systems that results in personal information being obtained by unauthorized persons could adversely affect our reputation with our customers and others, as well as our operations, results of operations, financial condition and liquidity, and could result in litigation against us or the imposition of penalties. In addition, a security breach could require that we expend significant additional resources related to our information security systems and could result in a disruption of our operations, particularly our sales operations. While we maintain insurance against this risk, there can be no assurance that all losses would be covered by such insurance.

*Our quarterly results are subject to seasonality and variability*

We derive most of our income from a limited number of NASCAR-sanctioned races. As a result, our business has been, and is expected to remain, highly seasonal based on the timing of major racing events. Future schedule changes as determined by NASCAR or other sanctioning bodies, as well as the acquisition of additional, or divestiture of existing, motorsports entertainment facilities could impact the timing of our major events in comparison to prior or future periods.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS

None

#### ITEM 2. PROPERTIES

##### Motorsports Entertainment Facilities

The following table sets forth current information relating to each of our motorsports entertainment facilities as of November 30, 2012:

TRACK NAME	LOCATION	2012 YEAR END CAPACITY		NASCAR SPRINT CUP EVENTS	OTHER MAJOR EVENTS(1)	MARKETS SERVED	MEDIA MARKET RANK
		SEATS	SUITES				
Daytona International Speedway	Daytona Beach, Florida	147,000	101	4	6	Orlando/ Central Florida	19
Talladega Superspeedway	Talladega, Alabama	108,000	30	2	3	Atlanta/ Birmingham	9/42
Richmond International Raceway	Richmond, Virginia	91,000	40	2	2	Washington D.C.	8
Michigan International Speedway	Brooklyn, Michigan	84,000	46	2	3	Detroit	11
Auto Club Speedway of Southern California	Fontana, California	81,000	91	1	2	Los Angeles	2
Kansas Speedway	Kansas City, Kansas	74,000	56	2	3	Kansas City	31
Chicagoland Speedway	Joliet, Illinois	69,000	24	1	4	Chicago	3
Darlington Raceway	Darlington, South Carolina	60,000	13	1	2	Columbia	77
Homestead-Miami Speedway	Homestead, Florida	56,000	66	1	5	Miami	16
Martinsville Speedway	Martinsville, Virginia	55,000	20	2	2	Greensboro/ High Point	46
Phoenix International Raceway	Phoenix, Arizona	51,000	45	2	3	Phoenix	13
Watkins Glen International	Watkins Glen, New York	33,000	4	1	3	Buffalo/ Rochester	52/78
Route 66 Raceway	Joliet, Illinois	24,000	n/a	—	1 (2)	Chicago	3

- (1) Other major events include NASCAR Nationwide and Camping World Truck series; ARCA; Grand American; IndyCar; and, AMA Pro Racing.
- (2) Route 66's other major event includes an NHRA Full Throttle Drag Racing Series event (NHRA Mellow Yellow Drag Racing Series event starting in fiscal 2013),

**DAYTONA INTERNATIONAL SPEEDWAY.** Daytona International Speedway ("Daytona") is a 2.5 mile high-banked, lighted, asphalt, tri-oval superspeedway that also includes a 3.6-mile road course. We lease the land on which Daytona International Speedway is located from the City of Daytona Beach. The lease on the property expires in 2054, including renewal options. The facility is situated on 440 acres and is located in Daytona Beach, Florida.

**TALLADEGA SUPERSPEEDWAY.** Talladega Superspeedway ("Talladega") is a 2.7 mile high-banked, asphalt, tri-oval superspeedway with a 1.3-mile infield road course. The facility is situated on 1,435 acres and is located about 100 miles from Atlanta, Georgia and approximately 50 miles from Birmingham, Alabama.

**RICHMOND INTERNATIONAL RACEWAY.** Richmond International Raceway ("Richmond") is a 0.8 mile moderately-banked, lighted, asphalt, oval, intermediate speedway. The facility is situated on 635 acres and is located approximately 10 miles from downtown Richmond, Virginia.

**MICHIGAN INTERNATIONAL SPEEDWAY.** Michigan International Speedway ("Michigan") is a 2.0 mile moderately-banked, asphalt, tri-oval superspeedway. The facility is situated on 1,180 acres and is located in Brooklyn, Michigan, approximately 70 miles southwest of Detroit.

**AUTO CLUB SPEEDWAY OF SOUTHERN CALIFORNIA.** Auto Club Speedway of Southern California ("Auto Club Speedway") is a 2.0 mile moderately-banked, lighted, asphalt, tri-oval superspeedway. The facility is situated on 566 acres and

is located approximately 40 miles east of Los Angeles in Fontana, California. The facility also includes a quarter mile drag strip and a 2.8-mile road course.

**KANSAS SPEEDWAY.** Kansas is a 1.5 mile variable-degree banked, asphalt, tri-oval superspeedway with a 0.9-mile infield road course. The facility is situated on 1,000 acres and is located in Kansas City, Kansas. Overlooking turn two of Kansas is a Hollywood-themed and branded destination entertainment facility (see Equity Investments).

**CHICAGOLAND SPEEDWAY.** Chicagoland is a 1.5 mile moderately-banked, lighted, asphalt, tri-oval superspeedway. The facility is situated on 930 acres and is located in Joliet, Illinois, approximately 35 miles from Chicago, Illinois.

**DARLINGTON RACEWAY.** Darlington Raceway (“Darlington”) is a 1.3 mile high-banked, lighted, asphalt, egg-shaped superspeedway. The facility is situated on 230 acres and is located in Darlington, South Carolina.

**HOMESTEAD-MIAMI SPEEDWAY.** Homestead-Miami Speedway (“Homestead”) is a 1.5 mile variable-degree banked, lighted, asphalt, oval superspeedway. The facility is situated on 404 acres and is located in Homestead, Florida. Homestead is owned by the City of Homestead, however we operate Homestead under an agreement that expires in 2075, including renewal options.

**MARTINSVILLE SPEEDWAY.** Martinsville Speedway (“Martinsville”) is a 0.5 mile moderately-banked, asphalt and concrete, oval speedway. The facility is situated on 250 acres and is located in Martinsville, Virginia, approximately 50 miles north of Winston-Salem, North Carolina.

**PHOENIX INTERNATIONAL RACEWAY.** Phoenix International Raceway (“Phoenix”) is a 1.0 mile low-banked, lighted, asphalt, oval superspeedway. The facility is situated on 598 acres that also includes a 1.5-mile road course located near Phoenix, Arizona.

**WATKINS GLEN INTERNATIONAL.** Watkins Glen International (“Watkins Glen”) includes 3.4-mile and 2.4-mile road course tracks. The facility is situated on 1,377 acres and is located near Watkins Glen, New York.

**ROUTE 66 RACEWAY.** Route 66 includes a quarter mile drag strip and dirt oval speedway. The facility, adjacent to Chicagoland, is situated on 240 acres and is located in Joliet, Illinois, approximately 35 miles from Chicago, Illinois.

**OTHER FACILITIES:** We own approximately 170 acres of real property near Daytona which is home to our corporate headquarters and other offices and facilities. In addition, we also own 500 acres near Daytona on which we conduct agricultural operations except during events when they are used for parking and other ancillary purposes. We lease real estate and office space in Talladega, Alabama and the property and premises at the Talladega Municipal Airport. We lease office space in Watkins Glen, New York and in Avondale, Arizona.

Our majority-owned subsidiary, 380 Development, LLC (“380 Development”), owns approximately 676 acres in the New York City borough of Staten Island. We are currently pursuing the sale of the property (see “Equity and Other Investments — Staten Island Property” for further discussion).

#### Intellectual Property

We have various registered and common law trademark rights, including, but not limited to, “California Speedway,” “Chicagoland Speedway,” “Darlington Raceway,” “The Great American Race,” “Southern 500,” “Too Tough to Tame,” “Daytona International Speedway,” “Daytona 500 EXperience,” the “Daytona 500,” the “24 Hours of Daytona,” “Acceleration Alley,” “Daytona Dream Laps,” “Speedweeks,” “World Center of Racing,” “Homestead-Miami Speedway,” “Kansas Speedway,” “Martinsville Speedway,” “Michigan International Speedway,” “Phoenix International Raceway,” “Richmond International Raceway,” “Route 66 Raceway,” “The Action Track,” “Talladega Superspeedway,” “Watkins Glen International,” “The Glen,” “Americrown,” “Motor Racing Network,” “MRN,” and related logos. We also have licenses from NASCAR, various drivers and other businesses to use names and logos for merchandising programs and product sales. Our policy is to protect our intellectual property rights vigorously, through litigation, if necessary, chiefly because of their proprietary value in merchandise and promotional sales.

#### ITEM 3. LEGAL PROCEEDINGS

From time to time, we are a party to routine litigation incidental to our business. We do not believe that the resolution of any or all of such litigation will have a material adverse effect on our financial condition or results of operations.

#### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.

## PART II

### ITEM 5. MARKET PRICE OF AND DIVIDENDS ON REGISTRANT’S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

At November 30, 2012, we had two issued classes of capital stock: class A common stock, \$.01 par value per share, and class B common stock, \$.01 par value per share. The class A common stock is traded on the NASDAQ National Market System under the symbol “ISCA.” The class B common stock is traded on the Over-The-Counter Bulletin Board under the symbol “ISCB.OB” and, at the option of the holder, is convertible to class A common stock at any time. As of November 30, 2012, there were approximately 2,146 record holders of class A common stock and approximately 396 record holders of class B common stock.

The reported high and low sales prices or high and low bid information, as applicable, for each quarter indicated are as follows:

	ISCA		ISCB.OB(1)	
	High	Low	High	Low
Fiscal 2011:				
First Quarter	\$ 29.99	\$ 23.98	\$ 29.66	\$ 23.68
Second Quarter	32.32	26.87	31.95	27.39
Third Quarter	30.90	21.24	30.92	22.26
Fourth Quarter	26.18	20.08	26.00	21.00
Fiscal 2012:				
First Quarter	\$ 27.50	\$ 23.88	\$ 26.69	\$ 23.65
Second Quarter	28.73	23.18	27.00	23.30
Third Quarter	28.49	23.53	26.50	22.00
Fourth Quarter	29.30	24.22	29.00	24.11

- (1) ISCB quotations were obtained from the OTC Bulletin Board and represent prices between dealers and do not include mark-up, mark-down or commission. Such quotations do not necessarily represent actual transactions.

## Stock Purchase Plan

An important component of our capital allocation strategy is returning capital to shareholders. We have solid operating margins that generate substantial operating cash flow. Using these internally generated proceeds, we have returned a significant amount of capital to shareholders primarily through our share repurchase program.

The Company has a share repurchase program (“Stock Purchase Plan”) under which it is authorized to purchase up to \$330.0 million of its outstanding Class A common shares. The timing and amount of any shares repurchased under the Stock Purchase Plan will depend on a variety of factors, including price, corporate and regulatory requirements, capital availability and other market conditions. The Stock Purchase Plan may be suspended or discontinued at any time without prior notice. No shares have been or will be knowingly purchased from Company insiders or their affiliates.

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or Programs	(d) Maximum number of shares (or approximate dollar value of shares) that may yet be purchased under the plans or programs (in thousands)
December 1, 2011 — August 31, 2012				
Repurchase program(1)	405,538	\$ 25.40	405,538	61,741
Employee transactions(2)	9,249	27.75	—	
September 1, 2012 — September 30, 2012				
Repurchase program(1)	—	—	—	61,741
October 1, 2012 — October 31, 2012				
Repurchase program(1)	—	—	—	61,741
November 1, 2012 — November 30, 2012				
Repurchase program(1)	—	—	—	61,741
	<u>414,787</u>		<u>405,538</u>	

(1) Since inception of the Plan through November 30, 2012, we have purchased 7,063,962 shares of our Class A common shares, for a total of approximately \$268.3 million. Included in these totals are the purchases of 307,886, 1,435,811 and 405,538 shares of the Company’s Class A common shares at an average cost of approximately \$26.27, \$25.87 and \$25.40 per share (including commissions), for a total of approximately \$8.1 million, \$37.1 million and \$10.3 million, during the fiscal years ended November 30, 2010, 2011, and 2012, respectively. These transactions occurred in open market purchases and pursuant to a trading plan under Rule 10b5-1. At November 30, 2012, we have approximately \$61.7 million remaining repurchase authority under the current Stock Purchase Plan.

(2) Represents shares of our common stock delivered to us in satisfaction of the minimum statutory tax withholding obligation of holders of restricted shares that vested during the period.

## Dividends

Annual dividends were declared in the quarter ended in May and paid in June in the fiscal years reported below on all common stock that was issued at the time (amount per share):

Fiscal Year:	Annual Dividend
2008	\$ 0.12
2009	0.14
2010	0.16
2011	0.18
2012	0.20

## Securities Authorized For Issuance Under Equity Compensation Plans

### Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	224,252	\$ 40.25	594,649
Equity compensation plans not approved by security holders	—	—	—
Total	<u>224,252</u>	<u>\$ 40.25</u>	<u>594,649</u>

## ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth our selected financial data as of and for each of the last five fiscal years in the period ended November 30, 2012. The income statement data for the three fiscal years in the period ended November 30, 2012, and the balance sheet data as of November 30, 2011 and November 30, 2012, have been derived from our audited historical consolidated financial statements included elsewhere in this report. The balance sheet data as of November 30, 2010, and the income statement data and the balance sheet data as of and for the fiscal years ended November 30, 2009 and 2008, have been derived from our audited historical consolidated financial statements, which are available on our website. You should read the selected financial data set forth below in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and the accompanying notes included elsewhere in this report.

	For the Year Ended November 30,				
	2008	2009	2010	2011	2012
(in thousands, except share and per share data)					
<b>Income Statement Data:</b>					
Revenues:					
Admissions, net	\$ 236,105	\$ 195,509	\$ 160,476	\$ 144,433	\$ 136,099
Motorsports related	462,835	432,217	420,910	425,655	416,699
Food, beverage and merchandise	78,119	56,397	52,527	47,863	45,985
Other	10,195	9,040	11,444	11,734	13,584
Total revenues	787,254	693,163	645,357	629,685	612,367
Expenses:					
Direct:					
Prize and point fund monies and NASCAR sanction fees	154,655	162,960	157,571	154,562	154,673
Motorsports related	166,047	149,826	142,603	124,861	125,072
Food, beverage and merchandise	48,159	39,134	36,949	36,744	35,642
General and administrative	109,439	103,773	102,733	98,795	102,958
Depreciation and amortization (1)	70,911	72,900	74,465	76,871	77,870
Impairments / losses on disposals of long-lived assets (2)	2,237	16,747	8,859	4,687	11,143
Total expenses	551,448	545,340	523,180	496,520	507,358
Operating income	235,806	147,823	122,177	133,165	105,009
Interest income and other (3)	(1,630)	1,080	170	139	102
Interest expense	(15,861)	(19,203)	(15,216)	(14,710)	(13,501)
Interest rate swap expense (4)	—	(4,268)	(23,878)	—	—
Loss on early redemption of debt (5)	—	—	(6,535)	—	(9,144)
Other income	324	426	—	—	1,008
Equity in net (loss) income from equity investments (6)	(1,203)	(77,608)	(1,904)	(4,177)	2,757
Income from continuing operations before income taxes	217,436	48,250	74,814	114,417	86,231
Income taxes (7)	82,678	41,265	20,236	44,993	31,653
Income from continuing operations	134,758	6,985	54,578	69,424	54,578
Loss from discontinued operations	(163)	(170)	(47)	—	—
Net income	\$ 134,595	\$ 6,815	\$ 54,531	\$ 69,424	\$ 54,578
Basic and diluted earnings per share:					
Income from continuing operations	\$ 2.71	\$ 0.14	\$ 1.13	\$ 1.46	\$ 1.18
Loss from discontinued operations	0.00	0.00	0.00	—	—
Net income	\$ 2.71	\$ 0.14	\$ 1.13	\$ 1.46	\$ 1.18
Dividends per share	\$ 0.12	\$ 0.14	\$ 0.16	\$ 0.18	\$ 0.20
Weighted average shares outstanding:					
Basic	49,756,787	48,678,517	48,242,555	47,602,574	46,386,355
Diluted	49,758,089	48,678,517	48,242,555	47,611,179	46,396,631
<b>Balance Sheet Data (at end of period):</b>					
Cash and cash equivalents	\$ 218,920	\$ 158,572	\$ 84,166	\$ 110,078	\$ 78,379
Working (deficit) capital	(27,760)	104,039	58,267	75,759	50,868
Total assets	2,180,819	1,908,903	1,878,749	1,944,639	1,941,741
Long-term debt	422,045	343,793	303,074	313,888	274,419
Total debt	575,047	347,180	306,290	316,152	276,932
Total shareholders' equity	1,149,951	1,147,253	1,187,177	1,212,466	1,248,810

- (1) Fiscal years 2008 and 2009 include accelerated depreciation for certain office and related buildings in Daytona Beach, FL totaling approximately \$2.1 million, and \$1.0 million, respectively.
- (2) Fiscal 2008 impairment/loss on disposal is primarily attributable to costs related to fill removal on our Staten Island property and the net book value of certain assets retired from service. Fiscal 2009 impairment/loss on disposal is primarily attributed to the decrease in the carrying value of our Staten Island property and, to a much lesser extent, impairments and losses on disposal of certain other long-lived assets. Fiscal 2010 impairment/loss on disposal is primarily attributable to the non-cash impairment of certain costs related to the Daytona Development Project and, to a much lesser extent, losses on the removal of certain other long-lived assets. Fiscal 2011 impairment/loss on disposal is primarily attributable to the removal of certain assets in connection with the repaving of the track and grandstand enhancements at Phoenix as well as grandstand enhancements at Kansas and Talladega. Fiscal 2012 impairment/loss on disposal is primarily attributable to the removal of certain assets in connection with the repaving of the track at Kansas, and certain other long-lived assets located at our motorsports facilities.
- (3) Fiscal 2008 interest income and other includes a non-cash charge totaling approximately \$3.8 million to correct the carrying value of certain other assets.
- (4) Fiscal years 2009 and 2010 include expenses related to an interest rate swap.
- (5) In fiscal 2010, we recorded a loss on early redemption of debt related to a cash tender offer where we purchased approximately \$63.0 million of outstanding senior notes. In fiscal 2012, we recorded a loss on early redemption of debt related to the redemption of \$87.0 million of outstanding senior notes maturing in 2014. (see "Future Liquidity")
- (6) Fiscal year 2009 includes impairment of goodwill and intangible assets and write-down of certain inventory and related assets by MA.
- (7) Fiscal 2009 income taxes includes interest income totaling approximately \$8.9 million related to the settlement with the Internal Revenue Service. Fiscal 2010 income taxes includes the de-recognition of potential interest and penalties associated with certain state tax settlements of approximately \$6.3 million.

## GAAP to Non-GAAP Reconciliation

The following financial information is presented below using other than U.S. generally accepted accounting principles (“non-GAAP”), and is reconciled to comparable information presented using GAAP. Non-GAAP net income and diluted earnings per share below are derived by adjusting amounts determined in accordance with GAAP for certain items presented in the accompanying selected operating statement data, net of taxes.

We believe such non-GAAP information is useful and meaningful, and is used by investors to assess our core operations, which consist of the ongoing promotion of racing events at our major motorsports entertainment facilities. Such non-GAAP information identifies and separately displays the equity investment earnings and losses of MA and Kansas Entertainment (prior to becoming part of our core operations in fiscal 2012) and adjusts for items that are not considered to be reflective of our continuing core operations at our motorsports entertainment facilities. We believe that such non-GAAP information improves the comparability of the operating results and provides a better understanding of the performance of our core operations for the periods presented. We use this non-GAAP information to analyze the current performance and trends and make decisions regarding future ongoing operations. This non-GAAP financial information may not be comparable to similarly titled measures used by other entities and should not be considered as an alternative to operating income, net income or diluted earnings per share, which are determined in accordance with GAAP. The presentation of this non-GAAP financial information is not intended to be considered independent of or as a substitute for results prepared in accordance with GAAP. Management uses both GAAP and non-GAAP information in evaluating and operating the business and as such deemed it important to provide such information to investors.

The adjustments for 2008 relate to Motorsports Authentics — equity in net income from equity investment; accelerated depreciation for certain office and related buildings in Daytona Beach; the impairment/loss on disposal of long-lived assets associated with the fill removal process on the Staten Island property and the net book value of certain assets retired from service; a non-cash charge to correct the carrying value of certain other assets; a provision on working capital advances associated with our joint venture project in Kansas for the development of a gaming and entertainment destination; and, a tax benefit associated with certain restructuring initiatives.

The adjustments for 2009 relate to Motorsports Authentics — equity in net loss from equity investment, which includes the non-cash impairment charge; accelerated depreciation for certain office and related buildings in Daytona Beach; impairment/loss on disposal of long-lived assets primarily attributable to the decrease in the carrying value of our Staten Island property and, to a much lesser extent, impairment/loss on disposal of certain other long-lived assets; interest rate swap expense; and, interest income related to our settlement with the Internal Revenue Service.

The adjustments for 2010 relate to the pre-opening expenses for Hollywood Casino at Kansas Speedway — equity in net loss from equity investment; impairment/loss on disposal of long-lived assets primarily attributable to certain costs related to the Daytona Development Project which were capitalized and are no longer expected to benefit the future development of the project and, to a much lesser extent, impairment/loss on disposal of certain other long-lived assets; interest rate swap expense; the loss on early redemption of debt; and, the de-recognition of potential interest and penalties associated with certain state tax settlements.

The adjustments for 2011 relate to the pre-opening expenses for Hollywood Casino at Kansas Speedway — equity in net loss from equity investment; certain carrying costs related to the Staten Island property; and impairment/loss on disposal of certain other long-lived assets.

The adjustments for 2012 relate to certain carrying costs of our Staten Island property, legal settlement, impairment/loss on disposal of certain other long-lived assets, loss on early redemption of debt and net gain on sale of certain assets.

	For the Year Ended November 30				
	2008	2009	2010	2011	2012
	(in thousands, except per share data)				
Net income	\$ 134,595	\$ 6,815	\$ 54,531	\$ 69,424	\$ 54,578
Net loss from discontinued operations	163	170	47	—	—
Income from continuing operations	134,758	6,985	54,578	69,424	54,578
Equity in net (income) loss from equity investments, net of tax	(970)	79,277	1,155	2,534	—
Consolidated income from continuing operations excluding equity in net (income) loss from equity investments	133,788	86,262	55,733	71,958	54,578
Adjustments, net of tax:					
Carrying costs related to Staten Island	—	—	—	1,664	2,780
Legal settlement	—	—	—	—	714
Additional depreciation	1,278	637	—	—	—
Impairments / losses on disposals of long-lived assets	1,374	10,081	5,373	2,845	7,004
Correction of certain other assets' carrying value	3,758	—	—	—	—
Interest rate swap expense	—	2,608	14,473	—	—
Loss on early redemption of debt	—	—	3,963	—	5,560
Provision on advances to Kansas Entertainment	1,409	—	—	—	—
Net gain on sale of certain assets	—	—	—	—	(566)
IRS and state tax settlements	—	(8,923)	(6,338)	—	—
Tax benefit associated with restructuring initiatives	(3,477)	—	—	—	—
Non-GAAP net income	\$ 138,130	\$ 90,665	\$ 73,204	\$ 76,467	\$ 70,070
Diluted earnings per share	\$ 2.71	\$ 0.14	\$ 1.13	\$ 1.46	\$ 1.18
Net loss from discontinued operations	0.00	0.00	0.00	—	—
Diluted earnings per share from continuing operations	2.71	0.14	1.13	1.46	1.18
Equity in net (income) loss from equity investments, net of tax	(0.02)	1.63	0.03	0.05	—
Consolidated income from continuing operations excluding equity in net (income) loss from equity investments	2.69	1.77	1.16	1.51	1.18
Adjustments, net of tax:					
Carrying costs related to Staten Island	—	—	—	0.04	0.06
Legal settlement	—	—	—	—	0.01
Additional depreciation	0.02	0.01	—	—	—
Impairments / losses on disposals of long-lived assets	0.03	0.21	0.11	0.06	0.15
Correction of certain other assets' carrying value	0.08	—	—	—	—
Interest rate swap expense	—	0.05	0.30	—	—
Loss on early redemption of debt	—	—	0.08	—	0.12
Provision on advances to Kansas Entertainment	0.03	—	—	—	—
Net gain on sale of certain assets	—	—	—	—	(0.01)
IRS and state tax settlements	—	(0.18)	(0.13)	—	—
Tax benefit associated with restructuring initiatives	(0.07)	—	—	—	—
Non-GAAP diluted earnings per share	\$ 2.78	\$ 1.86	\$ 1.52	\$ 1.61	\$ 1.51

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Results of Operations

#### General

The general nature of our business is a motorsports themed amusement enterprise, furnishing amusement to the public in the form of motorsports themed entertainment. We derive revenues primarily from (i) admissions to motorsports events and motorsports themed amusement activities held at our facilities, (ii) revenue generated in conjunction with or as a result of motorsports events and motorsports themed amusement activities conducted at our facilities, and (iii) catering, concession and merchandising services during or as a result of these events and amusement activities.

"Admissions, net" revenue includes ticket sales for all of our racing events and other motorsports activities and amusements, net of any applicable taxes.

"Motorsports related" revenue primarily includes television and ancillary media rights fees, promotion and sponsorship fees, hospitality rentals (including luxury suites, chalets and the hospitality portion of club seating), advertising revenues, royalties from licenses of our trademarks, parking and camping revenues, and track rental fees.

"Food, beverage and merchandise" revenue includes revenues from concession stands, direct sales of souvenirs, hospitality catering, programs and other merchandise and fees paid by third party vendors for the right to occupy space to sell souvenirs and concessions at our motorsports entertainment facilities.

Direct expenses include (i) prize and point fund monies and NASCAR sanction fees, (ii) motorsports related expenses, which include labor, advertising, costs of competition paid to sanctioning bodies other than NASCAR and other expenses associated with the promotion of all of our motorsports events and activities, and (iii) food, beverage and merchandise expenses, consisting primarily of labor and costs of goods sold.

#### Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. While our estimates and assumptions are based on conditions existing at and trends leading up to the time the estimates and assumptions are made, actual results could differ materially from those estimates and assumptions. We continually review our accounting policies, how they are applied and how they are reported and disclosed in the financial statements.

The following is a summary of our critical accounting policies and estimates and how they are applied in the preparation of the financial statements.

*Basis of Presentation and Consolidation.* We consolidate all entities we control by ownership of a majority voting interest and variable interest entities for which we have the power to direct activities and the obligation to absorb losses. Our judgment in determining if we consolidate a variable interest entity includes assessing which party, if any, has the power and benefits. Therefore, we evaluate which activities most significantly affect the variable interest entities economic performance and determine whether we, or another party, have the power to direct these activities.

We apply the equity method of accounting for our investments in joint ventures and other investees whenever we can exert significant influence on the investee but do not have effective control over the investee. Our consolidated net income includes our share of the net earnings or losses from these investees. Our judgment regarding the level of influence over each equity method investee includes considering factors such as our ownership interest, board representation and policy making decisions. We periodically evaluate these equity investments for potential impairment where a decline in value is determined to be other than temporary. We eliminate all significant intercompany transactions from financial results.

*Revenue Recognition.* Advance ticket sales and event-related revenues for future events are deferred until earned, which is generally once the events are conducted. The recognition of event-related expenses is matched with the recognition of event-related revenues.

NASCAR contracts directly with certain network providers for television rights to the entire NASCAR Sprint Cup, Nationwide and Camping World Truck series schedules. Event promoters share in the television rights fees in accordance with the provision of the sanction agreement for each NASCAR Sprint Cup, Nationwide and Camping World Truck series event. Under the terms of this arrangement, NASCAR retains 10.0 percent of the gross broadcast rights fees allocated to each NASCAR Sprint Cup, Nationwide and Camping World Truck series event as a component of its sanction fees. The promoter records 90.0 percent of the gross broadcast rights fees as revenue and then records 25.0 percent of the gross broadcast rights fees as part of

its awards to the competitors. Ultimately, the promoter retains 65.0 percent of the net cash proceeds from the gross broadcast rights fees allocated to the event.

Our revenues from marketing partnerships are paid in accordance with negotiated contracts, with the identities of partners and the terms of sponsorship changing from time to time. Some of our marketing partnership agreements are for multiple facilities and/or events and include multiple specified elements, such as tickets, hospitality chalets, suites, display space and signage for each included event. The allocation of such marketing partnership revenues between the multiple elements, events and facilities is based on relative selling price. The sponsorship revenue allocated to an event is recognized when the event is conducted.

Revenues and related costs from the sale of merchandise to retail customers, internet sales and direct sales to dealers are recognized at the time of sale.

*Business Combinations.* All business combinations are accounted for under the acquisition method. Whether net assets or common stock is acquired, fair values are determined and assigned to the purchased assets and assumed liabilities of the acquired entity. The excess of the cost of the acquisition over fair value of the net assets acquired is recorded as goodwill. Business combinations involving existing motorsports entertainment facilities commonly result in a significant portion of the purchase price being allocated to the fair value of the contract-based intangible asset associated with long-term relationships manifest in the sanction agreements with sanctioning bodies, such as NASCAR and Grand American series. The continuity of sanction agreements with these bodies has historically enabled the facility operator to host motorsports events year after year. While individual sanction agreements may be of terms as short as one year, a significant portion of the purchase price in excess of the fair value of acquired tangible assets is commonly paid to acquire anticipated future cash flows from events promoted pursuant to these agreements which are expected to continue for the foreseeable future and therefore, in accordance with ASC 805-50, "Business Combinations," are recorded as indefinite-lived intangible assets recognized apart from goodwill.

*Capitalization and Depreciation Policies.* Property and equipment are stated at cost. Maintenance and repairs that neither materially add to the value of the property nor appreciably prolong its life are charged to expense as incurred. Depreciation and amortization for financial statement purposes are provided on a straight-line basis over the estimated useful lives of the assets. When we construct assets, we capitalize costs of the project, including, but not limited to, certain pre-acquisition costs, permitting costs, fees paid to architects and contractors, certain costs of our design and construction subsidiary, property taxes and interest.

We must make estimates and assumptions when accounting for capital expenditures. Whether an expenditure is considered an operating expense or a capital asset is a matter of judgment. When constructing or purchasing assets, we must determine whether existing assets are being replaced or otherwise impaired, which also is a matter of judgment. Our depreciation expense for financial statement purposes is highly dependent on the assumptions we make about our assets' estimated useful lives. We determine the estimated useful lives based upon our experience with similar assets, industry, legal and regulatory factors, and our expectations of the usage of the asset. Whenever events or circumstances occur which change the estimated useful life of an asset, we account for the change prospectively.

Interest costs associated with major development and construction projects are capitalized as part of the cost of the project. Interest is typically capitalized on amounts expended using the weighted-average cost of our outstanding borrowings, since we typically do not borrow funds directly related to a development or construction project. We capitalize interest on a project when development or construction activities begin, and cease when such activities are substantially complete or are suspended for more than a brief period.

*Impairment/loss on disposal of Long-lived Assets, Goodwill and Other Intangible Assets.* Our consolidated balance sheets include significant amounts of long-lived assets, goodwill and other intangible assets which could be subject to impairment/loss on disposal.

- In fiscal 2010, we recorded a before-tax charge of approximately \$8.9 million as an impairment/loss on disposal of long-lived assets primarily attributable to the non-cash impairment of certain costs related to the Daytona Development Project and removal of certain other long-lived assets located at our motorsports facilities.
- In fiscal 2011, we recorded a before-tax charge totaling approximately \$4.7 million, as an impairment/loss on disposal of long-lived assets, primarily attributable to the removal of certain other long-lived assets located at our motorsports facilities.
- In fiscal 2012, we recorded a before-tax charge totaling approximately \$11.1 million, as an impairment/loss on disposal of long-lived assets, primarily attributable to the removal of certain other long-lived assets located at our motorsports facilities.

As of November 30, 2012, goodwill and other intangible assets and property and equipment accounts for approximately \$1.7 billion, or 85.5 percent of our total assets. We account for our goodwill and other intangible assets in accordance with ASC 350 and for our long-lived assets in accordance with ASC 360.

We follow applicable authoritative guidance on accounting for goodwill and other intangible assets which specifies, among other things, non-amortization of goodwill and other intangible assets with indefinite useful lives and requires testing for possible impairment, either upon the occurrence of an impairment indicator or at least annually. We complete our annual



testing in our fiscal fourth quarter, based on assumptions regarding our future business outlook and expected future discounted cash flows attributable to such assets (using the fair value assessment provision of applicable authoritative guidance), supported by quoted market prices or comparable transactions where available or applicable.

While we continue to review and analyze many factors that can impact our business prospects in the future (as further described in “Risk Factors”), our analysis is subjective and is based on conditions existing at, and trends leading up to, the time the estimates and assumptions are made. Different conditions or assumptions, or changes in cash flows or profitability, if significant, could have a material adverse effect on the outcome of the impairment evaluation and our future condition or results of operations. Despite the current adverse economic trends, the decline in consumer confidence and the rise in unemployment, which have contributed to the decrease in attendance related as well as corporate partner revenues for certain of our motorsports entertainment events since fiscal 2008, we believe there has been no significant change in the long-term fundamentals of our ongoing motorsports event business. We believe our present operational and cash flow outlook further support our conclusion.

In connection with our fiscal 2012 assessment of goodwill and intangible assets for possible impairment we used the methodology described above. We believe our methods used to determine fair value and evaluate possible impairment were appropriate, relevant, and represent methods customarily available and used for such purposes. Our latest annual assessment of goodwill and other intangible assets in the fourth quarter of fiscal 2012 indicated there had been no impairment and the fair value substantially exceeded the carrying value for the respective reporting units, except for one reporting unit. The estimated fair value for this one reporting unit, which has goodwill of less than \$20.0 million, exceeded the carrying value by less than 5 percent as determined using our internal discounted cash flow methodology. We believe the most recent comparable market transactions would support a substantially higher valuation.

In addition, our growth strategy includes investing in certain joint venture opportunities. In these equity investments we exert significant influence on the investee but do not have effective control over the investee, which adds an additional element of risk that can adversely impact our financial position and results of operations. The carrying value of our equity investments was \$146.4 million at November 30, 2012.

*Income Taxes.* The tax law requires that certain items be included in our tax return at different times than when these items are reflected in our consolidated financial statements. Some of these differences are permanent, such as expenses not deductible on our tax return. However, some differences reverse over time, such as depreciation expense, and these temporary differences create deferred tax assets and liabilities. Our estimates of deferred income taxes and the significant items giving rise to deferred tax assets and liabilities reflect our assessment of actual future taxes to be paid on items reflected in our financial statements, giving consideration to both timing and probability of realization. Actual income taxes could vary significantly from these estimates due to future changes in income tax law or changes or adjustments resulting from final review of our tax returns by taxing authorities, which could also adversely impact our cash flow.

In the ordinary course of business, there are many transactions and calculations where the ultimate tax outcome is uncertain. Accruals for uncertain tax positions are provided for in accordance with the requirements of ASC 740, “Income Taxes.” Under this guidance, we may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50.0 percent likelihood of being realized upon the ultimate settlement. This interpretation also provides guidance on de-recognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, and income tax disclosures. Judgment is required in assessing the future tax consequences of events that have been recognized in our financial statements or tax returns. Although we believe the estimates are reasonable, no assurance can be given that the final outcome of these matters will not be different than what is reflected in the historical income tax provisions and accruals. Such differences could have a material impact on the income tax provision and operating results in the period in which such determination is made.

*Contingent Liabilities.* Our determination of the treatment of contingent liabilities in the financial statements is based on our view of the expected outcome of the applicable contingency. In the ordinary course of business, we consult with legal counsel on matters related to litigation and other experts both within and outside our Company. We accrue a liability if the likelihood of an adverse outcome is probable and the amount of loss is reasonably estimable. We disclose the matter but do not accrue a liability if the likelihood of an adverse outcome is reasonably possible and an estimate of loss is not determinable. Legal and other costs incurred in conjunction with loss contingencies are expensed as incurred.

## Equity and Other Investments

### Hollywood Casino at Kansas Speedway

In February 2012, Kansas Entertainment 50/50 joint venture of Penn, a subsidiary of Penn National Gaming, Inc. and Kansas Speedway Development Corporation (“KSDC”), a wholly owned indirect subsidiary of ISC, opened the Hollywood-themed

and branded destination entertainment facility, overlooking turn two of Kansas Speedway. Penn is the managing member of Kansas Entertainment and is responsible for the development and operation of the casino.

The Hollywood Casino at Kansas Speedway features a 95,000 square foot casino with 2,000 slot machines and 52 table games (including 12 poker tables), a 1,253 space parking structure as well as a sports-themed bar, dining and entertainment options. Kansas Entertainment funded the development with equity contributions from each partner. KSDC and Penn shared equally in the cost of developing and constructing the facility. Our share of capitalized development costs for the project, excluding our contribution of land, was approximately \$145.0 million. Through November 30, 2012, we have funded approximately \$134.3 million of these capitalized development costs as well as certain working capital needs of the project prior to opening. Cash flow from the casino’s operations has been used to fund the remaining development costs. During our fiscal 2012 fourth quarter, we received approximately \$8.5 million of distributions of cash flows from the casino’s operations. In addition, in December 2012, we received a distribution of cash flows from the casino’s operations of approximately \$4.5 million.

We have accounted for Kansas Entertainment as an equity investment in our financial statements as of November 30, 2012. Start up and related costs through opening were expensed through equity in net loss from equity investments. Our 50.0 percent portion of Kansas Entertainment’s net loss was approximately \$1.9 million and \$4.2 million for fiscal years 2010 and 2011, respectively, and net income of approximately \$2.8 million for fiscal year 2012, and is included in equity in net (loss) income from equity investments in our consolidated statements of operations.

### Staten Island Property

Our wholly owned indirect subsidiary, 380 Development, owns a total of 676 acres located in the New York City borough of Staten Island. We are currently in exclusive negotiations with an interested buyer for 380 Development. The timing of any closing is uncertain and we cannot assure that one will occur as a result of these exclusive negotiations.

### Motorsports Authentics

We are a partner with Speedway Motorsports, Inc. in a 50/50 joint venture, SMISC, LLC, which, through its wholly owned subsidiary MA. MA designs, promotes, markets and distributes motorsports licensed merchandise. Our investment in MA was previously reduced to zero and we did not recognize any net income or loss from operations of MA during fiscal years 2010, 2011, and 2012, respectively.

As of November 30, 2012, we had a guaranty exposure to one NASCAR team licensor of approximately \$1.2 million. The guaranty exposure was satisfied upon MA making its final payment to the NASCAR team licensor on December 30, 2012.

## Senior Notes

At November 30, 2011 we had registered senior notes (the “5.40 percent Senior Notes”) totaling approximately \$87.0 million, net of unamortized discounts, which bore interest at 5.40 percent and were due April 2014. In March 2012, we utilized additional borrowings under our revolving credit facility to redeem and retire all outstanding \$87.0 million principal amount of the 5.40 percent Senior Notes, including the payment of a tender premium of approximately \$9.0 million and accrued interest. The net tender premium, associated unamortized net deferred financing costs and unamortized original issuance discount were recorded as loss on early redemption of debt totaling approximately \$9.1 million.

In September 2012, we completed an offering of approximately \$100.0 million principal amount of senior unsecured notes in a private placement (“3.95 percent Senior Notes”). The 3.95 percent Senior Notes bear interest at 3.95 percent and are due January 2024. The 3.95 percent Senior Notes require semi-annual interest payments on September 13 and February 13 through their maturity. The 3.95 percent Senior Notes may be redeemed in whole or in part, at our option, at any time or from time to time at redemption prices as defined in the indenture. Certain of our wholly owned domestic subsidiaries are guarantors of the 3.95 percent Senior Notes. The 3.95 percent Senior Notes also contain various restrictive covenants. The deferred financing fees associated with the 3.95 percent Senior Notes are treated as additional interest expense and are being amortized over the life of the 3.95 percent Senior Notes on a straight-line method, which approximates the effective yield method. The funds received were used to pay down \$100.0 million of the outstanding balance on our then existing \$300.0 million revolving credit facility.

## Stock Purchase Plan

An important component of our capital allocation strategy is returning capital to shareholders. We have solid operating margins that generate substantial operating cash flow. Using these internally generated proceeds, we have returned a significant amount of capital to shareholders primarily through our share repurchase program.

We have a share repurchase program (“Stock Purchase Plan”) under which we are authorized to purchase up to \$330.0 million of our outstanding Class A common shares. The timing and amount of any shares repurchased under the Stock Purchase Plan will depend on a variety of factors, including price, corporate and regulatory requirements, capital availability and other market

conditions. The Stock Purchase Plan may be suspended or discontinued at any time without prior notice. No shares have been or will be knowingly purchased from Company insiders or their affiliates.

Since inception of the Plan through November 30, 2012, we have purchased 7,063,962 shares of our Class A common shares, for a total of approximately \$268.3 million. Included in these totals are the purchases of 307,886, 1,435,811 and 405,538 shares of the Company's Class A common shares at an average cost of approximately \$26.27, \$25.87 and \$25.40 per share (including commissions), for a total of approximately \$8.1 million, \$37.1 million and \$10.3 million, during the fiscal years ended November 30, 2010, 2011, and 2012, respectively. Transactions occur in open market purchases and pursuant to a trading plan under Rule 10b5-1. At November 30, 2012, we had approximately \$61.7 million remaining repurchase authority under the current Stock Purchase Plan.

### **Income Taxes**

The de-recognition of potential interest and penalties associated with certain state settlements as well as certain state credits accrued are the principal causes of the decreased effective income tax rate for the fiscal year ended November 30, 2010. The effective income tax rate for fiscal year ended November 30, 2011 approximated the statutory income tax rate. The reduction in the valuation allowance associated with the wind-up of certain Canadian business operations is the principal cause of the decreased effective income tax rate for the year ended November 30, 2012.

As a result of the above items, our effective income tax rate decreased from the statutory income rate to approximately 27.0 percent and 36.7 percent for the fiscal year ended November 30, 2010 and 2012, respectively.

### **Current Litigation**

From time to time, we are a party to routine litigation incidental to our business. We do not believe that the resolution of any or all of such litigation will have a material adverse effect on our financial condition or results of operations.

### **Future Trends in Operating Results**

Our results of operations are sensitive to changes in economic conditions, including those affecting disposable consumer income and corporate budgets such as employment levels, business conditions, interest rates and taxation rates, impact our ability to sell tickets to our events and to secure corporate marketing partnerships. The unprecedented adverse economic trends, which significantly impacted consumer confidence, have affected the frequency with which our guests attended our major motorsports entertainment events. We mitigated the decline in certain revenue categories with cost containment initiatives. The majority of the cost containment initiatives undertaken are sustainable. Beginning in 2012, we re-instituted merit pay increases to more normalized levels. We do not have further significant incremental costs that can be eliminated without materially altering how we operate our business.

The economy, while showing signs of improvement, remains fragile. Consumer confidence has rebounded but remains tenuous given current market conditions such as job and income growth, and recent political events. Absent sustained improvement in consumer confidence that includes an increase in discretionary spending, we expect certain adverse trends to persist in 2013, which will impact our business, especially attendance-related and corporate partner revenues.

### *Admissions*

Achieving event sellouts and creating excess demand are crucial to the optimal performance of our major motorsports facilities that host NASCAR Sprint Cup Series events. An important component of our operating strategy has been our long-standing practice of focusing on supply and demand when evaluating ticket pricing and adjusting capacity at our facilities. By effectively managing ticket prices and seating capacity, we have historically shown the ability to stimulate ticket renewals and advance ticket sales.

Advance ticket sales result in earlier cash flow and reduce the potential negative impact of actual, as well as forecasted, inclement weather. With any ticketing initiative, we first examine our ticket pricing structure at each of our major motorsports entertainment facilities to ensure prices are on target with market demand. When deemed necessary, we will adjust ticket pricing. We believe our ticket pricing is consistent with current demand, providing attractive price points for all income levels.

It is important that we maintain the integrity of our ticket pricing model by rewarding our customers who purchase tickets during the renewal period. We do not adjust pricing downward inside of the sales cycle to avoid rewarding last-minute ticket buyers by discounting tickets. Further, we closely monitor and manage the availability of promotional tickets. All of these factors have a detrimental effect on our ticket pricing model and long-term value of our business. We believe it is more important to encourage advance ticket sales and maintain price integrity to achieve long-term growth than to capture short-term incremental revenue. We continue to implement innovative accelerated ticket pricing strategies (whereby prices increase over time) as well as price increases week of/day of races to capture incremental revenues.

Adjusting seating capacity is another strategy to promote sellouts and create excess demand. Since 2008, we have have reduced capacity at our major motorsports facilities by approximately 15.6 percent. A portion of the capacity reduction was a

result of providing improved fan amenities such as wider seating and creating social zones. Based on experience and the evolution of modern sports facilities, demand depends in part on the fans' experience. Enhancing the live event experience for our fans is a critical strategy for our future growth. We will continue to monitor market demand and sports entertainment best-in-class amenities, which could impact capacity at certain of our major motorsports facilities.

The industry and its stakeholders are committed to growing the sport and have aligned with NASCAR as it initiates its five-year Industry Action Plan ("IAP") to connect with existing fans, as well as engage Gen Y, youth and multicultural consumers in motorsports. Additional areas of focus within the IAP, supported by all stakeholders to enhance the appeal of NASCAR racing, include building product relevance, cultivating driver star power, growing social media activities and enhancing the event experience.

A major product relevance is the introduction of the next generation Sprint Cup car for 2013 ("Gen-6"). The Gen-6 program is the most comprehensive overhaul in the sport since the 2007 debut of the "Car of Tomorrow," and its goal is to re-establish brand identity among the automotive manufacturers and provide competitive upgrades in an effort to improve competition in NASCAR's Sprint Cup Series.

Additional initiatives within the IAP include NASCAR and FOX Deportes, the No. 1 U.S. Latino Sports network, teaming up to provide the sport's most expansive Spanish-language broadcast offering with coverage of 15 Sprint Cup Series races, including for the first time, a Spanish-language broadcast of the 2013 Daytona 500 and several other events, as well as original programming, daily news segments and weekly updates.

To support the IAP, we are committed to meeting and exceeding our fans expectations through on-going capital improvements at our facilities. We are providing our fans enhanced audio and visual experiences, more comfortable and wider seating, more concession and merchandise points-of-sale, and greater social connectivity.

### *Corporate Partnerships*

We believe that our presence in key metropolitan statistical areas, year-round event schedule, impressive portfolio of major motorsports events and attractive fan demographics are beneficial as we continue to pursue renewal and expansion of existing corporate marketing partnerships and establish new corporate relationships.

Our corporate sales team continues to generate strong levels of interest from corporate prospects. Economic trends influence corporate budgets, sales and contract duration. Due to these trends we had more available inventory going into the 2012 season than in previous years. And, during the year, we experienced a mix of both increasing and decreasing pricing as we sold available inventory. In spite of the these trends and mixed pricing, we have been able to accurately target our gross corporate marketing partnership revenues over past the few years.

Of benefit as we enter into the 2013 motorsports season is that we have less open entitlement inventory compared to this time last year entering the 2012 season. We have sold all of our available NASCAR Sprint Cup Series entitlements for the year. The remaining open NASCAR entitlements include two Nationwide Series and two Camping World Truck Series entitlements. Last year at this time, we had five NASCAR Sprint Cup Series, three NASCAR Nationwide Series and two Camping World Truck Series entitlements open.

New entitlement partners include Kellogg's, Sprint and Toyota. Corporate sponsors continue to generate a solid return on their investment by using entitlements to grow their respective businesses. Entitlements provide our corporate partners an opportunity to essentially own an entire week of the NASCAR season while receiving valuable exposure for months prior to the event. With less open entitlements, our sales force is focusing on our official sponsor categories and concept-based partnerships, which will benefit this year and 2014.

### *Television Broadcast and Ancillary Media Rights*

Domestic broadcast and ancillary media rights fees revenues are an important component of our revenue and earnings stream. Starting in 2007, NASCAR entered into combined eight-year agreements with FOX, ABC/ESPN, TNT and SPEED for the domestic broadcast and related rights for its three national touring series — Sprint Cup, Nationwide and Camping World Truck. The agreements total approximately \$4.5 billion over the eight-year period from 2007 through 2014. This results in an approximate \$560.0 million gross average annual rights fee for the industry, a more than 40.0 percent increase over the previous contract average of \$400.0 million annually. The industry rights fees were approximately \$515.0 million, \$530.0 million, \$545.0 million, \$565.0 million, and \$585.0 million for fiscal 2008, 2009, 2010, 2011, and 2012 respectively, and will be approximately \$605.0 million for 2013; and \$630.0 million for 2014.

FOX and TNT have been strong supporters of NASCAR racing since 2001, and both have played a major role in the sport's climb in popularity. We have, and expect to continue to see, ongoing broadcast innovation in their coverage of NASCAR racing events. Also notable was the return of ESPN to the sport in 2007, which it helped build throughout the 1980s and 1990s. ESPN's coverage and weekly ancillary NASCAR-related programming continues to promote the sport across its various channels. Further, ESPN broadcasts substantially the entire ABC/ESPN inventory of NASCAR Sprint Cup and Nationwide series events, providing these series with the continuity and promotional support that we believe allow them to flourish. ESPN,

with a subscriber base at approximately 100 million homes, has the ability to attract younger viewers as well as create more exposure for the sport. Cable broadcasters can typically support a higher investment due to subscriber fees that are not available to traditional networks, which is a potential benefit as NASCAR negotiates the next consolidated domestic broadcast media rights contract.

While the media landscape continues to evolve, we believe NASCAR's position in the sports and entertainment industry remains strong. In fiscal 2012, the 54<sup>th</sup> running of the DAYTONA 500 was rescheduled due to inclement weather and for the first time in its storied history the event was hosted during FOX's primetime. The event was the most-watched NASCAR broadcast ever for FOX with a domestic viewing audience of 36.5 million seeing a portion of the race.

The NASCAR Sprint Cup Series remains the second highest rated regular season sport on television. For the 2012 season, NASCAR Sprint Cup Series events ranked among the top 2 sports of the weekend on television 20 out of 36 points event weekends in 2012. An average of 4.1 million households and 5.8 million viewers tuned into each NASCAR Sprint Cup Series event. Also, over 70 million unique viewers tuned into a NASCAR Sprint Cup Series event, and on average per event, NASCAR has the second largest number of individual and multiple viewers as well as the largest percentage of female viewers. The NASCAR Sprint Cup Series is the number two sport among all key demographic groups, trailing only the NFL. In addition, the NASCAR Nationwide Series is the second-highest rated motorsports series on television and the NASCAR Camping World Truck Series is the third-highest rated motorsports series on cable television.

Benefiting NASCAR as well as other sports, is that advertising on sports spending has increased approximately 33.0 percent over the past three years to \$11.0 billion annually, according to Neilson. A factor that has contributed to this substantial increase in advertising spending is the proliferation of digital video recorders ("DVR"). In 2006, according to Neilson, only 3 percent of households in the U.S. had a DVR, today over 42 percent of households have a DVR.

NASCAR's solid ratings as well as other factors such as the strong demand for live broadcasting and the proliferation of DVRs, were contributing factors to FOX signing an eight-year extension of its broadcast rights. Industry sources value the extension at more than \$2.4 billion over eight years, an approximate 36.4 percent increase over the current agreement that expires after the 2014 season. The agreement with FOX also includes TV Everywhere rights, which will allow FOX to stream the races it broadcasts to FOX Sports-affiliated websites. As a result of the FOX agreement, we believe NASCAR has a strong negotiating position for the remaining media rights inventory.

Domestic broadcast media rights fees provide significant cash flow visibility to us, race teams and NASCAR over the contract term. Television broadcast and ancillary rights fees from continuing operations received from NASCAR for the NASCAR Sprint Cup, Nationwide and Camping World Truck series events conducted at our facilities under these agreements, and recorded as part of motorsports related revenue, were approximately \$269.1 million, \$278.8 million and \$281.2 million for fiscal 2010, 2011 and 2012, respectively. Operating income generated by these media rights were approximately \$197.5 million, \$204.5 million and \$204.4 million for fiscal 2010, 2011 and 2012, respectively.

We also benefit from NASCAR's ancillary rights agreements for which we receive a share of contracted revenues from various partners. Through ancillary rights sharing we receive, at times, revenues for international broadcasting, NASCAR images, specialty pay-per-view telecasts and other media content distribution. The various contracted agreements are negotiated separately by NASCAR, and vary in terms and duration.

SiriusXM Radio had been the most significant contributor to the industry's ancillary rights revenue. In 2007, Sirius Satellite Radio, the predecessor to SiriusXM Radio, entered into a five year agreement to be NASCAR's exclusive satellite radio partner. Since entering into the contract, Sirius Satellite Radio and XM Satellite Radio merged to form Sirius XM Radio. Prior to this merger, both were actively competing against each other for the distribution rights for original programming thereby increasing the pricing of these rights. With the merger completed in 2008 and only one satellite provider bidding, distribution rights agreements entered into currently have generally been lower. This is the case with the agreement NASCAR entered into for SiriusXM Radio to continue as the exclusive satellite rights provider for NASCAR.

For 2012, the industry received an immaterial amount of ancillary revenue, due primarily to the following factors:

- The aforementioned lower future rights fees received from Sirius XM Radio; and
- In order to achieve optimal exploitation of online content, NASCAR and Turner Sports restructured and extended their long-standing digital partnership. The new agreement takes the relationship through 2016. Under the new partnership, NASCAR assumed operational control in 2013 of all of its interactive, digital and social media rights including technical operations and infrastructure of all NASCAR digital platforms. Turner will continue to represent sponsorships and advertising for all NASCAR digital platforms.

As media rights revenues fluctuate so do the variable costs tied to the percentage of broadcast rights fees required to be paid to competitors as part of NASCAR Sprint Cup, Nationwide and Camping World Truck series sanction agreements. NASCAR prize and point fund monies, as well as sanction fees ("NASCAR direct expenses"), are outlined in the sanction agreement for each event and are negotiated in advance of an event. As previously discussed, included in these NASCAR direct expenses are amounts equal to 25.0 percent of the gross domestic television broadcast rights fees allocated to our NASCAR Sprint Cup, Nationwide and Camping World Truck series events, as part of prize and point fund money (See "Critical Accounting Policies

and Estimates — Revenue Recognition"). These annually negotiated contractual amounts paid to NASCAR contribute to the support and growth of the sport of NASCAR stock car racing through payments to the teams and sanction fees paid to NASCAR. As such, we do not expect these costs to materially decrease in the future as a percentage of admissions and motorsports related income.

#### *Sanctioning Bodies*

Our success has been, and is expected to remain, dependent on maintaining good working relationships with the organizations that sanction events at our facilities, particularly with NASCAR, whose sanctioned events at our wholly owned facilities accounted for approximately 90.1 percent of our revenues in fiscal 2012. NASCAR continues to entertain and discuss proposals from track operators regarding potential realignment of their portfolio of NASCAR Sprint Cup Series dates to more geographically diverse and potentially more desirable markets where there may be greater demand, resulting in an opportunity for increased revenues to the track operators. We believe that realignments have provided, and will continue to provide, incremental net positive revenue and earnings as well as further enhance the sport's exposure in highly desirable markets, which we believe benefits the sport's fans, teams, sponsors and television broadcast partners as well as promoters.

#### *Capital Improvements*

Enhancing the live event experience for our guest is a critical strategy for our future growth. We compete for the consumers' discretionary dollar with other entertainment options such as concerts and other major sporting events not just motorsports events. We remain convinced that our focus on driving incremental earnings by improving the fan experience will in time lead to increased ticket sales with better pricing power, growth in sponsorship and hospitality sales, continued growth in broadcast media rights fees agreements, and greater potential to capture market share.

Today's consumer wants easy access into and out of a venue; comfortable and wider seating; clean and available facilities; more points of sales; enhanced audio and visual engagement; and social connectivity. We also anticipate modest capital spending on other projects for maintenance, safety and regulatory requirements. We are confident that by delivering memorable guest experiences, along with attractive pricing and fantastic racing, we will generate increased revenues as well as bottom-line results.

While we focus on allocating our capital to generate returns in excess of our cost of capital, certain of these capital improvement investments may not provide immediate, directly traceable near term positive returns on invested capital but over the longer term will better enable us to effectively compete with other entertainment venues for consumer and corporate spending. We are currently in the process of reviewing potentially highly impactful projects that would necessitate an increase in our capital spending at existing facilities above recent levels.

The evolution of sports facilities is ongoing and is relevant for all sports not just motorsports. As consumer and corporate behaviors and demands change, we must respond appropriately or risk losing market share to direct competitors and/or other forms of entertainment.

At Daytona, the City Commission of Daytona Beach unanimously approved our Planned Master Development Application, which is the first step in the pursuit of potential redevelopment projects at the 'World Center of Racing.' While many aspects of the project are yet to be determined, such a project could include a complete overhaul of the entire frontstretch grandstand of the legendary speedway, creating a world class motorsports entertainment facility including features such as new seats, suites and guest amenities, as well as new entry points, improved fan conveyance, a modern exterior, first-class interior areas, and a redesigned midway for fans. There are multiple internal and external factors that will influence the economics and project feasibility. Any substantial increase in capex spend above recent levels will depend upon several factors such as a stable economic operating environment and, preferably, the sale of our Staten Island property. Depending upon the final scope of the project we undertake, our financial statements may be impacted with accelerated depreciation and future loss on impairment / losses on disposals of long-lived assets resulting in removal of assets prior to the end of their actual useful life. Also, we have and we continue to expect to incur pre-development costs that had and will continue to have an impact on our financial statements.

#### *Growth Strategies*

Our growth strategies also include exploring ways to grow our businesses through acquisitions and external developments that offer attractive financial returns. This has been demonstrated through our joint venture to develop and operate a Hollywood-themed and branded entertainment destination facility overlooking turn two of Kansas Speedway (see "Hollywood Casino at Kansas Speedway").

The Hollywood Casino at Kansas Speedway is providing positive cash flow to us and included positive equity income in our consolidated statement of operations for fiscal 2012. We expect, based on current trends, that Hollywood Casino at Kansas Speedway will reach stabilization by 2015 calendar year as it gains market share in Kansas City. We expect for our 2013 fiscal year that our share of the cash flow from the casino's operations will be in the mid-teen million dollar range.

While this is the first venture in our market-based real estate strategy to monetize our real estate through ancillary development, we are confident that this project will create significant value for our shareholders. We are interested in pursuing further ancillary development at certain of our other motorsports facilities.

### Current Operations Comparison

The following table sets forth, for each of the indicated periods, certain selected statement of operations data as a percentage of total revenues:

	For the Year Ended		
	2010	2011	2012
<b>Revenues:</b>			
Admissions, net	24.9%	22.9%	22.2%
Motorsports related	65.2	67.6	68.1
Food, beverage and merchandise	8.1	7.6	7.5
Other	1.8	1.9	2.2
Total revenues	100.0	100.0	100.0
<b>Expenses:</b>			
Direct:			
Prize and point fund monies and NASCAR sanction fees	24.4	24.6	25.3
Motorsports related	22.1	19.8	20.5
Food, beverage and merchandise	5.7	5.8	5.8
General and administrative	15.9	15.7	16.8
Depreciation and amortization	11.6	12.2	12.7
Impairments / losses on disposals of long-lived assets	1.4	0.7	1.8
Total expenses	81.1	78.8	82.9
Operating income	18.9	21.2	17.1
Interest expense, net	(2.3)	(2.3)	(2.2)
Interest rate swap expense	(3.7)	—	—
Loss on early redemption of debt	(1.0)	—	(1.5)
Other income	—	—	0.2
Equity in net (loss) income from equity investments	(0.3)	(0.7)	0.5
Income from continuing operations before income taxes	11.6	18.2	14.1
Income taxes	3.1	7.2	5.2
Income from continuing operations	8.5	11.0	8.9
Loss from discontinued operations	—	—	—
Net income	8.5%	11.0%	8.9%

### Comparison of Fiscal 2012 to Fiscal 2011

The comparison of fiscal 2012 to fiscal 2011 is impacted by the following factors:

- Economic conditions, including those affecting disposable consumer income and corporate budgets such as employment, business conditions, interest rates and taxation rates, impacted our ability to sell tickets to our events and to secure revenues from corporate marketing partnerships. We believe that unprecedented adverse economic trends, particularly the decline in consumer confidence and the rise in unemployment, contributed to the decrease in attendance related as well as corporate partner revenues for certain of our motorsports entertainment events beginning in mid-2008;
- The NASCAR Camping World Truck Series event held at Darlington in fiscal 2011 was not held in fiscal 2012;
- The NASCAR Nationwide Series event held at Stock Car Montreal in fiscal 2011 for which we are no longer the event promoter starting in fiscal 2012;
- Auto Club Speedway held an IndyCar Series event in fiscal 2012, for which there was no comparable event in fiscal 2011;
- The previously discussed expectation of lower ancillary revenues in 2012 (see “Future Trends in Operating Results — Television Broadcast and Ancillary Media Rights”);

- In fiscal 2012, we expensed approximately \$4.6 million, or \$0.06 per diluted share, of certain ongoing carrying costs related to our Staten Island property. During fiscal 2011, we expensed approximately \$2.7 million of similar costs;
- During fiscal 2012, we recognized a charge relating to a settlement of a litigation involving certain ancillary facility operations of approximately \$1.2 million, or \$0.01 per diluted share;
- In fiscal 2012, we recognized approximately \$11.1 million, or \$0.15 per diluted share, of impairments / losses on disposals of long-lived assets primarily attributable to the removal of assets not fully depreciated in connection with certain capital improvements. In fiscal 2011, we recognized impairments / losses on disposals of long-lived assets totaling approximately \$4.7 million, or \$0.06 per diluted share, primarily attributable to the removal of assets not fully depreciated in connection with certain capital improvements;
- During fiscal 2012, we recognized approximately \$9.1 million in expenses, or \$0.12 per diluted share, related to the redemption of \$87.0 million principal 5.40 percent Senior Notes maturing in 2014 (see “Future Liquidity — Long-Term Obligations and Commitments”);
- In fiscal 2012, we recognized approximately \$2.8 million of income from equity investments associated with our Hollywood Casino at Kansas Speedway, which included results of operations beginning in February 2012, net of charges related to certain start up costs through the opening. In fiscal 2011, we recognized a loss of approximately \$4.2 million, or \$0.05 per diluted share, from this equity investment consisting of start up costs prior to opening in fiscal 2012; and
- During fiscal 2012, we recorded approximately \$0.9 million, or \$0.01 per diluted share, net gain on the sale of certain assets.

Admissions revenue decreased approximately \$8.3 million, or 5.8 percent, in fiscal 2012 as compared to fiscal 2011. The decrease is largely attributable to the previously discussed NASCAR Nationwide event at Stock Car Montreal that we no longer promote, as well as decreases in attendance at certain other events held during the fiscal year. Partially offsetting the decrease was the previously discussed IndyCar Series event held at Auto Club Speedway in fiscal 2012, for which there was no comparable event in fiscal 2011, as well as increased attendance for certain events conducted during Speedweeks at Daytona.

Motorsports related revenue decreased approximately \$9.0 million, or 2.1 percent, in fiscal 2012 as compared to fiscal 2011. The decrease largely attributable to the previously discussed NASCAR Nationwide event at Stock Car Montreal that we no longer promote, as well as the previously discussed reduction in ancillary rights and decreases in sponsorship, suite and hospitality revenue for certain events held during the periods. Partially offsetting these decreases were increases in television broadcast revenue for events held during fiscal 2012, as well as the previously discussed IndyCar Series event held at Auto Club Speedway in fiscal 2012, for which there was no comparable event.

Food, beverage and merchandise revenue decreased approximately \$1.9 million, or 3.9 percent, in fiscal 2012 as compared to fiscal 2011. The decrease is predominately due to concession sales related to non-motorsports events held in fiscal 2011 that were not held in fiscal 2012. Partially offsetting the decrease was higher catering, merchandise and concession revenues for events held during Speedweeks at Daytona.

Prize and point fund monies and NASCAR sanction fees increased slightly by approximately \$0.1 million, or 0.1 percent, in fiscal 2012 as compared to fiscal 2011. The slight increase is due to increased television broadcast rights fees for the NASCAR Sprint Cup, Nationwide and Camping World Truck series events as standard NASCAR sanctioning agreements require a specific percentage of television broadcast rights fees to be paid to competitors. Substantially offsetting the increase was prize, point and sanction fees related to the previously discussed NASCAR Nationwide event at Stock Car Montreal that we no longer promote.

Motorsports related expense increased slightly by approximately \$0.2 million, or 0.2 percent, in fiscal 2012 as compared to fiscal 2011. The slight increase is related to the previously discussed IndyCar Series event held at Auto Club Speedway in fiscal 2012, for which there was no comparable event; as well as increases in expenses related to the certain non-event operations and other events conducted during the period. Largely offsetting the increases was the previously discussed NASCAR Nationwide event at Stock Car Montreal that we no longer promote. Sustaining cost containment initiatives implemented through fiscal 2011 helped to hold down expense growth. Motorsports related expenses as a percentage of combined admissions and motorsports related revenue increased to approximately 22.6 percent for fiscal 2012, as compared to 21.9 percent for the same period in the prior year. The margin decrease was primarily due to lower admissions and motorsports related revenue coupled with the previously mentioned increase in expenses.

Food, beverage and merchandise expense decreased approximately \$1.1 million, or 3.0 percent, in fiscal 2012 as compared to fiscal 2011. The decrease is substantially attributable to expenses related to concession sales for non-motorsports events held in fiscal 2011, that were not held in the fiscal 2012. Food, beverage and merchandise expense as a percentage of food, beverage and merchandise revenue increased to approximately 77.5 percent for fiscal 2012, as compared to 76.8 percent for the same period in the prior year. This decreased margin was attributable to one time organizational restructuring efforts related to strategic realignment of the food and beverage operations.

General and administrative expense increased approximately \$4.2 million, or 4.2 percent, in fiscal 2012 as compared to fiscal 2011. The increase is primarily attributable to certain carrying costs of our Staten Island property, the aforementioned legal

settlement, and certain administrative costs. Partially offsetting these increases was a reduction in property taxes. Sustaining cost containment initiatives implemented through fiscal 2011 helped to hold down expense growth. General and administrative expenses as a percentage of total revenues increased to approximately 16.8 percent for fiscal 2012, as compared to 15.7 percent for fiscal 2011. The margin decrease is primarily due to the lower total revenues combined with the previously mentioned net increase in general and administrative expenses.

Depreciation and amortization expense increased approximately \$1.0 million, or 1.3 percent percent, in fiscal 2012 as compared to fiscal 2011. The overall increase was attributable to capital expenditures for our ongoing facility enhancements and related initiatives.

The impairments / losses on disposals of long-lived assets of approximately \$11.1 million during fiscal 2012 is primarily attributable to the removal of certain assets not fully depreciated in connection with the repaving of the track at Kansas, as well as guest enhancements at Talladega, Richmond, and our other facilities.

Interest income during fiscal 2012 was comparable to fiscal 2011.

Interest expense decreased approximately \$1.2 million, or 8.2 percent, in fiscal 2012, as compared to fiscal 2011. The decrease is primarily due to the redemption of the remaining \$87.0 million principal 5.40 percent Senior Notes in March 2012. Partially offsetting the decrease were higher borrowings on our Credit Facilities, as well as interest on the private placements issued in January 2011 and September 2012 (see “Future Liquidity”).

Loss on early redemption of debt of approximately \$9.1 million in fiscal 2012 is attributable to the aforementioned redemption of \$87.0 million principal 5.40 percent Senior Notes maturing in 2014 (see “Future Liquidity — *Long-Term Obligations and Commitments*”). There was no comparable amount in fiscal 2011.

Equity in net income (loss) from equity investments in fiscal 2012 and 2011, respectively, represents our 50.0 percent equity investments in Hollywood Casino at Kansas Speedway (see “Equity and Other Investments”). We did not recognize any net income or loss from our equity investment in MA in fiscal 2012 or in fiscal 2011.

Our effective income tax rate decreased from approximately 39.3 percent to approximately 36.7 percent during fiscal 2012 compared to fiscal 2011 (see “Income Taxes”).

As a result of the foregoing, net income decreased approximately \$14.8 million, or \$0.28 per diluted share, for fiscal 2012 as compared to fiscal 2011.

#### **Comparison of Fiscal 2011 to Fiscal 2010**

The comparison of fiscal 2011 to fiscal 2010 is impacted by the following factors:

- The IndyCar Series events held at Kansas, Chicagoland, Watkins Glen, and Homestead, in fiscal 2010, were not held in fiscal 2011;
- The Fall NASCAR Sprint Cup and Nationwide series events held at Auto Club Speedway in fiscal 2010, were realigned to Kansas and Chicagoland, respectively, in fiscal 2011;
- In fiscal 2011, we recognized impairments / losses on disposals of long-lived assets totaling approximately \$4.7 million, or \$0.06 per diluted share, primarily attributable to the removal of assets not fully depreciated in connection with certain capital improvements. In fiscal 2010, we recognized impairments of long-lived assets totaling approximately \$8.9 million, or \$0.11 per diluted share, primarily attributable to certain costs related to the Daytona Development Project which were capitalized and that were no longer expected to benefit the future development of the project;
- During fiscal 2010, we recognized approximately \$23.9 million, or \$0.30 per diluted share, in expenses related to an interest rate swap. In fiscal 2011, the remaining deferred interest rate swap balance is included in accumulated other comprehensive loss and is being amortized as interest expense over the ten year term of private placement senior notes issued in January 2011;
- During fiscal 2010, we recognized approximately \$6.5 million in expenses, or \$0.08 per diluted share, related to a partial redemption of \$150.0 million principal 5.40 percent Senior Notes maturing in 2014 (see “Future Liquidity — *Long-Term Obligations and Commitments*”); and
- During fiscal 2010, we had favorable tax settlements with certain states, where we de-recognized potential interest and penalties totaling approximately \$6.3 million, or \$0.13 per diluted share. This de-recognition of interest and penalties was recorded in income tax expense in our consolidated statement of operations. There were no comparable activities related to these settlements in the same period of fiscal 2011.

Admissions revenue decreased approximately \$16.0 million, or 10.0 percent, in fiscal 2011 as compared to fiscal 2010. The decrease was largely attributable to lower attendance and weighted average ticket prices for certain events combined with the impact of previously discussed IndyCar Series schedule changes as well as certain other non-comparable operations. Partially offsetting these decreases were the previously discussed realigned NASCAR Sprint Cup and Nationwide events.

Motorsports related revenue increased approximately \$4.7 million, or 1.1 percent, in fiscal 2011 as compared to fiscal 2010. The increase was substantially attributable to increased television broadcast and ancillary rights as well as increased sponsorship, suite and hospitality revenue for certain events held during the fiscal year. The increase was partially offset by the net impact of the previously discussed IndyCar Series schedule changes as well as certain non-comparable operations.

Food, beverage and merchandise revenue decreased approximately \$4.7 million, or 8.9 percent, in fiscal 2011 as compared to fiscal 2010. The decrease was substantially attributable to lower attendance for certain events and the impact of previously discussed IndyCar Series schedule changes. Partially offsetting the decrease were non-motorsports related event sales of concessions and catering.

Prize and point fund monies and NASCAR sanction fees decreased approximately \$3.0 million, or 1.9 percent, in fiscal 2011 as compared to fiscal 2010. The decrease was largely attributable to the reduction in the overall prize and point fees paid for events held as compared to prior year. Partially offsetting the decreases were the increases in television broadcast rights fees for the NASCAR Sprint Cup, Nationwide and Camping World Truck series events as standard NASCAR sanctioning agreements require a specific percentage of television broadcast rights fees to be paid to competitors.

Motorsports related expense decreased approximately \$17.7 million, or 12.4 percent, in fiscal 2011 as compared to fiscal 2010. The decrease was primarily attributable to the impact of previously mentioned IndyCar Series event schedule and business operation changes, including cost containment, focused to enhance margin without negatively impacting our guest experience. Motorsports related expenses as a percentage of combined admissions and motorsports related revenue decreased to approximately 21.9 percent for fiscal 2011, as compared to 24.5 percent for the same period in the prior year. The margin improvement was primarily due to the impact of previously mentioned event schedule changes and focused cost containment.

Food, beverage and merchandise expense decreased slightly by approximately \$0.2 million, or 0.6 percent, in fiscal 2011 as compared to fiscal 2010. The decrease from the previously mentioned schedule changes were largely offset by the non-motorsports event concession sales and food costs and increases in certain other costs associated with concessions and catering to enhance the guest experience for both the consumer and corporate customers. Food, beverage and merchandise expense as a percentage of food, beverage and merchandise revenue increased to approximately 76.8 percent for fiscal 2011, as compared to 70.3 percent for the same period in the prior year. This decreased margin was attributable to certain lower margin transactions related to non-motorsports related event sales of concessions and catering, increased food costs and the enhanced concession and catering presentation at certain motorsports events.

General and administrative expense decreased approximately \$3.9 million, or 3.8 percent, in fiscal 2011 as compared to fiscal 2010. Decreases during the fiscal period in personnel related and various other costs driven by cost containment initiatives contributed significantly to the decreases, which were partially offset by certain carrying costs of our Staten Island property. General and administrative expenses as a percentage of total revenues decreased slightly to approximately 15.7 percent for fiscal 2011, as compared to 15.9 percent for fiscal 2010. The slight margin improvement was primarily due to the previously discussed cost containment efforts, partially offset by the lower total revenue as well as the previously mentioned carrying costs related to our Staten Island property.

Depreciation and amortization expense increased approximately \$2.4 million, or 3.2 percent, in fiscal 2011 as compared to fiscal 2010. The overall increase was attributable to capital expenditures for our ongoing facility enhancements and related initiatives.

The impairments / losses on disposals of long-lived assets of approximately \$4.7 million during fiscal 2011 was primarily attributable to the ongoing removal of certain assets in connection with the previously discussed repaving of the track and grandstand enhancements at Phoenix and the grandstand enhancements at Kansas and Talladega.

Interest income during fiscal 2011 was comparable to fiscal 2010.

Interest expense decreased approximately \$0.5 million, or 3.3 percent, in fiscal 2011, as compared to fiscal 2010. The overall decrease was primarily due to the lower average balances on our revolving credit facilities, partial tender of senior notes due 2014 in the fourth quarter of fiscal 2010 and increased capitalized interest during the current period, primarily associated with our equity investment in the Hollywood Casino at Kansas Speedway. Partially offsetting these decreases was interest on the private placement senior notes issued in January 2011 and higher interest rates and fees on our credit facility as compared to the same periods in the prior year.

Interest rate swap expense during fiscal 2010, totaled approximately \$23.9 million, representing the expense on an interest rate swap during the period prior to the issuance of the related private placement in January 2011. There was no comparable expense in fiscal 2011. In fiscal 2011, the remaining deferred interest rate swap balance is included in accumulated other comprehensive loss and is being amortized as interest expense over the ten year term of private placement senior notes issued in January 2011.

Loss on early redemption of debt of approximately \$6.5 million in fiscal 2010 was attributable to the aforementioned partial redemption of the \$150.0 million principal 5.40 percent Senior Notes maturing in 2014. There was no comparable amount in fiscal 2011.

Equity investments represents our 50.0 percent equity investments in Hollywood Casino at Kansas Speedway and MA (see “Equity and Other Investments”). The equity in net loss from equity investments in fiscal 2011 and 2010 relate to certain start up costs for the Hollywood Casino at Kansas Speedway. We did not recognize any net income or loss from operations of MA in fiscal 2011 or in fiscal 2010.

Our effective income tax rate increased from approximately 27.0 percent to approximately 39.3 percent during fiscal 2011 compared to fiscal 2010 (see “Income Taxes”).

As a result of the foregoing, net income increased approximately \$14.9 million, or \$0.33 per diluted share, for fiscal 2011 as compared to fiscal 2010.

## Liquidity and Capital Resources

### General

We have historically generated sufficient cash flow from operations to fund our working capital needs, capital expenditures at existing facilities, and return of capital through payments of an annual cash dividend and repurchase of our shares under our Stock Purchase Plan. In addition, we have used the proceeds from offerings of our Class A Common Stock, the net proceeds from the issuance of long-term debt, borrowings under our credit facilities and state and local mechanisms to fund acquisitions and development projects. At November 30, 2012, we had cash and cash equivalents totaling approximately \$78.4 million, \$165.0 million principal amount of senior notes outstanding, a debt service funding commitment of approximately \$60.6 million principal amount related to the taxable special obligation revenue (“TIF”) bonds issued by the Unified Government of Wyandotte County/Kansas City, Kansas (“Unified Government”), \$50.3 million principal term loan related to our headquarters office building (the International Motorsports Center, or “IMC”); and \$1.0 million principal amount of other third party debt. At November 30, 2012, we had working capital of \$50.9 million, primarily supported by \$78.4 million of cash and cash equivalents. At November 30, 2011, we had working capital of \$75.8 million, which was anchored by \$110.1 million of cash and cash equivalents.

Our liquidity is primarily generated from our ongoing motorsports operations, and we expect our strong operating cash flow to continue in the future. In addition, as of November 30, 2012, we have approximately \$296.0 million available to draw upon under our \$300.0 million revolving credit facility, if needed. See “Future Liquidity” for additional disclosures relating to our credit facility and certain risks that may affect our near term operating results and liquidity.

Allocation of capital is driven by our long-term strategic planning and initiatives that encompass our mission, vision and values. Our primary uses of capital are to maintain modest debt levels that are consistent with our current investment grade debt rating from Standard and Poor’s. We will invest in our facilities to improve the guest experience and we will make investments in strategic projects that complement our core business and provide value for our shareholders, all of which is balanced with returning capital to our shareholders through share repurchases and dividends.

During fiscal year 2012, our significant cash flow items include the following:

- Net cash provided by operating activities totaled approximately \$150.9 million;
- Capital expenditures totaling approximately \$82.9 million;
- Net proceeds of \$10.7 million related to long-term debt;
- Net payments of \$50.0 million related to our credit facility;
- Contributions to the Hollywood Casino at Kansas Speedway joint venture, net of proceeds received, totaling approximately \$41.0 million; and
- Dividends paid and reacquisitions of previously issued common stock totaling approximately \$19.8 million.

### Capital Expenditures

Capital expenditures totaled approximately \$82.9 million for fiscal 2012, for projects at our existing facilities related to grandstand seating enhancements at Talladega, Homestead and Watkins Glen; grandstand seating enhancements and RV improvements at Daytona; RV improvements and paving at Michigan; hospitality improvements at Chicagoland and Richmond; paving at Phoenix; and a variety of other improvements and renovations. In comparison, capital expenditures for fiscal 2011 totaled approximately \$76.8 million, which included approximately \$68.0 million for projects at our existing facilities and approximately \$8.8 million associated with other land purchases as well as the Staten Island property.

At November 30, 2012, we have approximately \$28.7 million remaining in capital projects currently approved for our existing facilities. These projects include grandstand seating enhancements at Talladega and Daytona; grandstand improvements at Richmond; improved restroom buildings at Michigan; improvements at various facilities for expansion of parking, camping capacity and other uses; and a variety of other improvements and renovations to our facilities that enable us to effectively compete with other sports venues for consumer and corporate spending.

As a result of these currently approved projects and anticipated additional approvals in fiscal 2013, we expect our total fiscal 2013 capital expenditures at our existing facilities will be approximately \$80.0 million to \$90.0 million depending on the timing of certain projects.

We review the capital expenditure program periodically and modify it as required to meet current business needs.

### Future Liquidity

#### General

As discussed in “Future Trends in Operating Results,” economic conditions, including those affecting disposable consumer income and corporate budgets such as employment, business conditions, credit availability, interest rates and taxation rates, may impact our ability to sell tickets to our events and to secure revenues from corporate marketing partnerships. We believe that adverse economic trends, particularly the sustained level of high unemployment and decreased consumer confidence, significantly contributed to the level of attendance for certain of our motorsports entertainment events during the recession beginning in 2008. Absent a sustained improvement in consumer confidence that includes an increase in discretionary spending, we expect certain of these adverse trends to persist through fiscal 2013, which we expect to have an impact on our business, especially attendance-related and corporate partner revenues. This may negatively impact year-over-year comparability for our revenue categories for the full year, with the exception of domestic broadcast media rights fees.

Our cash flow from operations consists primarily of ticket, hospitality, merchandise, catering and concession sales and contracted revenues arising from television broadcast rights and marketing partnerships. Despite current economic conditions, we believe that cash flows from operations, along with existing cash, cash equivalents and available borrowings under our credit facility, will be sufficient to fund:

- operations and approved capital projects at existing facilities for the foreseeable future;
- payments required in connection with the funding of the Unified Government’s debt service requirements related to the TIF bonds;
- payments related to our existing debt service commitments;
- equity contributions in connection with any future expansion of the Hollywood Casino at Kansas Speedway development; and
- our annual dividend and share repurchases under our Stock Purchase Plan.

We remain interested in pursuing acquisition and/or development opportunities that would increase shareholder value, the timing, size and success, as well as associated potential capital commitments of which, are unknown at this time. Accordingly, a material acceleration of our growth strategy could require us to obtain additional capital through debt and/or equity financings. Although there can be no assurance, we believe that adequate debt and equity financing will be available on satisfactory terms.

While we expect our strong operating cash flow to continue in the future, our financial results depend significantly on a number of factors. In addition to local, national, and global economic and financial market conditions, consumer and corporate spending could be adversely affected by security and other lifestyle conditions resulting in lower than expected future operating cash flows. General economic conditions were significantly and negatively impacted by the September 11, 2001 terrorist attacks and the wars in Iraq and Afghanistan and could be similarly affected by any future attacks or fear of such attacks, or by conditions resulting from other acts or prospects of war. Any future attacks or related threats could also increase our expenses related to insurance, security or other related matters. Also, our financial results could be adversely impacted by a widespread outbreak of a severe epidemiological crisis. The items discussed above could have a singular or compounded material adverse affect on our financial success and future cash flow.

#### Long-Term Obligations and Commitments

In January 2011, we completed an offering of approximately \$65.0 million principal amount of senior unsecured notes in a private placement (“4.63 percent Senior Notes”). These notes, which bear interest at 4.63 percent and are due January 2021, require semi-annual interest payments on January 18 and July 18 through their maturity. The 4.63 percent Senior Notes may be redeemed in whole or in part, at our option, at any time or from time to time at redemption prices as defined in the indenture. Certain of our wholly owned domestic subsidiaries are guarantors of the 4.63 percent Senior Notes. The 4.63 percent Senior Notes also contain various restrictive covenants. At November 30, 2012, outstanding principal on the 4.63 percent Senior Notes was approximately \$65.0 million.

In September 2012, we completed an offering of approximately \$100.0 million principal amount of senior unsecured notes in a private placement (“3.95 percent Senior Notes”). The 3.95 percent Senior Notes bear interest at 3.95 percent and are due September 2024. The 3.95 percent Senior Notes require semi-annual interest payments on March 13 and September 13 through their maturity. The 3.95 percent Senior Notes may be redeemed in whole or in part, at our option, at any time or from time to time at redemption prices as defined in the indenture. Certain of our wholly owned domestic subsidiaries are guarantors of the

3.95 percent Senior Notes. The 3.95 percent Senior Notes also contain various restrictive covenants. The funds received were used to pay down \$100.0 million of the outstanding balance on the 2010 Credit Facility. In March 2012, we utilized additional borrowings under our 2010 Credit Facility to redeem and retire all outstanding \$87.0 million principal amount of the 5.40 percent Senior Notes (see "Long-Term Debt"). At November 30, 2012, outstanding principal on the 3.95 percent Senior Notes was approximately \$100.0 million.

Our wholly owned subsidiary, Raceway Associates, LLC, which owns and operates Chicagoland and Route 66, has debt outstanding in the form of revenue bonds payable ("4.82 percent Revenue Bonds"), consisting of economic development revenue bonds issued by the City of Joliet, Illinois to finance certain land improvements. The 4.82 percent Revenue Bonds have an interest rate of 4.82 percent and a monthly payment of approximately \$29,000 principal and interest. At November 30, 2012, outstanding principal on the 4.82 percent Revenue Bonds was approximately \$1.0 million.

The term loan ("6.25 percent Term Loan"), related to the construction of our International Motorsports Center, has a 25 year term due October 2034, an interest rate of 6.25 percent, and a current monthly payment of approximately \$292,000 principal and interest. At November 30, 2012, the outstanding principal on the 6.25 percent Term Loan was approximately \$50.3 million.

In January 1999, the Unified Government, issued approximately \$71.3 million in TIF bonds in connection with the financing of construction of Kansas Speedway. At November 30, 2012, outstanding TIF bonds totaled approximately \$60.6 million, net of the unamortized discount, which is comprised of a \$11.6 million principal amount, 6.15 percent term bond due December 1, 2017 and a \$49.7 million principal amount, 6.75 percent term bond due December 1, 2027. The TIF bonds are repaid by the Unified Government with payments made in lieu of property taxes ("Funding Commitment") by our wholly owned subsidiary, Kansas Speedway Corporation ("KSC"). Principal (mandatory redemption) payments per the Funding Commitment are payable by KSC on October 1 of each year. The semi-annual interest component of the Funding Commitment is payable on April 1 and October 1 of each year. KSC granted a mortgage and security interest in the Kansas project for its Funding Commitment obligation.

In October 2002, the Unified Government issued subordinate sales tax special obligation revenue bonds ("2002 STAR Bonds") totaling approximately \$6.3 million to reimburse us for certain construction already completed on the second phase of the Kansas Speedway project and to fund certain additional construction. The 2002 STAR Bonds, which require annual debt service payments and are due December 1, 2022, will be retired with state and local taxes generated within the Kansas Speedway's boundaries and are not our obligation. KSC has agreed to guarantee the payment of principal, any required premium and interest on the 2002 STAR Bonds. At November 30, 2012, the Unified Government had approximately \$1.9 million in 2002 STAR Bonds outstanding. Under a keepwell agreement, we have agreed to provide financial assistance to KSC, if necessary, to support its guarantee of the 2002 STAR Bonds.

In November 2012, we amended and restated our \$300.0 million revolving credit facility ("2012 Credit Facility"). The amendment provides better terms and extends the final maturity of the facility from November 2015 to November 2017. The 2012 Credit Facility contains a feature that allows us to increase the credit facility from \$300.0 million to a total of \$500.0 million, subject to certain conditions. The 2012 Credit Facility is scheduled to mature in November 2017, and accrues interest at LIBOR plus 100.0 - 162.5 basis points, depending on the better of our debt rating as determined by specified rating agencies or our leverage ratio. The 2012 Credit Facility contains various restrictive covenants. At November 30, 2012, we had no outstanding borrowings under the 2012 Credit Facility.

At November 30, 2012 we had contractual cash obligations to repay debt and to make payments under operating agreements, leases and commercial commitments in the form of guarantees and unused lines of credit. Payments due under these long-term obligations are as follows as of November 30, 2012 (in thousands):

	Obligations Due by Period				
	Total	Less Than One Year	2-3 Years	4-5 Years	After 5 Years
Long-term debt	\$ 277,583	\$ 2,513	\$ 6,243	\$ 7,146	\$ 261,681
Interest	158,755	15,015	27,921	27,124	88,695
Motorsports entertainment facility operating agreement	24,780	2,220	4,440	2,207	15,913
Other operating leases	43,479	3,855	5,213	3,070	31,341
<b>Total Contractual Cash Obligations</b>	<b>\$ 504,597</b>	<b>\$ 23,603</b>	<b>\$ 43,817</b>	<b>\$ 39,547</b>	<b>\$ 397,630</b>

We have a total current tax liability of approximately \$0.4 million and a long-term tax liability of approximately \$1.8 million for uncertain tax positions, inclusive of tax and interest included in our consolidated balance sheet at November 30, 2012, related to various state income tax matters. The contractual cash obligations table above excludes the long-term liability for these uncertain tax positions as we are unable to make a reasonably reliable estimate of the period of cash settlement with the respective taxing authorities.

Commercial commitment expirations are as follows as of November 30, 2012 (in thousands):

	Total	Commitment Expiration by Period			
		Less Than One Year	2-3 Years	4-5 Years	After 5 Years
Guarantees	\$ 3,171	\$ 1,511	\$ 460	\$ 465	\$ 735
Unused credit facilities	300,000	—	—	300,000	—
<b>Total Commercial Commitments</b>	<b>\$ 303,171</b>	<b>\$ 1,511</b>	<b>\$ 460</b>	<b>\$ 300,465</b>	<b>\$ 735</b>

### Speedway Developments

In light of NASCAR's publicly announced position regarding additional potential realignment of the NASCAR Sprint Cup Series schedule, we believe there are still potential development opportunities for public/private partnerships in new, underserved markets across the country that would create value for our shareholders. However, we are not currently pursuing any new speedway development opportunities.

### Daytona Development Project

We are exploring development of a mixed-use entertainment-oriented destination, adjacent to our 188,000 square foot office building, the International Motorsports Center, on property we own located directly across from our Daytona motorsports entertainment facility. As part of the project evaluation, we are in active discussions with potential development partners and anchor tenants.

We recently received approval from the City of Daytona Beach amending the city's comprehensive plan and the previously approved planned master development agreement in order to enhance the value of our property and facilitate its future development. Approved land use entitlements for the property, which now encompasses 181 acres, allow for up to 1,420,000 square feet of retail/dining/entertainment, 2,500 seats in a movie theater, 660 hotel rooms, 1,350 units of residential, 567,000 of additional office space and 500,000 square feet of commercial/industrial space.

We continue to believe that a mixed-use retail/dining/entertainment development located across from our Daytona facility will be a successful project. Development of the balance of the project is dependent on several factors, including lease arrangements, availability of project financing and overall market conditions.

### Inflation

We do not believe that inflation has had a material impact on our operating costs and earnings.

### Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board ("FASB") issued ASU 2011-05, "Comprehensive Income (Topic 220): Presentation of Comprehensive Income." The objective of this Update is to improve the comparability, consistency, and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. To increase the prominence of items reported in other comprehensive income and to facilitate convergence of U.S. generally accepted accounting principles and International Financial Reporting Standards, the FASB decided to eliminate the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity, among other amendments in this Update. The amendments require that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income, and the total of comprehensive income. We adopted this provision in the first quarter of fiscal 2012.

### Factors That May Affect Operating Results

This report and the documents incorporated by reference may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. You can identify a forward-looking statement by our use of the words "anticipate," "estimate," "expect," "may," "believe," "objective," "projection," "forecast," "goal," and similar expressions. These forward-looking statements include our statements regarding the timing of future events, our anticipated future operations and our anticipated future financial position and cash requirements. Although we believe that the expectations reflected in our forward-looking statements are reasonable, we do not know whether our expectations will prove correct. We disclose the important factors that could cause our actual results to differ from our expectations in cautionary statements made in this report and in other filings we have made with the SEC. All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Our actual results could differ materially from those anticipated in

these forward-looking statements as a result of the risk factors described in this report and other factors set forth in or incorporated by reference in this report.

Many of these factors are beyond our ability to control or predict. We caution you not to put undue reliance on forward-looking statements or to project any future results based on such statements or on present or prior earnings levels. Additional information concerning these, or other factors, which could cause the actual results to differ materially from those in the forward-looking statements is contained from time to time in our other SEC filings. Copies of those filings are available from us and/or the SEC.

#### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are exposed to market risk from changes in interest rates in the normal course of business. Our interest income and expense are most sensitive to changes in the general level of U.S. interest rates and the LIBOR rate. In order to manage this exposure, from time to time we use a combination of debt instruments, including the use of derivatives in the form of interest rate swap and lock agreements. We do not enter into any derivatives for trading purposes.

The objective of our asset management activities is to provide an adequate level of interest income and liquidity to fund operations and capital expansion, while minimizing market risk. We utilize overnight sweep accounts and short-term investments to minimize the interest rate risk. We do not believe that our interest rate risk related to our cash equivalents and short-term investments is material due to the nature of the investments.

Our objective in managing our interest rate risk on our debt is to negotiate the most favorable interest rate structures that we can and, as market conditions evolve, adjust our balance of fixed and variable rate debt to optimize our overall borrowing costs within reasonable risk parameters. Interest rate swaps and locks are used from time to time to convert a portion of our debt portfolio from a variable rate to a fixed rate or from a fixed rate to a variable rate as well as to lock in certain rates for future debt issuances.

The following analysis provides quantitative information regarding our exposure to interest rate risk. We utilize valuation models to evaluate the sensitivity of the fair value of financial instruments with exposure to market risk that assume instantaneous, parallel shifts in interest rate yield curves. There are certain limitations inherent in the sensitivity analyses presented, primarily due to the assumption that interest rates change instantaneously. In addition, the analyses are unable to reflect the complex market reactions that normally would arise from the market shifts modeled.

We have various debt instruments that are issued at fixed rates. These financial instruments, which have a fixed rate of interest, are exposed to fluctuations in fair value resulting from changes in market interest rates. The fair values of long-term debt are based on quoted market prices at the date of measurement. Our credit facilities approximate fair value as they bear interest rates that approximate market. At November 30, 2012, we had no variable debt outstanding.

At November 30, 2012, the fair value of our total long-term debt as determined by quotes from financial institutions was approximately \$301.2 million. The potential decrease in fair value resulting from a hypothetical 10.0 percent shift in interest rates would be approximately \$7.0 million at November 30, 2012.

Credit risk arises from the possible inability of counterparties to meet the terms of their contracts on a net basis. However, we minimize such risk exposures for these instruments by limiting counterparties to large banks and financial institutions that meet established credit guidelines. We do not expect to incur any losses as a result of counterparty default.

#### ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

##### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders  
International Speedway Corporation

We have audited the accompanying consolidated balance sheets of International Speedway Corporation (the Company) as of November 30, 2012 and 2011, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended November 30, 2012. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits and the report of other auditors provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of International Speedway Corporation at November 30, 2012 and 2011, and the consolidated results of its operations and its cash flows for each of the three years in the period ended November 30, 2012, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), International Speedway Corporation's internal control over financial reporting as of November 30, 2012, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated January 25, 2013, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP  
Certified Public Accountants

Jacksonville, Florida  
January 25, 2013



The Board of Directors and Shareholders  
International Speedway Corporation

We have audited International Speedway Corporation's internal control over financial reporting as of November 30, 2012, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). International Speedway Corporation's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, International Speedway Corporation maintained, in all material respects, effective internal control over financial reporting as of November 30, 2012, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of International Speedway Corporation as of November 30, 2012 and 2011, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended November 30, 2012 of International Speedway Corporation and our report dated January 25, 2013 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP  
Certified Public Accountants

Jacksonville, Florida  
January 25, 2013

INTERNATIONAL SPEEDWAY CORPORATION  
Consolidated Balance Sheets

	November 30,	
	2011	2012
	(in thousands, except share and per share amounts)	
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 110,078	\$ 78,379
Receivables, less allowance of \$1,000 in 2011 and 2012, respectively	36,098	30,830
Inventories	2,481	3,020
Income taxes receivable	5,914	6,202
Deferred income taxes	3,949	2,029
Prepaid expenses and other current assets	6,875	7,159
Total Current Assets	165,395	127,619
Property and Equipment, net	1,371,776	1,362,186
Other Assets:		
Equity investments	100,137	146,378
Intangible assets, net	178,701	178,649
Goodwill	118,791	118,791
Other	9,839	8,118
	407,468	451,936
Total Assets	\$ 1,944,639	\$ 1,941,741
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current Liabilities:		
Current portion of long-term debt	\$ 2,264	\$ 2,513
Accounts payable	17,917	12,630
Deferred income	46,209	42,818
Income taxes payable	1,212	1,507
Current tax liabilities	4,178	434
Other current liabilities	17,856	16,849
Total Current Liabilities	89,636	76,751
Long-Term Debt	313,888	274,419
Deferred Income Taxes	315,659	328,223
Long-Term Tax Liabilities	1,784	1,790
Long-Term Deferred Income	10,087	10,455
Other Long-Term Liabilities	1,119	1,293
Commitments and Contingencies	—	—
Shareholders' Equity:		
Class A Common Stock, \$.01 par value, 80,000,000 shares authorized; 26,352,759 and 26,081,558 issued and outstanding in 2011 and 2012, respectively	264	260
Class B Common Stock, \$.01 par value, 40,000,000 shares authorized; 20,145,871 and 20,050,277 issued and outstanding in 2011 and 2012, respectively	200	200
Additional paid-in capital	445,005	442,474
Retained earnings	772,938	811,172
Accumulated other comprehensive loss	(5,941)	(5,296)
Total Shareholders' Equity	1,212,466	1,248,810
Total Liabilities and Shareholders' Equity	\$ 1,944,639	\$ 1,941,741

See accompanying notes

INTERNATIONAL SPEEDWAY CORPORATION  
Consolidated Statements of Operations

	Year Ended November 30,		
	2010	2011	2012
	(in thousands, except share and per share amounts)		
<b>REVENUES:</b>			
Admissions, net	\$ 160,476	\$ 144,433	\$ 136,099
Motorsports related	420,910	425,655	416,699
Food, beverage and merchandise	52,527	47,863	45,985
Other	11,444	11,734	13,584
	<u>645,357</u>	<u>629,685</u>	<u>612,367</u>
<b>EXPENSES:</b>			
Direct:			
Prize and point fund monies and NASCAR sanction fees	157,571	154,562	154,673
Motorsports related	142,603	124,861	125,072
Food, beverage and merchandise	36,949	36,744	35,642
General and administrative	102,733	98,795	102,958
Depreciation and amortization	74,465	76,871	77,870
Impairments / losses on disposals of long-lived assets	8,859	4,687	11,143
	<u>523,180</u>	<u>496,520</u>	<u>507,358</u>
Operating income	122,177	133,165	105,009
Interest income	170	139	102
Interest expense	(15,216)	(14,710)	(13,501)
Interest rate swap expense	(23,878)	—	—
Loss on early redemption of debt	(6,535)	—	(9,144)
Other income	—	—	1,008
Equity in net (loss) income from equity investments	(1,904)	(4,177)	2,757
Income from continuing operations before income taxes	74,814	114,417	86,231
Income taxes	20,236	44,993	31,653
Income from continuing operations	54,578	69,424	54,578
Loss from discontinued operations, net of income taxes of (\$25), \$0 and \$0, respectively	(47)	—	—
Net income	<u>\$ 54,531</u>	<u>\$ 69,424</u>	<u>\$ 54,578</u>
Basic and diluted earnings per share:			
Income from continuing operations	\$ 1.13	\$ 1.46	\$ 1.18
Loss from discontinued operations	0.00	—	—
Net income	<u>\$ 1.13</u>	<u>\$ 1.46</u>	<u>\$ 1.18</u>
Dividends per share	<u>\$ 0.16</u>	<u>\$ 0.18</u>	<u>\$ 0.20</u>
Basic weighted average shares outstanding	<u>48,242,555</u>	<u>47,602,574</u>	<u>46,386,355</u>
Diluted weighted average shares outstanding	<u>48,242,555</u>	<u>47,611,179</u>	<u>46,396,631</u>

See accompanying notes

INTERNATIONAL SPEEDWAY CORPORATION  
Consolidated Statements of Comprehensive Income

	Year Ended November 30,		
	2010	2011	2012
	(in thousands)		
Net income	\$ 54,531	\$ 69,424	\$ 54,578
Other comprehensive income:			
Foreign currency translation, net of tax benefit (expense) of \$38, \$12 and (\$14), respectively	59	19	(21)
Interest rate swap expense, net of tax expense of \$8,777	13,442	—	—
Interest rate swap fair value adjustment, net of tax benefit of \$5,063	(7,786)	—	—
Amortization of interest rate swap, net of tax benefit of \$0, \$397 and \$416, respectively	—	594	666
Comprehensive income	<u>\$ 60,246</u>	<u>\$ 70,037</u>	<u>\$ 55,223</u>

See accompanying notes

INTERNATIONAL SPEEDWAY CORPORATION  
Consolidated Statements of Changes in Shareholders' Equity  
(in thousands)

	Class A Common Stock \$.01 Par Value	Class B Common Stock \$.01 Par Value	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Total Shareholders' Equity
Balance at November 30, 2009	\$ 278	\$ 205	\$ 493,765	\$ 665,274	\$ (12,269)	\$ 1,147,253
Net income	—	—	—	54,531	—	54,531
Other comprehensive income	—	—	—	—	5,715	5,715
Cash dividends (\$.16 per share)	—	—	—	(7,706)	—	(7,706)
Reacquisition of previously issued common stock	(5)	—	(13,845)	—	—	(13,850)
Conversion of Class B Common Stock to Class A Common Stock	2	(2)	—	—	—	—
Other	—	—	(585)	—	—	(585)
Stock-based compensation	—	—	1,819	—	—	1,819
Balance at November 30, 2010	275	203	481,154	712,099	(6,554)	1,187,177
Net income	—	—	—	69,424	—	69,424
Other comprehensive income	—	—	—	—	613	613
Exercise of stock options	—	—	51	—	—	51
Cash dividends (\$.18 per share)	—	—	—	(8,585)	—	(8,585)
Reacquisition of previously issued common stock	(14)	—	(37,390)	—	—	(37,404)
Conversion of Class B Common Stock to Class A Common Stock	3	(3)	—	—	—	—
Other	—	—	(276)	—	—	(276)
Stock-based compensation	—	—	1,466	—	—	1,466
Balance at November 30, 2011	264	200	445,005	772,938	(5,941)	1,212,466
Net income	—	—	—	54,578	—	54,578
Other comprehensive income	—	—	—	—	645	645
Cash dividends (\$.20 per share)	—	—	—	(9,283)	—	(9,283)
Reacquisition of previously issued common stock	(4)	—	(3,491)	(7,061)	—	(10,556)
Other	—	—	(914)	—	—	(914)
Stock-based compensation	—	—	1,874	—	—	1,874
Balance at November 30, 2012	\$ 260	\$ 200	\$ 442,474	\$ 811,172	\$ (5,296)	\$ 1,248,810

See accompanying notes

INTERNATIONAL SPEEDWAY CORPORATION  
Consolidated Statements of Cash Flows

	Year Ended November 30,		
	2010	2011	2012
	(in thousands)		
<b>OPERATING ACTIVITIES</b>			
Net income	\$ 54,531	\$ 69,424	\$ 54,578
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	74,465	76,871	77,870
Stock-based compensation	1,819	1,466	1,874
Amortization of financing costs	671	1,398	1,605
Deferred income taxes	22,799	35,688	12,184
Loss (income) from equity investments	1,904	4,177	(2,757)
Impairments / losses on disposals of long-lived assets, non cash	8,859	4,687	8,055
Other, net	398	551	(829)
Changes in operating assets and liabilities			
Receivables, net	7,999	(2,163)	5,268
Inventories, prepaid expenses and other assets	253	(601)	966
Accounts payable and other liabilities	(19,251)	(649)	(2,521)
Deferred income	(15,657)	(4,955)	(3,023)
Income taxes	(26,396)	13,138	(2,345)
Net cash provided by operating activities	112,394	199,032	150,925
<b>INVESTING ACTIVITIES</b>			
Capital expenditures	(105,934)	(76,848)	(82,872)
Proceeds from short-term investments	400	—	—
Purchases of short-term investments	(200)	—	—
Decrease in restricted cash	9,142	1,002	—
Distribution from equity investee and affiliate	—	—	11,000
Equity investments and advances to affiliate	(31,545)	(60,625)	(51,984)
Other, net	(70)	(56)	1,423
Net cash used in investing activities	(128,207)	(136,527)	(122,433)
<b>FINANCING ACTIVITIES</b>			
Proceeds under credit facility	202,000	30,000	130,000
Payments under credit facility	(175,000)	(82,000)	(180,000)
Proceeds from long-term debt	—	65,000	100,000
Payment of long-term debt	(67,974)	(3,216)	(89,306)
Deferred financing fees	(1,651)	(439)	(1,046)
Exercise of Class A common stock options	—	51	—
Cash dividends paid	(7,706)	(8,585)	(9,283)
Reacquisition of previously issued common stock	(8,262)	(37,404)	(10,556)
Net cash used in financing activities	(58,593)	(36,593)	(60,191)
Net (decrease) increase in cash and cash equivalents	(74,406)	25,912	(31,699)
Cash and cash equivalents at beginning of year	158,572	84,166	110,078
Cash and cash equivalents at end of year	\$ 84,166	\$ 110,078	\$ 78,379

See accompanying notes

INTERNATIONAL SPEEDWAY CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOVEMBER 30, 2012

NOTE 1 — DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

DESCRIPTION OF BUSINESS: International Speedway Corporation (“ISC”), including its wholly owned subsidiaries (collectively the “Company”), is a leading promoter of motorsports themed entertainment activities in the United States. As of November 30, 2012, the Company owned and/or operated 13 of the nation’s major motorsports entertainment facilities as follows:

Track Name	Location	Track Length
Daytona International Speedway	Daytona Beach, Florida	2.5 miles
Talladega Superspeedway	Talladega, Alabama	2.7 miles
Richmond International Raceway	Richmond, Virginia	0.8 miles
Michigan International Speedway	Brooklyn, Michigan	2.0 miles
Auto Club Speedway of Southern California	Fontana, California	2.0 miles
Kansas Speedway	Kansas City, Kansas	1.5 miles
Chicagoland Speedway	Joliet, Illinois	1.5 miles
Darlington Raceway	Darlington, South Carolina	1.3 miles
Homestead-Miami Speedway	Homestead, Florida	1.5 miles
Martinsville Speedway	Martinsville, Virginia	0.5 miles
Phoenix International Raceway	Phoenix, Arizona	1.0 miles
Watkins Glen International	Watkins Glen, New York	3.4 miles
Route 66 Raceway	Joliet, Illinois	0.25 miles

In 2012, these motorsports entertainment facilities promoted well over 100 stock car, open wheel, sports car, truck, motorcycle and other racing events, including:

- 21 National Association for Stock Car Auto Racing (“NASCAR”) Sprint Cup Series events;
- 15 NASCAR Nationwide Series events;
- 9 NASCAR Camping World Truck Series events;
- 4 Grand American Road Racing Association (“Grand American”) events including the premier sports car endurance event in the United States, the Rolex 24 at Daytona;
- One National Hot Rod Association (“NHRA”) Full Throttle drag racing series event;
- One IZOD IndyCar (“IndyCar”) Series event; and
- A number of other prestigious stock car, sports car, open wheel and motorcycle events.

The general nature of the Company’s business is a motorsports themed amusement enterprise, furnishing amusement to the public in the form of motorsports themed entertainment. The Company’s motorsports themed event operations consist principally of racing events at these major motorsports entertainment facilities, which, in total, currently have approximately 930,000 grandstand seats and 536 suites. The Company also conducts, either through operations of the particular facility or through certain wholly owned subsidiaries operating under the name “Americrown,” souvenir merchandising operations, food and beverage concession operations and catering services, both in suites and chalets, for customers at its motorsports entertainment facilities.

Motor Racing Network, Inc. (“MRN”), the Company’s proprietary radio network, produces and syndicates to radio stations live coverage of the NASCAR Sprint Cup, Nationwide and Camping World Truck series races and certain other races conducted at the Company’s motorsports entertainment facilities, as well as some races from motorsports entertainment facilities the Company does not own. In addition, MRN provides production services for Sprint Vision, the trackside large screen video display units, at substantially all NASCAR Sprint Cup Series event weekends. MRN also produces and syndicates daily and weekly NASCAR racing-themed programs.

SIGNIFICANT ACCOUNTING POLICIES:

PRINCIPLES OF CONSOLIDATION: The accompanying consolidated financial statements include the accounts of International Speedway Corporation, and its wholly owned subsidiaries. All material intercompany accounts and transactions have been eliminated in consolidation.

CASH AND CASH EQUIVALENTS: For purposes of reporting cash flows, cash and cash equivalents include cash on hand, bank demand deposit accounts and overnight sweep accounts used in the Company’s cash management program. All highly liquid investments with stated maturities of three months or less from the date of purchase are classified as cash equivalents.

The Company maintained its cash and cash equivalents primarily with a limited number of financial institutions at November 30, 2012.

RECEIVABLES: Receivables are stated at their estimated collectible amounts. The allowance for doubtful accounts is estimated based on historical experience of write offs and current expectations of conditions that might impact the collectability of accounts.

INVENTORIES: Inventories, consisting of finished goods, are stated at the lower of cost, determined on the first-in, first-out basis, or market.

PROPERTY AND EQUIPMENT: Property and equipment, including improvements to existing facilities, are stated at cost. Depreciation is provided for financial reporting purposes using the straight-line method over the estimated useful lives as follows:

Buildings, grandstands and motorsports entertainment facilities	10-30 years
Furniture and equipment	3-8 years

Leasehold improvements are depreciated over the shorter of the related lease term or their estimated useful lives. The carrying values of property and equipment are evaluated for impairment upon the occurrence of an impairment indicator based upon expected future undiscounted cash flows. If events or circumstances indicate that the carrying value of an asset may not be recoverable, an impairment loss would be recognized equal to the difference between the carrying value of the asset and its fair value.

EQUITY INVESTMENTS: The Company’s investments in joint ventures and other investees where it can exert significant influence on the investee, but does not have effective control over the investee, are accounted for using the equity method of accounting. The Company’s equity in the net income (loss) from equity method investments is recorded as income (loss) with a corresponding decrease in the investment. Dividends or return of capital received reduce the investment. The Company recognizes the effects of transactions involving the sale or distribution by an equity investee of its common stock as capital transactions.

GOODWILL AND INTANGIBLE ASSETS: All business combinations are accounted for under the purchase method. The excess of the cost of the acquisition over fair value of the net assets acquired (including recognized intangibles) is recorded as goodwill. Business combinations involving existing motorsports entertainment facilities commonly result in a significant portion of the purchase price being allocated to the fair value of the contract-based intangible asset associated with long-term relationships manifest in the sanction agreements with sanctioning bodies, such as NASCAR and Grand American. The continuity of sanction agreements with these bodies has historically enabled the Company to host these motorsports events year after year. While individual sanction agreements may be of terms as short as one year, a significant portion of the purchase price in excess of the fair value of acquired tangible assets is commonly paid to acquire anticipated future cash flows from events promoted pursuant to these agreements which are expected to continue for the foreseeable future and therefore, in accordance with Accounting Standards Codification (“ASC”) 805, are recorded as indefinite-lived intangible assets recognized apart from goodwill. The Company’s goodwill and other intangible assets are all associated with our Motorsports Event segment.

The Company follows applicable authoritative guidance on accounting for goodwill and other intangible assets which specifies, among other things, non-amortization of goodwill and other intangible assets with indefinite useful lives and requires testing for possible impairment, either upon the occurrence of an impairment indicator or at least annually. The Company completes its annual testing in its fiscal fourth quarter, based on assumptions regarding the Company’s future business outlook and expected future discounted cash flows attributable to such assets (using the fair value assessment provision of applicable authoritative guidance), supported by quoted market prices or comparable transactions where available or applicable.

In connection with the Company’s fiscal 2012 assessment of goodwill and intangible assets for possible impairment, the Company used the methodology described above. The Company believes its methods used to determine fair value and evaluate possible impairment were appropriate, relevant, and represent methods customarily available and used for such purposes. The Company’s latest annual assessment of goodwill and other intangible assets in the fourth quarter of fiscal 2012 indicated there had been no impairment and the fair value substantially exceeded the carrying value for the respective reporting units, except for one reporting unit. The estimated fair value for this one reporting unit, which has goodwill of less than \$20.0 million,

exceeded the carrying value by less than 5 percent as determined using its internal discounted cash flow methodology. The Company believes the most recent comparable market transactions would support a substantially higher valuation.

The Company believes its methods used to determine fair value and evaluate possible impairment were appropriate, relevant, and represent methods customarily available and most used for such purposes. Despite the current adverse economic trends, particularly the decline in consumer confidence and the rise in unemployment, which have contributed to the decrease in attendance related as well as corporate partner revenues for certain of the Company's motorsports events during fiscal 2012, the Company believes there has been no significant change in the long-term fundamentals of its ongoing motorsports event business. The Company believes its present operational and cash flow outlook further support its conclusion. While the Company continues to review and analyze many factors that can impact its business prospects in the future, its analysis is subjective and is based on conditions existing at, and trends leading up to, the time the estimates and assumptions are made. Different conditions or assumptions, or changes in cash flows or profitability, if significant, could have a material adverse effect on the outcome of the impairment evaluation and the Company's future condition or results of operations.

**DEFERRED FINANCING FEES:** Deferred financing fees are amortized over the term of the related debt and are included in other non-current assets.

**COMPREHENSIVE INCOME:** Comprehensive income is the changes in equity of an enterprise except those resulting from shareholder transactions. Accumulated other comprehensive income consists of the following (in thousands):

	November 30,	
	2011	2012
Interest rate swap, net of tax benefit of \$3,864 and \$3,449, respectively	\$ (5,962)	\$ (5,296)
Foreign currency translation, net of tax of \$14	21	—
	<u>\$ (5,941)</u>	<u>\$ (5,296)</u>

**INCOME TAXES:** Income taxes have been provided using the liability method. Under this method the Company's estimates of deferred income taxes and the significant items giving rise to deferred tax assets and liabilities reflect its assessment of actual future taxes to be paid on items reflected in its financial statements, giving consideration to both timing and probability of realization.

The Company establishes tax reserves related to certain matters, including penalties and interest, in the period when it is determined that it is probable that additional taxes, penalties and interest will be paid, and the amount is reasonably estimable. Such tax reserves are adjusted, as needed, in light of changing circumstances, such as statute of limitations expirations and other developments relating to uncertain tax positions and current tax items under examination, appeal or litigation.

**REVENUE RECOGNITION:** Advance ticket sales and event-related revenues for future events are deferred until earned, which is generally once the events are conducted. The recognition of event-related expenses is matched with the recognition of event-related revenues. Revenues and related expenses from the sale of merchandise to retail customers, internet sales and direct sales to dealers are recognized at the time of the sale. Revenues are presented net of any applicable taxes collected and remitted to governmental agencies.

Kansas Speedway ("Kansas") and Chicagoland Speedway ("Chicagoland") offer Preferred Access Speedway Seating ("PASS") agreements, which give purchasers the exclusive right and obligation to purchase season-ticket packages for certain sanctioned racing events annually, under specified terms and conditions. Among the conditions, licensees are required to purchase all season-ticket packages when and as offered each year. PASS agreements automatically terminate without refund should owners not purchase any offered season tickets.

Net fees received under PASS agreements are deferred and are amortized into income over the term of the agreements. Long-term deferred income under the PASS agreements totals approximately \$9.3 million and \$7.8 million at November 30, 2011 and 2012, respectively.

**ADVERTISING EXPENSE:** Advertising costs are expensed as incurred. Advertising expense from continuing operations was approximately \$18.4 million, \$15.2 million and \$15.3 million for the years ended November 30, 2010, 2011 and 2012, respectively.

**LOSS CONTINGENCIES:** Legal and other costs incurred in conjunction with loss contingencies are expensed as incurred.

**USE OF ESTIMATES:** The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**RECLASSIFICATIONS:** Certain prior year amounts in the Consolidated Statements of Operations have been reclassified to conform to the current year presentation.

**NEW ACCOUNTING PRONOUNCEMENTS:** In June 2011, FASB issued ASU 2011-5, "Comprehensive Income (Topic 220): Presentation of Comprehensive Income". The objective of this Update is to improve the comparability, consistency, and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. To increase the prominence of items reported in other comprehensive income and to facilitate convergence of U.S. generally accepted accounting principles and International Financial Reporting Standards, the FASB decided to eliminate the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity, among other amendments in this Update. The amendments require that all nonowner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income, and the total of comprehensive income. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted, because compliance with the amendments is already permitted. The amendments do not require any transition disclosures. The Company adopted this provision in the first quarter of fiscal 2012.

#### NOTE 2 — EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share for the years ended November 30, (in thousands, except share and per share amounts):

	2010	2011	2012
<b>Basic and diluted:</b>			
Income from continuing operations	\$ 54,578	\$ 69,424	\$ 54,578
Loss from discontinued operations	(47)	—	—
Net income	<u>\$ 54,531</u>	<u>\$ 69,424</u>	<u>\$ 54,578</u>
<b>Basic earnings per share denominator:</b>			
Weighted average shares outstanding	<u>48,242,555</u>	<u>47,602,574</u>	<u>46,386,355</u>
<b>Basic earnings per share:</b>			
Income from continuing operations	\$ 1.13	\$ 1.46	\$ 1.18
Loss from discontinued operations	0.00	—	—
Net income	<u>\$ 1.13</u>	<u>\$ 1.46</u>	<u>\$ 1.18</u>
<b>Diluted earnings per share denominator:</b>			
Weighted average shares outstanding	48,242,555	47,602,574	46,386,355
Common stock options	—	8,605	10,276
Diluted weighted average shares outstanding	<u>48,242,555</u>	<u>47,611,179</u>	<u>46,396,631</u>
<b>Diluted earnings per share:</b>			
Income from continuing operations	\$ 1.13	\$ 1.46	\$ 1.18
Loss from discontinued operations	—	—	—
Net income	<u>\$ 1.13</u>	<u>\$ 1.46</u>	<u>\$ 1.18</u>
Anti-dilutive shares excluded in the computation of diluted earnings per share	<u>271,494</u>	<u>254,945</u>	<u>231,496</u>

NOTE 3 — PROPERTY AND EQUIPMENT

Property and equipment consists of the following as of November 30, (in thousands):

	2011	2012
Land and leasehold improvements	\$ 240,653	\$ 241,393
Buildings, grandstands and motorsports entertainment facilities	1,510,617	1,541,276
Furniture and equipment	166,082	175,443
Construction in progress	102,329	105,128
	<u>2,019,681</u>	<u>2,063,240</u>
Less accumulated depreciation	647,905	701,054
	<u>\$ 1,371,776</u>	<u>\$ 1,362,186</u>

Depreciation expense from continuing operations was approximately \$74.5 million, \$76.9 million and \$77.8 million for the years ended November 30, 2010, 2011 and 2012, respectively.

NOTE 4 — IMPAIRMENT OF LONG-LIVED ASSETS

In fiscal 2010, the Company recorded a before-tax charge of approximately \$8.9 million, or \$0.11 per diluted share, as an impairment/loss on disposal of long-lived assets primarily attributable to the non-cash impairment of certain costs related to the Daytona Development Project and removal of certain other long-lived assets located at its motorsports facilities.

In fiscal 2011, the Company recorded a before-tax charge of approximately \$4.7 million, or \$0.06 per diluted share, as an impairment/loss on disposal of long-lived assets primarily attributable to the ongoing removal of certain assets in connection with the repaving of the track and grandstand enhancements at Phoenix International Raceway (“Phoenix”) and the grandstand enhancements at Kansas and Talladega Superspeedway (“Talladega”).

In fiscal 2012, the Company recorded a before-tax charge of approximately \$11.1 million, or \$0.15 per diluted share, as an impairment/loss on disposal of long-lived assets is primarily attributable to the ongoing removal of certain assets in connection with the track repaving at Kansas, as well as guest enhancements at Talladega, Richmond International Raceway (“Richmond”) and certain of the Company's other facilities.

NOTE 5 — EQUITY AND OTHER INVESTMENTS

Hollywood Casino at Kansas Speedway

In February 2012, Kansas Entertainment, LLC, (“Kansas Entertainment”) a 50/50 joint venture of Penn Hollywood Kansas, Inc. (“Penn”), a subsidiary of Penn National Gaming, Inc. and Kansas Speedway Development Corporation (“KSDC”), a wholly owned indirect subsidiary of ISC, opened the Hollywood-themed and branded destination entertainment facility, overlooking turn two of Kansas Speedway. Penn is the managing member of Kansas Entertainment and is responsible for the development and operation of the casino.

The Hollywood Casino at Kansas Speedway features a 95,000 square foot casino with 2,000 slot machines and 52 table games (including 12 poker tables), a 1,253 space parking structure as well as a sports-themed bar, dining and entertainment options. Kansas Entertainment funded the development with equity contributions from each partner. KSDC and Penn shared equally in the cost of developing and constructing the facility. The Company's share of capitalized development costs for the project, excluding our contribution of land, was approximately \$145.0 million. Through November 30, 2012, the Company has funded approximately \$134.3 million of these capitalized development costs as well as certain working capital needs of the project prior to opening. Cash flow from the casino's operations has been used to fund the remaining development costs. During the Company's fiscal 2012 fourth quarter, it received approximately \$8.5 million of distributions of cash flows from the casino's operations. In addition, in December 2012, the Company received a distribution of cash flows from the casino's operations of approximately \$4.5 million.

The Company has accounted for Kansas Entertainment as an equity investment in its financial statements as of November 30, 2012. Start up and related costs through opening were expensed through equity in net loss from equity investments. The Company's 50.0 percent portion of Kansas Entertainment's net loss was approximately \$1.9 million and \$4.2 million for fiscal years 2010 and 2011, respectively, and net income of approximately \$2.8 million for fiscal year 2012, and is included in equity in net (loss) income from equity investments in our consolidated statements of operations.

Staten Island Property

The Company's wholly owned indirect subsidiary, 380 Development, LLC (“380 Development”), owns a total of 676 acres located in the New York City borough of Staten Island. The Company is currently in exclusive negotiations with an interested buyer for 380 Development. The timing of any closing is uncertain and the Company cannot assure that one will occur as a result of these exclusive negotiations.

Motorsports Authentics

The Company is a partner with Speedway Motorsports, Inc. in a 50/50 joint venture, SMISC, LLC, which, through its wholly owned subsidiary Motorsports Authentics, LLC conducts business under the name Motorsports Authentics (“MA”). MA designs, promotes, markets and distributes motorsports licensed merchandise. The Company's 50.0 percent investment in MA's was previously reduced to zero and they Company did not recognize any net income or loss from operations of MA during fiscal years 2010, 2011, and 2012, respectively. As of November 30, 2012, the Company has a guaranty exposure to one NASCAR team licensor of approximately \$1.2 million. The guaranty exposure was satisfied upon MA making its final payment to the NASCAR team licensor on December 30, 2012.

Summarized financial information of the Company's equity investments as of and for the years ended November 30,, are as follows (in thousands):

	2010	2011	2012
Current assets	\$ 73,109	\$ 48,564	\$ 46,054
Noncurrent assets	43,174	173,393	258,239
Current liabilities	15,700	16,573	22,379
Noncurrent liabilities	6,316	4,065	1,819
Net sales	75,143	34,788	144,715
Gross profit	28,971	19,781	63,516
Operating (loss) income	(2,668)	(9,080)	8,914
Net (loss) income	(965)	(9,374)	9,266

NOTE 6 — GOODWILL AND INTANGIBLE ASSETS

The gross carrying value and accumulated amortization of the major classes of intangible assets relating to the Motorsports Event segment as of November 30, are as follows (in thousands):

	2011		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortized intangible assets:			
Food, beverage and merchandise contracts	\$ 10	\$ 7	\$ 3
Other	108	16	92
Total amortized intangible assets	<u>118</u>	<u>23</u>	<u>95</u>
Non-amortized intangible assets:			
NASCAR — sanction agreements	177,813	—	177,813
Other	793	—	793
Total non-amortized intangible assets	<u>178,606</u>	<u>—</u>	<u>178,606</u>
Total intangible assets	<u>\$ 178,724</u>	<u>\$ 23</u>	<u>\$ 178,701</u>

	2012		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortized intangible assets:			
Food, beverage and merchandise contracts	\$ 10	\$ 8	\$ 2
Other	92	51	41
Total amortized intangible assets	102	59	43
Non-amortized intangible assets:			
NASCAR — sanction agreements	177,813	—	177,813
Other	793	—	793
Total non-amortized intangible assets	178,606	—	178,606
Total intangible assets	\$ 178,708	\$ 59	\$ 178,649

The following table presents current and expected amortization expense of the existing intangible assets as of November 30, for each of the following periods (in thousands):

Amortization expense for the year ended November 30, 2012	\$ 52
Estimated amortization expense for the year ending November 30:	
2013	21
2014	16
2015	6
2016	—
2017	—

There were no changes in the carrying value of goodwill during fiscal 2011 and 2012.

#### NOTE 7 — LONG-TERM DEBT

Long-term debt consists of the following as of November 30, (in thousands):

	2011	2012
5.40 percent Senior Notes	\$ 87,024	\$ —
4.63 percent Senior Notes	65,000	65,000
3.95 percent Senior Notes	—	100,000
4.82 percent Revenue Bonds	1,262	970
6.25 percent Term Loan	50,667	50,318
TIF bond debt service funding commitment	62,199	60,644
Revolving Credit Facility	50,000	—
	316,152	276,932
Less: current portion	2,264	2,513
	\$ 313,888	\$ 274,419

#### Schedule of Payments (in thousands)

For the year ending November 30:	
2013	\$ 2,513
2014	2,807
2015	3,436
2016	3,408
2017	3,738
Thereafter	261,681
	277,583
Net premium	(651)
Total	\$ 276,932

In March 2012, the Company utilized additional borrowings under its revolving credit facility to redeem and retire all outstanding \$87.0 million principal amount of the 5.40 percent Senior Notes, including the payment of a tender premium of approximately \$9.0 million and accrued interest. The net tender premium, associated unamortized net deferred financing costs and unamortized original issuance discount were recorded as loss on early redemption of debt totaling approximately \$9.1 million.

In January 2011, the Company completed an offering of approximately \$65.0 million principal amount of senior unsecured notes in a private placement (“4.63 percent Senior Notes”). These notes, which bear interest at 4.63 percent and are due January 2021, require semi-annual interest payments on January 18 and July 18 through their maturity. The 4.63 percent Senior Notes may be redeemed in whole or in part, at the Company’s option, at any time or from time to time at redemption prices as defined in the indenture. Certain of the Company’s wholly owned domestic subsidiaries are guarantors of the 4.63 percent Senior Notes. The 4.63 percent Senior Notes also contain various restrictive covenants. The associated deferred financing fees are treated as additional interest expense and are being amortized over the life of the 4.63 percent Senior Notes, on a straight-line method, which approximates the effective yield method. At November 30, 2012, outstanding principal on the 4.63 percent Senior Notes was approximately \$65.0 million.

In September 2012, the Company completed an offering of approximately \$100.0 million principal amount of senior unsecured notes in a private placement (“3.95 percent Senior Notes”). The 3.95 percent Senior Notes bear interest at 3.95 percent and are due September 2024. The 3.95 percent Senior Notes require semi-annual interest payments on March 13 and September 13 through their maturity. The 3.95 percent Senior Notes may be redeemed in whole or in part, at our option, at any time or from time to time at redemption prices as defined in the indenture. Certain of the Company’s wholly owned domestic subsidiaries are guarantors of the 3.95 percent Senior Notes. The 3.95 percent Senior Notes also contain various restrictive covenants. The funds received were used to pay down \$100.0 million of the outstanding balance on the Company’s credit facility. At November 30, 2012, outstanding principal on the 3.95 percent Senior Notes was approximately \$100.0 million.

Debt associated with the Company’s wholly owned subsidiary, Raceway Associates, LLC, which owns and operates Chicagoland and Route 66 Raceway, consists of Revenue bonds payable (“4.82 percent Revenue Bonds”) consisting of

economic development revenue bonds issued by the City of Joliet, Illinois to finance certain land improvements. The 4.82 percent Revenue Bonds have an interest rate of 4.82 percent and a monthly payment of approximately \$29,000 principal and interest. At November 30, 2012, outstanding principal on the 4.82 percent Revenue Bonds was approximately \$1.0 million.

The term loan (“6.25 percent Term Loan”), related to the construction of the Company’s International Motorsports Center, has a 25 year term due October 2034, an interest rate of 6.25 percent, and a current monthly payment of approximately \$292,000 principal and interest. At November 30, 2012, the outstanding principal on the 6.25 percent Term Loan was approximately \$50.3 million.

In January 1999, the Unified Government of Wyandotte County/Kansas City, Kansas (“Unified Government”), issued approximately \$71.3 million in taxable special obligation revenue (“TIF”) bonds in connection with the financing of construction of Kansas Speedway. At November 30, 2012, outstanding TIF bonds totaled approximately \$60.6 million, net of the unamortized discount, which is comprised of a \$11.6 million principal amount, 6.15 percent term bond due December 1, 2017 and a \$49.7 million principal amount, 6.75 percent term bond due December 1, 2027. The TIF bonds are repaid by the Unified Government with payments made in lieu of property taxes (“Funding Commitment”) by the Company’s wholly owned subsidiary, Kansas Speedway Corporation (“KSC”). Principal (mandatory redemption) payments per the Funding Commitment are payable by KSC on October 1 of each year. The semi-annual interest component of the Funding Commitment is payable on April 1 and October 1 of each year. KSC granted a mortgage and security interest in the Kansas project for its Funding Commitment obligation.

In November 2012, the Company amended and restated its \$300.0 million revolving credit facility (“2012 Credit Facility”). The amendment provides better terms and extends the final maturity of the facility from November 2015 to November 2017. The 2012 Credit Facility contains a feature that allows the Company to increase the credit facility to a total of \$500.0 million, subject to certain conditions. The 2012 Credit Facility accrues interest at LIBOR plus 100.0 — 162.5 basis points, depending on the better of its debt rating as determined by specified rating agencies or the Company’s leverage ratio. The 2012 Credit Facility contains various restrictive covenants. At November 30, 2012, the Company had no outstanding borrowings under the 2012 Credit Facility.

At November 30, 2012, the Company has approximately \$5.3 million, net of tax, deferred in accumulated other comprehensive loss associated with this interest rate swap which is being amortized as interest expense over life of the 4.63 percent Senior Notes (see above). The Company expects to recognize approximately \$0.7 million, net of tax, of this balance during the next 12 months in the consolidated statement of operations.

Total interest expense from continuing operations incurred by the Company was approximately \$15.2 million, \$14.7 million and \$13.5 million for the years ended November 30, 2010, 2011 and 2012, respectively. Total interest capitalized for the years ended November 30, 2010, 2011 and 2012 was approximately \$2.2 million, \$3.8 million and \$3.7 million, respectively.

Financing costs of approximately \$4.9 million and \$5.0 million, net of accumulated amortization, have been deferred and are included in other assets at November 30, 2011 and 2012, respectively. These costs are being amortized on a straight line method, which approximates the effective yield method, over the life of the related financing.

#### NOTE 8 — FEDERAL AND STATE INCOME TAXES

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Significant components of the provision for income taxes from continuing operations for the years ended November 30, are as follows (in thousands):

	2010	2011	2012
Current tax expense (benefit):			
Federal	\$ 5,002	\$ 7,941	\$ 18,466
State	(7,510)	1,386	1,003
Foreign	(48)	(22)	—
Deferred tax expense:			
Federal	22,121	32,815	8,608
State	671	2,873	3,881
Foreign	—	—	(305)
Provision for income taxes	\$ 20,236	\$ 44,993	\$ 31,653

The reconciliation of income tax expense computed at the federal statutory tax rates to income tax expense from continuing operations for the years ended November 30, is as follows (percent of pre-tax income):

	2010	2011	2012
Income tax computed at federal statutory rates	35.0%	35.0%	35.0%
State income taxes, net of federal tax benefit	2.2	3.9	4.5
Valuation Allowance	—	—	(2.7)
State settlements, net of federal tax benefit	(8.8)	—	—
State tax credits, net of federal tax benefit	(2.0)	(0.4)	(0.6)
Other, net	0.6	0.8	0.5
	27.0%	39.3%	36.7%

The components of the net deferred tax assets (liabilities) at November 30, are as follows (in thousands):

	2011	2012
Impaired long-lived assets	\$ 38,139	\$ 38,020
Unrecognized tax benefits	2,000	778
Amortization and depreciation	912	917
Loss carryforwards	8,781	6,236
Deferred revenues	2,443	2,110
Accruals	4,849	3,876
Compensation related	3,115	2,543
Deferred expenses	1,778	1,791
Interest	6,062	5,416
Equity investment	—	1,495
Other	6	6
Deferred tax assets	68,085	63,188
Valuation allowance	(4,255)	(1,625)
Deferred tax assets, net of valuation allowance	63,830	61,563
Amortization and depreciation	(375,023)	(387,549)
Other	(517)	(208)
Deferred tax liabilities	(375,540)	(387,757)
Net deferred tax liabilities	\$ (311,710)	\$ (326,194)
Deferred tax assets — current	\$ 3,949	\$ 2,029
Deferred tax liabilities — noncurrent	(315,659)	(328,223)
Net deferred tax liabilities	\$ (311,710)	\$ (326,194)

The Company has recorded deferred tax assets related to various state loss carryforwards totaling approximately \$6.2 million that expire in varying amounts beginning in fiscal 2020. The valuation allowance decreased by approximately \$2.6 million during the fiscal year ended November 30, 2012, and is substantially attributable to the wind-up of certain Canadian business



operations. The valuation allowance has been provided due to the uncertainty regarding the realization of state deferred tax assets associated with these loss carryforwards and impaired long-lived assets. In evaluating the Company's ability to recover its deferred income tax assets it considers all available positive and negative evidence, including operating results, ongoing tax planning and forecasts of future taxable income on a jurisdiction by jurisdiction basis.

Federal returns for fiscal years 2009 through 2012 remain open and subject to examination by the Internal Revenue Service. The Company files and remits state income taxes in various states where the Company has determined it is required to file state income taxes. The Company's filings with those states remain open for audit for the fiscal years 2008 through 2012.

A reconciliation of the beginning and ending amount of unrecognized tax liability is as follows (in thousands):

Balance at December 1, 2011	\$	4,681
Additions based on tax positions related to the current year		385
Additions for tax positions of prior years		120
Reductions for tax positions of prior years		(3,384)
Balance at November 30, 2012	\$	<u>1,802</u>

As of November 30, 2012, in accordance with ASC 740, "Income Taxes," the Company has a total liability of approximately \$2.2 million for uncertain tax positions, inclusive of tax, interest, and penalties. Of this amount, approximately \$1.8 million represents income tax liability for uncertain tax positions related to various federal and state income tax matters. If the accrued liability was de-recognized, approximately \$1.2 million of taxes would impact the Company's consolidated statement of operations as a reduction to its effective tax rate. Included in the balance sheet at November 30, 2012 are approximately \$0.6 million of items of which, under existing tax laws, the ultimate deductibility is certain but for which the timing of the deduction is uncertain. Because of the impact of deferred income tax accounting, a deduction in a subsequent period would result in a deferred tax asset. Accordingly, upon de-recognition, the tax benefits associated with the reversal of these timing differences would have no impact, except for related interest and penalties, on the Company's effective income tax rate.

The Company recognizes interest and penalties related to uncertain tax positions as part of its provision for federal and state income taxes. As of November 30, 2012, the total amounts for accrued interest was approximately \$0.4 million. If the accrued interest was de-recognized, approximately \$0.3 million would impact the Company's consolidated statement of operations as a reduction to its effective tax rate.

The de-recognition of potential interest and penalties associated with certain state settlements as well as certain state credits accrued are the principal causes of the decreased effective income tax rate for the fiscal year ended November 30, 2010. The effective income tax rate for fiscal year ended November 30, 2011 approximated the statutory income tax rate. The reduction in the valuation allowance associated with the wind-up of certain Canadian business operations is the principal cause of the decreased effective income tax rate for the fiscal year ended November 30, 2012.

As a result of the above items, the Company's effective income tax rate decreased from the statutory income rate to approximately 27.0 percent and 36.7 percent for the fiscal years ended November 30, 2010 and 2012, respectively.

#### NOTE 9 — CAPITAL STOCK

The Company's authorized capital includes 80.0 million shares of Class A Common Stock, par value \$.01 ("Class A Common Stock"), 40.0 million shares of Class B Common Stock, par value \$.01 ("Class B Common Stock"), and 1.0 million shares of Preferred Stock, par value \$.01 ("Preferred Stock"). The shares of Class A Common Stock and Class B Common Stock are identical in all respects, except for voting rights and conversion rights as described below. Each share of Class A Common Stock entitles the holder to one-fifth (1/5) vote on each matter submitted to a vote of the Company's shareholders and each share of Class B Common Stock entitles the holder to one (1) vote on each such matter, in each case including the election of directors. Holders of Class A Common Stock and Class B Common Stock are entitled to receive dividends at the same rate if and when declared by the Board of Directors out of funds legally available there from, subject to the dividend and liquidation rights of any Preferred Stock that may be issued and outstanding. Class A Common Stock has no conversion rights. Class B Common Stock is convertible into Class A Common Stock, in whole or in part, at any time at the option of the holder on the basis of one share of Class A Common Stock for each share of Class B Common Stock converted. Each share of Class B Common Stock will also automatically convert into one share of Class A Common Stock if, on the record date of any meeting of the shareholders, the number of shares of Class B Common Stock then outstanding is less than 10.0 percent of the aggregate number of shares of Class A Common Stock and Class B Common Stock then outstanding.

The Board of Directors of the Company is authorized, without further shareholder action, to divide any or all shares of the authorized Preferred Stock into series and fix and determine the designations, preferences and relative rights and qualifications, limitations, or restrictions thereon of any series so established, including voting powers, dividend rights, liquidation preferences, redemption rights and conversion privileges. No shares of Preferred Stock are outstanding. The Board of Directors

has not authorized any series of Preferred Stock, and there are no plans, agreements or understandings for the authorization or issuance of any shares of Preferred Stock.

#### Stock Purchase Plan

The Company has a share repurchase program ("Stock Purchase Plan") under which it is authorized to purchase up to \$330.0 million of its outstanding Class A common shares. The timing and amount of any shares repurchased under the Stock Purchase Plan will depend on a variety of factors, including price, corporate and regulatory requirements, capital availability and other market conditions. The Stock Purchase Plan may be suspended or discontinued at any time without prior notice. No shares have been or will be knowingly purchased from Company insiders or their affiliates.

Since inception of the Plan through November 30, 2012, the Company has purchased 7,063,962 shares of its Class A common shares, for a total of approximately \$268.3 million. Included in these totals are the purchases of 307,886, 1,435,811 and 405,538 shares of the Company's Class A common shares at an average cost of approximately \$26.27, \$25.87 and \$25.40 per share (including commissions), for a total of approximately \$8.1 million, \$37.1 million and \$10.3 million, during the fiscal years ended November 30, 2010, 2011, and 2012, respectively. These transactions occurred in open market purchases and pursuant to a trading plan under Rule 10b5-1. At November 30, 2012, the Company has approximately \$61.7 million remaining repurchase authority under the current Stock Purchase Plans.

#### NOTE 10 — COMMITMENTS AND CONTINGENCIES

International Speedway Corporation has a salary incentive plan (the "ISC Plan") designed to qualify under Section 401(k) of the Internal Revenue Code. Employees of International Speedway Corporation and certain participating subsidiaries who have completed one month of continuous service are eligible to participate in the ISC Plan. After twelve months of continuous service, matching contributions are made to a savings trust (subject to certain limits) concurrent with employees' contributions. The level of the matching contribution depends upon the amount of the employee contribution. Employees become 100.0 percent vested upon entrance to the ISC Plan. The contribution expense from continuing operations for the ISC Plan was approximately \$1.6 million, \$1.5 million and \$1.4 million for the years ended November 30, 2010, 2011 and 2012, respectively.

The estimated cost to complete approved projects and current construction in progress at November 30, 2012 at the Company's existing facilities is approximately \$28.7 million.

In October 2002, the Unified Government issued subordinate sales tax special obligation revenue bonds ("2002 STAR Bonds") totaling approximately \$6.3 million to reimburse the Company for certain construction already completed on the second phase of the Kansas Speedway project and to fund certain additional construction. The 2002 STAR Bonds, which require annual debt service payments and are due December 1, 2022, will be retired with state and local taxes generated within the speedway's boundaries and are not the Company's obligation. KSC has agreed to guarantee the payment of principal, any required premium and interest on the 2002 STAR Bonds. At November 30, 2012, the Unified Government had approximately \$1.9 million outstanding on 2002 STAR Bonds. Under a keepwell agreement, the Company has agreed to provide financial assistance to KSC, if necessary, to support KSC's guarantee of the 2002 STAR Bonds.

The Company operates Homestead-Miami Speedway under an operating agreement which expires December 31, 2032 and provides for subsequent renewal terms through December 31, 2075. The Company operates Daytona under an operating lease agreement which expires November 7, 2054. The Company also has various operating leases for office space and equipment. The future minimum payments under the operating agreement and leases utilized by the Company having initial or remaining non-cancelable terms in excess of one year at November 30, 2012, are as follows (in thousands):

	Operating Agreement	Operating Leases
<b>For the year ending November 30:</b>		
2013	\$ 2,220	\$ 3,855
2014	2,220	3,126
2015	2,220	2,087
2016	1,152	1,587
2017	1,055	1,483
Thereafter	15,913	31,341
<b>Total</b>	<b>\$ 24,780</b>	<b>\$ 43,479</b>

Total expenses incurred from continuing operations under the track operating agreement, these operating leases and all other short-term rentals during the years ended November 30, 2010, 2011 and 2012 were approximately \$14.7 million, \$14.0 million, and \$13.5 million, respectively.

In connection with the Company's automobile and workers' compensation insurance coverages and certain construction contracts, the Company has standby letter of credit agreements in favor of third parties totaling approximately \$4.0 million at November 30, 2012. At November 30, 2012, there were no amounts drawn on the standby letters of credit.

#### Current Litigation

The Company is from time to time a party to routine litigation incidental to its business. Management does not believe that the resolution of any or all of such litigation will have a material adverse effect on the Company's financial condition or results of operations.

#### NOTE 11 — RELATED PARTY DISCLOSURES AND TRANSACTIONS

All of the racing events that take place during the Company's fiscal year are sanctioned by various racing organizations such as the American Historic Racing Motorcycle Association, the American Motorcyclist Association, the Automobile Racing Club of America, the American Sportbike Racing Association — Championship Cup Series, the Federation Internationale de L'Automobile, the Federation Internationale Motocycliste, Grand American, Historic Sports car Racing, IZOD IndyCar Series, NASCAR, NHRA, the Porsche Club of America, the Sports Car Club of America, the Sports car Vintage Racing Association, the United States Auto Club and the World Karting Association. NASCAR, which sanctions many of the Company's principal racing events, is a member of the France Family Group which controls over 72.0 percent of the combined voting power of the outstanding stock of the Company, as of November 30, 2012, and some members of which serve as directors and officers of the Company. Standard NASCAR sanction agreements require racetrack operators to pay sanction fees and prize and point fund monies for each sanctioned event conducted. The prize and point fund monies are distributed by NASCAR to participants in the events. Prize and point fund monies paid by the Company to NASCAR from continuing operations for disbursement to competitors, which are exclusive of NASCAR sanction fees, totaled approximately \$131.4 million, \$127.7 million and \$128.7 million, for the years ended November 30, 2010, 2011 and 2012, respectively. There were no prize and point fund monies paid to NASCAR related to discontinued operations. The Company has outstanding receivables related to NASCAR and its affiliates of approximately \$24.3 million and \$17.9 million at November 30, 2011 and 2012, respectively.

Under current agreements, NASCAR contracts directly with certain network providers for television rights to the entire NASCAR Sprint Cup, Nationwide and Camping World Truck series schedules. Under the terms of this arrangement, NASCAR retains 10.0 percent of the gross broadcast rights fees allocated to each NASCAR Sprint Cup, Nationwide and Camping World Truck series event as a component of its sanction fees. The promoter records 90.0 percent of the gross broadcast rights fees as revenue and then records 25.0 percent of the gross broadcast rights fees as part of its awards to the competitors. Ultimately, the promoter retains 65.0 percent of the net cash proceeds from the gross broadcast rights fees allocated to the event. The Company's television broadcast and ancillary rights fees from continuing operations received from NASCAR for the NASCAR Sprint Cup, Nationwide and Camping World Truck series events conducted at its wholly owned facilities were approximately \$269.1 million, \$278.8 million and \$281.2 million in fiscal years 2010, 2011 and 2012, respectively.

In addition, NASCAR and the Company share a variety of expenses in the ordinary course of business. NASCAR pays rent, as well as a related maintenance fee (allocated based on square footage), to the Company for office space in Daytona Beach, Florida. NASCAR pays the Company for radio, program and strategic initiative advertising, hospitality and suite rentals, various tickets and credentials, catering services, participation in a NASCAR racing event banquet, and track and other equipment rentals based on similar prices paid by unrelated, third party purchasers of similar items. The Company pays NASCAR for certain advertising, participation in NASCAR racing series banquets, the use of NASCAR trademarks and intellectual images and production space for Sprint Vision based on similar prices paid by unrelated, third party purchasers of similar items. The Company's payments to NASCAR for MRN's broadcast rights to NASCAR Camping World Truck races represent an agreed-upon percentage of the Company's advertising revenues attributable to such race broadcasts. NASCAR also reimburses the Company for 50.0 percent of the compensation paid to certain personnel working in the Company's legal, risk management and transportation departments, as well as 50.0 percent of the compensation expense associated with certain receptionists. The Company reimburses NASCAR for 50.0 percent of the compensation paid to certain personnel working in NASCAR's legal department. NASCAR's reimbursement for use of the Company's mailroom, janitorial services, security services, catering, graphic arts, photo and publishing services, telephone system and the Company's reimbursement of NASCAR for use of corporate aircraft, is based on actual usage or an allocation of total actual usage. The aggregate amount received from NASCAR by the Company for shared expenses, net of amounts paid by the Company for shared expenses, totaled approximately \$8.6 million, \$9.3 million and \$8.6 million during fiscal 2010, 2011 and 2012, respectively.

Grand American, a wholly owned subsidiary of NASCAR, sanctions various events at certain of the Company's facilities. Standard Grand American sanction agreements require racetrack operators to pay sanction fees and prize and point fund monies for each sanctioned event conducted. The prize and point fund monies are distributed by Grand American to participants in the events. Sanction fees paid by the Company to Grand American totaled approximately \$2.4 million, \$1.1 million and \$1.2 million for the years ended November 30, 2010, 2011 and 2012, respectively.

AMA Pro Racing, an entity controlled by a member of the France Family Group, sanctions various events at certain of the Company's facilities. Standard AMA Pro Racing sanction agreements require racetrack operators to pay sanction fees and prize

and point fund monies for each sanctioned event conducted. The prize and point fund monies are distributed by AMA Pro Racing to participants in the events. Sanction fees paid by the Company to AMA Pro Racing totaled approximately \$0.2 million, \$0.6 million and \$0.6 million during fiscal 2010, 2011 and 2012, respectively.

The Company strives to ensure, and management believes that, the terms of the Company's transactions with NASCAR, Grand American and AMA Pro Racing are no less favorable to the Company than could be obtained in arms-length negotiations.

Certain members of the France Family Group paid the Company for the utilization of security services, event planning, event tickets, purchase of catering services, maintenance services, and certain equipment. The amounts paid for these items were based on actual costs incurred, similar prices paid by unrelated third party purchasers of similar items or estimated fair market values. The net amount received by the Company for these items, totaled approximately \$242,000, \$321,000 and \$318,000 during fiscal 2010, 2011 and 2012, respectively.

Crotty, Bartlett & Kelly, P.A. ("Crotty, Bartlett & Kelly"), is a law firm controlled by family members of W. Garrett Crotty, one of the Company's executive officers. The Company engages Crotty, Bartlett & Kelly for certain legal and consulting services. The aggregate amount paid to Crotty, Bartlett & Kelly by the Company for legal and consulting services totaled approximately \$49,000, \$28,000 and \$30,000 during fiscal 2010, 2011 and 2012, respectively.

J. Hyatt Brown, one of the Company's directors, serves as Chairman of Brown & Brown, Inc. ("Brown & Brown"). Brown & Brown has received commissions for serving as the Company's insurance broker for several of the Company's insurance policies, including the Company's property and casualty policy and certain employee benefit programs. The aggregate commissions received by Brown & Brown in connection with the Company's policies were approximately \$486,000, \$457,000 and \$466,000 during fiscal 2010, 2011 and 2012, respectively.

One of the Company's directors, Christy F. Harris, is Of Counsel to Kinsey, Vincent Pyle, L.C., a law firm that provided legal services to the Company during fiscal 2010, 2011 and 2012. The Company paid approximately \$83,000, \$76,000 and \$83,000 for these services in fiscal 2010, 2011 and 2012, respectively, which were charged to the Company on the same basis as those provided other clients.

#### NOTE 12 — SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash paid for income taxes and interest for the years ended November 30, is summarized as follows (in thousands):

	2010	2011	2012
Income taxes paid	\$ 27,661	\$ 2,733	\$ 20,923
Interest paid	\$ 16,907	\$ 15,403	\$ 15,099

#### NOTE 13 — LONG-TERM STOCK INCENTIVE PLAN

On November 30, 2012, the Company has two share-based compensation plans, which are described below. Compensation cost included in operating expenses in the accompanying statement of operations for those plans was \$1.9 million, \$1.8 million, and \$2.6 million for the years ended November 30, 2010, 2011 and 2012, respectively. The total income tax benefit recognized in the income statement for share-based compensation arrangements was approximately \$717,000, \$576,000 and \$735,000 for the years ended November 30, 2010, 2011 and 2012, respectively.

The Company's 1996 Long-Term Stock Incentive Plan (the "1996 Plan") authorized the grant of stock options (incentive and nonqualified), stock appreciation rights and restricted stock. The Company reserved an aggregate of 1,000,000 shares (subject to adjustment for stock splits and similar capital changes) of the Company's Class A Common Stock for grants under the 1996 Plan. The 1996 Plan terminated in September 2006. All unvested stock options and restricted stock granted prior to the termination will continue to vest and will continue to be exercisable in accordance with their original terms.

In April, 2006, the Company's shareholders' approved the 2006 Long-Term Incentive Plan (the "2006 Plan") which authorizes the grant of stock options (incentive and non-qualified), stock appreciation rights, restricted and unrestricted stock, cash awards and Performance Units (as defined in the 2006 Plan) to employees, consultants and advisors of the Company capable of contributing to the Company's performance. The Company has reserved an aggregate of 1,000,000 shares (subject to adjustment for stock splits and similar capital changes) of the Company's Class A Common Stock for grants under the 2006 Plan. Incentive Stock Options may be granted only to employees eligible to receive them under the Internal Revenue Code of 1996, as amended. The 2006 Plan approved by the shareholders appoints the Compensation Committee (the "Committee") to administer the 2006 Plan. Awards under the 2006 Plan will contain such terms and conditions not inconsistent with the 2006 Plan as the Committee in its discretion approves. The Committee has discretion to administer the 2006 Plan in the manner which it determines, from time to time, is in the best interest of the Company.

### Restricted Stock Awards

Restricted stock awarded under the 1996 Plan and 2006 Plan (collectively the “Plans”) generally is subject to forfeiture in the event of termination of employment prior to vesting dates. Prior to vesting, the Plans participants own the shares and may vote and receive dividends, but are subject to certain restrictions. Restrictions include the prohibition of the sale or transfer of the shares during the period prior to vesting of the shares. The Company also has the right of first refusal to purchase any shares of stock issued under the Plans which are offered for sale subsequent to vesting. In accordance with ASC 718, “Compensation - Stock Compensation” the Company is recognizing stock-based compensation on these restricted shares awarded on the accelerated method over the requisite service period. The fair value of nonvested restricted stock is determined based on the opening trading price of the Company’s Class A Common Stock on the grant date.

The Company granted 35,008, 50,798 and 171,802 shares of restricted stock awards of the Company’s Class A Common Stock during the fiscal years ended November 30, 2010, 2011 and 2012, respectively, to certain officers, managers, and other employees under the Plans. The shares of restricted stock awarded vest at the rate of 50.0 percent on the third anniversary of the award date and the remaining 50.0 percent on the fifth anniversary of the award date. The weighted average grant date fair value of these restricted stock awards was \$30.56, \$30.60 and \$26.69 per share, respectively.

The Company granted 10,560 and 9,168 shares of restricted stock awards of the Company’s Class A Common Stock during the fiscal years ended November 30, 2011 and 2012, respectively, to non-employee directors as partial compensation for their service as a director. The shares of restricted stock awarded vest at the rate of 100.0 percent on the one year anniversary after the date of grant. The weighted average grant date fair value of these restricted share awards was \$28.41 and \$26.18 per share, respectively.

A summary of the status of the Company’s restricted stock as of November 30, 2012, and changes during the fiscal year ended November 30, 2012, is presented as follows:

	Restricted Shares	Weighted-Average Grant-Date Fair Value (Per Share)	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in thousands)
Unvested at November 30, 2011	161,421	\$ 32.77		
Granted	180,970	26.66		
Vested	(47,992)	37.62		
Forfeited	(2,812)	26.69		
Unvested at November 30, 2012	291,587	\$ 28.24	4.0	\$ 7,823.3

As of November 30, 2012, there was approximately \$5.0 million of total unrecognized compensation cost related to unvested restricted stock awards granted under the Stock Plans. This cost is expected to be recognized over a weighted-average period of 4.0 years. The total fair value of restricted stock awards vested during the fiscal years ended November 30, 2010, 2011 and 2012, was approximately \$1.2 million, \$1.2 million and \$1.3 million, respectively.

### Nonqualified and Incentive Stock Options

In fiscal 2010 a portion of each non-employee director’s compensation for their service as a director is through awards of options to acquire shares of the Company’s Class A Common Stock under the Plans. These options become exercisable one year after the date of grant and expire on the tenth anniversary of the date of grant. The Company also grants options to certain non-officer managers to purchase the Company’s Class A Common Stock under the Plans. These options generally vest over a two and one-half year period and expire on the tenth anniversary of the date of grant. The Company records stock-based compensation cost on its stock options awarded on the straight-line method over the requisite service period.

The fair value of each option granted is estimated on the grant date using the Black-Scholes-Merton option-pricing valuation model that uses the assumptions noted in the following table. Expected volatilities are based on implied volatilities from historical volatility of the Company’s stock and other factors. The Company uses historical data to estimate option exercises and employee terminations within the valuation model. Separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The expected term of options granted is estimated based on historical exercise behavior and represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

	2010
Expected volatility	31.4%
Weighted average volatility	31.4%
Expected dividends	0.6%
Expected term (in years)	9.3
Risk-free rate	3.0%

A summary of option activity under the Stock Plan as of November 30, 2012, and changes during the year then ended is presented as follows:

Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in thousands)
Outstanding at November 30, 2011	245,476	\$ 40.73		
Expired	(21,224)	45.83		
Exercised	—	—		
Forfeited	—	—		
Outstanding at November 30, 2012	224,252	40.25	4.7	\$ —
Vested and expected to subsequently vest at November 30, 2012	224,252	\$ 40.25	4.7	\$ —
Exercisable at November 30, 2012	224,252	\$ 40.25	4.7	\$ —

The weighted average grant-date fair value of options granted during the fiscal year ended November 30, 2010 was \$10.34 per option. There were no options granted in fiscal years 2011 and 2012. There were no option exercised during fiscal years 2010 and 2012, respectively. The total intrinsic value of options exercised during the fiscal year ended November 30, 2011 was approximately \$7,000. The actual tax benefit realized for the tax deductions from exercise of the stock options totaled approximately \$3,000 for the fiscal year ended November 30, 2011.

As of November 30, 2012, there was no unrecognized compensation cost related to unvested stock options granted under the Stock Plan.

### NOTE 14 — FINANCIAL INSTRUMENTS

In accordance with the “Financial Instruments” Topic, ASC 825-10 and in accordance with the “Fair Value Measurements and Disclosures” Topic, ASC 820-10, these topics discuss key considerations in determining fair value in such markets, and expanding disclosures on recurring fair value measurements using unobservable inputs (Level 3), clarification and additional disclosure is required about the use of fair value measurements.

Various inputs are considered when determining the carrying values of cash and cash equivalents, accounts receivable, accounts payable, and accrued liabilities. These items approximate fair value due to the short-term maturities of these assets and liabilities. These inputs are summarized in the three broad levels listed below:

- Level 1 — observable market inputs that are unadjusted quoted prices for identical assets or liabilities in active markets
- Level 2 — other significant observable inputs (including quoted prices for similar securities, interest rates, credit risk, etc.)
- Level 3 — significant unobservable inputs (including the Company’s own assumptions in determining the fair value of investments)

At November 30, 2012, the Company had money market funds totaling approximately \$55.2 million and are included in cash and cash equivalents in consolidated balance sheets. All inputs used to determine fair value are considered level 1 inputs.

Fair values of long-term debt are based on quoted market prices at the date of measurement. The Company’s credit facilities approximate fair value as they bear interest rates that approximate market. These inputs used to determine fair value are considered level 2 inputs. At November 30, 2012, the fair value of the remaining long-term debt, as determined by quotes from financial institutions, was approximately \$301.2 million compared to the carrying amount of approximately \$276.9 million.

The Company had no level 3 inputs as of November 30, 2012.

NOTE 15 — QUARTERLY DATA (UNAUDITED)

The Company derives most of its income from a limited number of NASCAR-sanctioned races. As a result, the Company's business has been, and is expected to remain, highly seasonal based on the timing of major events.

The following table presents certain unaudited financial data for each quarter of fiscal 2011 and 2012 (in thousands, except per share amounts):

	Fiscal Quarter Ended			
	February 28, 2011	May 31, 2011	August 31, 2011	November 30, 2011
Total revenue	\$ 148,685	\$ 138,761	\$ 150,297	\$ 191,942
Operating income	39,355	24,068	20,520	49,222
Net income	21,435	11,873	9,650	26,466
Basic and diluted earnings per share	0.45	0.25	0.20	0.56

	Fiscal Quarter Ended			
	February 29, 2012	May 31, 2012	August 31, 2012	November 30, 2012
Total revenue	\$ 127,398	\$ 179,595	\$ 115,926	\$ 189,448
Operating income	29,699	33,169	696	41,445
Net income	17,139	13,740	(1,037)	24,736
Basic and diluted earnings per share	0.37	0.30	(0.02)	0.53

NOTE 16 — SEGMENT REPORTING

The general nature of the Company's business is a motorsports themed amusement enterprise, furnishing amusement to the public in the form of motorsports themed entertainment. The Company's motorsports event operations consist principally of racing events at its major motorsports entertainment facilities. The reporting units within the motorsports segment portfolio are reviewed together as the nature of the products and services, the production processes used, the type or class of customer using our products and services, and the methods used to distribute our products or provide their services are consistent in objectives and principles, and predominately uniform and centralized throughout the Company. The Company's remaining business units, which are comprised of the radio network production and syndication of numerous racing events and programs, certain souvenir merchandising operations not associated with the promotion of motorsports events at the Company's facilities, construction management services, leasing operations, and financing and licensing operations are included in the "All Other" segment. The Company evaluates financial performance of the business units on operating profit after allocation of corporate general and administrative ("G&A") expenses. Corporate G&A expenses are allocated to business units based on each business unit's net revenues to total net revenues.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. Intersegment sales are accounted for at prices comparable to unaffiliated customers. Intersegment revenues were approximately \$2.3 million, \$2.4 million and \$2.1 million for the years ended November 30, 2010, 2011 and 2012, respectively.

The following table shows information by operating segment (in thousands):

	For the Year Ended November 30, 2010		
	Motorsports Event	All Other	Total
Revenues	\$ 611,747	\$ 35,915	\$ 647,662
Depreciation and amortization	66,210	8,255	74,465
Operating income	130,143	(7,966)	122,177
Equity investments loss	—	(1,904)	(1,904)
Capital expenditures	83,453	22,481	105,934
Total assets	1,638,116	240,633	1,878,749
Equity investments	—	43,689	43,689

	For the Year Ended November 30, 2011		
	Motorsports Event	All Other	Total
Revenues	\$ 599,565	\$ 32,497	\$ 632,062
Depreciation and amortization	69,651	7,220	76,871
Operating income	133,806	(641)	133,165
Equity investments loss	—	(4,177)	(4,177)
Capital expenditures	65,301	11,547	76,848
Total assets	1,616,738	327,901	1,944,639
Equity investments	—	100,137	100,137

	For the Year Ended November 30, 2012		
	Motorsports Event	All Other	Total
Revenues	\$ 585,097	\$ 29,338	\$ 614,435
Depreciation and amortization	71,781	6,089	77,870
Operating income	107,118	(2,109)	105,009
Equity investments income	—	2,757	2,757
Capital expenditures	79,334	3,538	82,872
Total assets	1,598,551	343,190	1,941,741
Equity investments	—	146,378	146,378

Schedule II — Valuation and Qualifying Accounts (In Thousands)

Description	Balance beginning of period	Additions charged to costs and expenses	Deductions (A)	Balance at end of period
For the year ended November 30, 2010 Allowance for doubtful accounts	\$ 1,200	\$ 586	\$ 586	\$ 1,200
For the year ended November 30, 2011 Allowance for doubtful accounts	1,200	132	332	1,000
For the year ended November 30, 2012 Allowance for doubtful accounts	1,000	341	341	1,000

(A) Uncollectible accounts written off, net of recoveries.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

We conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (Exchange Act), under the supervision of and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer. Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures, subject to limitations as noted below, were effective at November 30, 2012, and during the period prior to and including the date of this report. There have been no significant changes in our internal controls or in other factors that could significantly affect internal controls subsequent to November 30, 2012.

Because of its inherent limitations, our disclosure controls and procedures may not prevent or detect misstatements. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

Report of Management on Internal Control Over Financial Reporting

January 25, 2013

We, as members of management of International Speedway Corporation, are responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Internal control over financial reporting is a process designed 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. Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, our disclosure controls and procedures may not prevent or detect misstatements. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

We, under the supervision of and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, assessed the Company's internal control over financial reporting as of November 30, 2012, based on criteria for effective internal control over financial reporting described in "Internal Control-Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, we concluded that we maintained effective internal control over financial reporting as of November 30, 2012, based on the specified criteria.

The effectiveness of our internal control over financial reporting has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included herein.

PART III

Pursuant to General Instruction G. (3) the information required by Part III (Items 10, 11, 12, 13, and 14) is to be incorporated by reference from our definitive information statement (filed pursuant to Regulation 14C) which involves the election of directors and which is to be filed with the Commission not later than 120 days after the end of the fiscal year covered by this Form 10-K.

## PART IV

## ITEM 15. EXHIBITS, CONSOLIDATED FINANCIAL STATEMENT SCHEDULES

## (a) Documents filed as a part of this report

## 1. Consolidated Financial Statements listed below:

## International Speedway Corporation

## Consolidated Balance Sheets

— November 30, 2011 and 2012

## Consolidated Statements of Operations

— Years ended November 30, 2010, 2011, and 2012

## Consolidated Statements of Comprehensive Income

— Years ended November 30, 2010, 2011, and 2012

## Consolidated Statements of Changes in Shareholders' Equity

— Years ended November 30, 2010, 2011, and 2012

## Consolidated Statements of Cash Flows

— Years ended November 30, 2010, 2011, and 2012

## Notes to Consolidated Financial Statements

## 2. Consolidated Financial Statement Schedules listed below:

## II — Valuation and qualifying accounts

All other schedules are omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the financial statements and notes thereto.

## 3. Exhibits:

Exhibit Number	—	Description of Exhibit
3.1	—	Articles of Amendment of the Restated and Amended Articles of Incorporation of the Company, as filed with the Florida Department of State on July 26, 1999. (3.1)*
3.2	—	Conformed Copy of Amended and Restated Articles of Incorporation of the Company, as amended as of July 26, 1999. (3.2)*
3.3	—	Conformed Copy of Amended and Restated By-Laws of the Company. (3)(ii)**
4.1	—	Note Purchase Agreement, dated as of September 13, 2012, among the Company and purchasers party thereto. (4.2)***
4.2	—	Form of Series 2012A Note due 2024 (included in Exhibit 4.1). (4.2)***
4.3	—	Amended and Restated Revolving Credit Agreement, dated as of November 15, 2012, among the Company, certain subsidiaries and the lenders party thereto. (10.1)****
4.4	—	Note Purchase Agreement, dated as of January 18, 2011, among the Company and purchasers party thereto. (10.1)*****
4.5	—	Form of Series 2011A Note due 2021 (included in Exhibit 10.1). (10.1)*****
10.1	—	Daytona Property Lease. (10.4)*****
10.2	—	1996 Long-Term Incentive Plan. (10.6)*****
10.3	—	2006 Long-Term Incentive Plan. (4)*****
21	—	Subsidiaries of the Registrant — filed herewith.
23.1	—	Consent of Ernst & Young LLP — filed herewith.
31.1	—	Rule 13a-14(a) / 15d-14(a) Certification of Chief Executive Officer — filed herewith
31.2	—	Rule 13a-14(a) / 15d-14(a) Certification of Chief Financial Officer — filed herewith.
32	—	Section 1350 Certification — filed herewith.
101.INS	—	XBRL Instance Document
101.SCH	—	XBRL Taxonomy Extension Schema
101.CAL	—	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	—	XBRL Taxonomy Extension Definition Linkbase
101.LAB	—	XBRL Taxonomy Extension Label Linkbase
101.PRE	—	XBRL Taxonomy Extension Presentation Linkbase

\* Incorporated by reference to the exhibit shown in parentheses and filed with the Company's Report on Form 8-K dated July 26, 1999.

\*\* Incorporated by reference to the exhibit shown in parentheses and filed with the Company's report on Form 10-Q for the quarter ended February 28, 2003.

\*\*\* Incorporated by reference to the exhibit shown in parentheses and filed with the Company's report on Form 8-K filed on September 18, 2012.

\*\*\*\* Incorporated by reference to the exhibit shown in parentheses and filed with the Company's report on Form 8-K filed on November 19, 2012.

\*\*\*\*\* Incorporated by reference to the exhibit shown in parentheses and filed with the Company's report on Form 8-K filed on January 20, 2011.

\*\*\*\*\* Incorporated by reference to the exhibit shown in parentheses and filed with the Company's Report on Form 10-K for the year ended November 30, 1998.

\*\*\*\*\* Incorporated by reference to the exhibit shown in parentheses and filed with the Company's Registration Statement on Form S-8 as filed on February 11, 2010.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

International Speedway Corporation

By: /s/ Daniel W. Houser  
 Daniel W. Houser  
 Senior Vice President and Chief Financial Officer

Dated: January 25, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Lesa France Kennedy</u> Lesa France Kennedy	Chief Executive Officer and Vice Chairman of the Board (Principal Executive Officer)	January 25, 2013
<u>/s/ Daniel W. Houser</u> Daniel W. Houser	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	January 25, 2013
<u>/s/ James C. France</u> James C. France	Chairman of the Board	January 25, 2013
<u>/s/ Brian Z. France</u> Brian Z. France	Director	January 25, 2013
<u>/s/ Larry Aiello, Jr.</u> Larry Aiello, Jr.	Director	January 25, 2013
<u>/s/ J. Hyatt Brown</u> J. Hyatt Brown	Director	January 25, 2013
<u>/s/ William P. Graves</u> William P. Graves	Director	January 25, 2013
<u>/s/ Christy F. Harris</u> Christy F. Harris	Director	January 25, 2013
<u>/s/ Thomas W. Staed</u> Thomas W. Staed	Director	January 25, 2013
<u>/s/ Morteza Hosseini – Kargar</u> Morteza Hosseini – Kargar	Director	January 25, 2013



OUR **BOARD** OF DIRECTORS.

**JAMES C. FRANCE**  
Chairman of the Board  
International Speedway Corporation



**LESA FRANCE KENNEDY**  
Vice Chair and Chief Executive Officer  
International Speedway Corporation



**LARRY AIELLO, JR.<sup>1</sup>**  
Retired as President and  
Chief Executive Officer  
Corning Cable Systems



**J. HYATT BROWN<sup>1</sup>**  
Chairman  
Brown & Brown, Inc.



**EDSEL B. FORD II<sup>1</sup>**  
Board Director  
Ford Motor Company



**BRIAN Z. FRANCE**  
Chairman and  
and Chief Executive Officer  
NASCAR, Inc.



**WILLIAM P. GRAVES<sup>1</sup>**  
President and Chief Executive Officer  
American Trucking Associations



**CHRISTY F. HARRIS**  
Attorney in private practice of  
business and commercial law



**MORI HOSSEINI<sup>1</sup>**  
Chairman and Chief Executive Officer  
of Invest Construction, Inc.



**LLOYD E. REUSS<sup>1</sup>**  
Former President  
General Motors Corporation



<sup>1</sup>Independent Board Member







INTERNATIONAL SPEEDWAY CORPORATION  
One Daytona Boulevard  
Daytona Beach, Florida 32114

***NOTICE OF 2013 ANNUAL MEETING OF SHAREHOLDERS***

To the Shareholders of International Speedway Corporation:

The Annual Meeting of the Shareholders of International Speedway Corporation will be held at **THE INTERNATIONAL MOTORSPORTS CENTER, One Daytona Boulevard, Daytona Beach, FL 32114** on Wednesday, the 10th day of April 2013, commencing at 9:00 A.M. (local time), for the following purposes:

- (a) To elect four (4) Directors of the Corporation.
- (b) To transact such other business as may properly come before the meeting.

ALL Shareholders of record as of January 31, 2013, will be entitled to vote, either in person or by proxy. **Due to logistical considerations, please be present by 8:45 A.M.** Shareholder registration tables will open at 8:00 A.M.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "W. G. Crotty". The signature is written in a cursive, flowing style.

March 1, 2013

Senior Vice President, Secretary and  
General Counsel

***This Notice of 2013 Annual Meeting and the attached Information Statement dated March 1, 2013 should be read in combination with the Company's annual report on Form 10-K for the fiscal year ended November 30, 2012 and the Annual Report. Collectively these documents contain all of the information and disclosures required in connection with the 2013 Annual Meeting of Shareholders. Copies of all of these materials can found in the Financial Information/SEC Filings section of the Investor Relations page on our website at [www.internationalspeedwaycorporation.com](http://www.internationalspeedwaycorporation.com).***

INTERNATIONAL SPEEDWAY CORPORATION  
One Daytona Boulevard  
Daytona Beach, Florida 32114

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INFORMATION STATEMENT  
Pursuant to Section 14(c)  
of the Securities Exchange Act of 1934  
and Regulation 14C and Schedule 14C thereunder

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**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE  
REQUESTED NOT TO SEND US A PROXY**

This Information Statement has been filed with the Securities and Exchange Commission (the “SEC”) and is first being mailed on or about March 7, 2013 to holders of record on January 31, 2013 (the “Record Date”) of shares of all classes of the common stock of International Speedway Corporation, a Florida corporation (the “Company”). This Information Statement relates to an Annual Meeting of Shareholders and the only matter to be acted upon at the meeting is the election of directors.

You are being provided with this Information Statement pursuant to Section 14(c) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Regulation 14C and Schedule 14C thereunder.

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#### DATE, TIME AND PLACE INFORMATION

Our Annual Meeting of Shareholders will be held on Wednesday, April 10, 2013 commencing at 9:00 A.M. (local time) at THE INTERNATIONAL MOTORSPORTS CENTER, One Daytona Boulevard, Daytona Beach, Florida, 32114. Shareholder registration tables will open at 8:00 A.M. The mailing address of our principal executive offices is One Daytona Boulevard, Daytona Beach, Florida 32114.

#### VOTING SECURITIES AND PRINCIPAL HOLDERS

This Information Statement is being mailed commencing on or about March 7, 2013 to all of our shareholders of record as of the Record Date. The Record Date for the Annual Meeting is January 31, 2013. As of the Record Date, we had 26,383,588 shares of class A common stock and 20,039,690 shares of class B common stock issued and outstanding. Each share of the class A common stock is entitled to one-fifth of one vote on matters submitted to shareholder approval or a vote of shareholders. Each share of the class B common stock is entitled to one vote on matters submitted to shareholder approval or a vote of shareholders.

Name of Beneficial Owner (1)	Number of Shares of Common Stock Beneficially Owned (2)		Percentage of Common Stock Beneficially Owned		Percentage of Combined Voting Power of Common Stock (7)
	Class A (3)	Class B (4)	Class A (5)	Class B (6)	
<b>France Family Group (8)</b>	<b>18,295,194</b>	<b>18,168,417</b>	<b>41.06%</b>	<b>90.66%</b>	<b>71.86%</b>
<b>James C. France (9)</b>	<b>13,346,141</b>	<b>13,263,546</b>	<b>33.66%</b>	<b>66.18%</b>	<b>52.45%</b>
<b>Betty Jane France (10)</b>	<b>5,642,451</b>	<b>5,642,451</b>	<b>17.61%</b>	<b>28.15%</b>	<b>22.28%</b>
<b>Ariel Investments, LLC (11)</b>	<b>4,971,140</b>	<b>0</b>	<b>18.84%</b>	<b>0.00%</b>	<b>3.92%</b>
<b>Blackrock, Inc. (12)</b>	<b>1,993,039</b>	<b>0</b>	<b>7.55%</b>	<b>0.00%</b>	<b>1.57%</b>
<b>Dimensional Fund Advisors LP (13)</b>	<b>1,790,758</b>	<b>0</b>	<b>6.78%</b>	<b>0.00%</b>	<b>1.41%</b>
<b>Vanguard Group (14)</b>	<b>1,380,692</b>	<b>0</b>	<b>5.23%</b>	<b>0.00%</b>	<b>1.04%</b>
<b>Lesia D. Kennedy (15)</b>	<b>1,068,950</b>	<b>1,026,970</b>	<b>3.89%</b>	<b>5.33%</b>	<b>4.09%</b>
<b>Brian Z. France (16)</b>	<b>367,244</b>	<b>350,016</b>	<b>1.37%</b>	<b>1.74%</b>	<b>1.39%</b>
<b>John R. Saunders</b>	<b>50,063</b>	<b>11,286</b>	<b>0.18%</b>	<b>0.05%</b>	<b>0.07%</b>
<b>J. Hyatt Brown (17)</b>	<b>25,229</b>	<b>9,000</b>	<b>0.09%</b>	<b>0.04%</b>	<b>0.05%</b>
<b>Lloyd E. Reuss</b>	<b>25,101</b>	<b>0</b>	<b>0.09%</b>	<b>0.00%</b>	<b>0.02%</b>
<b>Christy F. Harris (18)</b>	<b>22,591</b>	<b>150</b>	<b>0.08%</b>	<b>0.00%</b>	<b>0.01%</b>
<b>Morteza Hosseini-Kargar</b>	<b>20,141</b>	<b>0</b>	<b>0.07%</b>	<b>0.00%</b>	<b>0.01%</b>
<b>Larry Aiello, Jr.</b>	<b>16,907</b>	<b>0</b>	<b>0.06%</b>	<b>0.00%</b>	<b>0.01%</b>
<b>Daryl Q. Wolfe</b>	<b>13,324</b>	<b>90</b>	<b>0.05%</b>	<b>0.00%</b>	<b>0.01%</b>
<b>Edsel B. Ford, II</b>	<b>13,131</b>	<b>0</b>	<b>0.04%</b>	<b>0.00%</b>	<b>0.01%</b>
<b>Daniel W. Houser</b>	<b>12,737</b>	<b>0</b>	<b>0.04%</b>	<b>0.00%</b>	<b>0.01%</b>
<b>William P. Graves</b>	<b>11,575</b>	<b>0</b>	<b>0.04%</b>	<b>0.00%</b>	<b>0.01%</b>
<b>All directors and executive officers as a group (20 persons)(19)</b>	<b>18,583,997</b>	<b>18,191,727</b>	<b>41.69%</b>	<b>90.77%</b>	<b>72.14%</b>

The preceding table sets forth information regarding the beneficial ownership of our class A common stock and our class B common stock as of the Record Date by:

- All persons known to us who beneficially own 5% or more of either class of our common stock;
- Each “named executive officer” in the Summary Compensation Table in this Information Statement;
- Each of our directors and director nominees; and
- All of our directors, director nominees and officers as a group.

As described in the following notes to the table, voting and/or investment power with respect to certain shares of common stock is shared by the named individuals. Consequently, such shares may be shown as beneficially owned by more than one person.

- (1) Unless otherwise indicated the address of each of the beneficial owners identified is c/o the Company, One Daytona Boulevard, Daytona Beach, Florida 32114.
- (2) Unless otherwise indicated, each person has sole voting and investment power with respect to all such shares.
- (3) Reflects the aggregate number of shares held by the named beneficial owner assuming (i) the exercise of any options to acquire shares of class A common stock that are held by such beneficial owner that are exercisable within 60 days and

- (ii) the conversion of all shares of class B common stock held by such beneficial owner into shares of class A common stock.
- (4) Assumes no conversion of shares of class B common stock into shares of class A common stock.
- (5) Assumes (i) the exercise of any options to acquire shares of class A common stock that are held by the named beneficial owner that are exercisable within 60 days, (ii) the conversion of all shares of class B common stock held by such beneficial owner into shares of class A common stock, and (iii) the assumption that no other named beneficial owner has exercised any such options or converted any such shares.
- (6) Reflects current ownership percentage of named beneficial owner's shares of class B common stock without any conversion of shares of B common stock into shares of class A common stock.
- (7) Assumes no exercise of options or conversion of shares of class B common stock into shares of class A common stock.
- (8) The France Family Group consists of Betty Jane France, James C. France, Lesa France Kennedy, Brian Z. France and members of their families and entities controlled by the natural person members of the group. A complete list of all the members of the France Family Group can be found in its 19th amendment to Schedule 13G which was filed with the SEC on February 13, 2013. Amounts shown reflect the non-duplicative aggregate of 126,777 Class A and 16,651,247 Class B shares indicated in the table as beneficially owned by Betty Jane France, James C. France, Lesa France Kennedy and Brian Z. France, as well as 1,517,170 Class B shares held by the adult children of James C. France. See footnotes (9), (10), (15), and (16).
- (9) Includes (i) 1,500 Class B shares held of record by Sharon M. France, his spouse, (ii) all of the 8,042,465 Class B shares held of record by Western Opportunity Limited Partnership ("Western Opportunity"), (iii) all of the 1,461,904 Class B shares held of record by Carl Investment Limited Partnership ("Carl"), (iv) all of the 78,243 Class B shares held of record by Quaternary Investment Company, (v) all of the 1,300,999 Class B shares held of record by Carl Two Limited Partnership ("Carl Two"), (vi) all of the 1,749,848 Class B shares held of record by Carl Three Limited Partnership ("Carl Three"), (vii) all of the 919 Class B shares held of record by Carl Two, LLC, (viii) all of the 80,502 Class B shares held of record by Auto Research Bureau ("ARB"), and (ix) all of the 547,166 Class B shares held of record by SM Holder Limited Partnership. James C. France is the sole shareholder and director of (x) Principal Investment Company, one of the two general partners of Western Opportunity and (y) Quaternary Investment Company, the general partner of Carl. He is also the sole member of Carl Two, LLC, the general partner of Carl Two, and Carl Three, LLC the general partner of Carl Three. Does not include shares held beneficially by the adult children of James C. France or their descendants.
- (10) Includes (i) 3,354,508 Class B shares held of record by Western Opportunity, (ii) 26,662 Class B shares held of record by WCF Family I, Inc., and (iii) 22,173 Class B shares held of record by WCF Family I, Inc. through Western Opportunity.
- (11) This owner's address is 200 East Randolph Drive, Suite 2900, Chicago, Illinois 60601, as reflected on its Amendment No. 2 to Schedule 13G, which was filed with the SEC on February 14, 2013.
- (12) This owner's address is 40 East 52nd Street, New York, NY 10022, as reflected on its Amendment No. 3 to Schedule 13G, which was filed with the SEC on February 8, 2013.
- (13) This owner's address is Palisades West, Building One, 6300 Bee Cave Road, Austin, Texas 78746, as reflected on its Schedule 13G, which was filed with the SEC on February 11, 2013.
- (14) This owner's address is 100 Vanguard Blvd., Malvern, Pennsylvania 19355, as reflected on its Schedule 13G, which was filed with the SEC on February 13, 2013.
- (15) Includes (i) 388,718 Class B shares held of record by BBL Limited Partnership, (ii) 77,733 Class B shares held of record by Western Opportunity, (iii) 264,647 Class B shares held of record by Western Opportunity as custodian for minor child, (iv) 26,662 Class B shares held of record by WCF Family I, Inc., (v) 73,199 Class B shares held of record by Sierra Central LLC, (vi) 17,914 Class B shares held of record as custodian for child, and (vii) 22,194 Class B shares held of record by WCF Family I, Inc. through Western Opportunity. Ms. Kennedy is the sole shareholder and a director of BBL Company, the sole general partner of BBL Limited Partnership.
- (16) Includes (i) 83,083 Class B shares held of record by Western Opportunity, (ii) 26,662 Class B shares held of record by WCF Family I, Inc., (iii) 15,695 Class B shares held of record by Western Opportunity as custodian for minor children, and (iv) 22,194 Class B shares held of record by WCF Family I, Inc. through Western Opportunity.
- (17) Held of record as joint tenants with Cynthia R. Brown, his spouse.
- (18) Includes 300 Class A shares held by M. Dale Harris, his spouse, and 1,500 Class A shares held by Mr. Harris as trustee of a Profit Sharing Plan and Trust.
- (19) See footnotes (8) through (10) and footnotes (15) through (18).

## DIRECTORS, NOMINEES AND OFFICERS

As of the Record Date our officers, directors and nominees were as follows:

Name	Age	Position With the Company
James C. France	68	Chairman of the Board, Assistant Treasurer and Director
Lesla France Kennedy	51	Vice Chairwoman, Chief Executive Officer and Director
John R. Saunders	56	President
W. Garrett Crotty	49	Senior Vice President, Secretary and General Counsel
Daniel W. Houser	61	Senior Vice President, Chief Financial Officer and Treasurer
Daryl Q. Wolfe	45	Senior Vice President, Chief Marketing Officer
Joie S. Chitwood III	43	Vice President
Laura E. Jackson	47	Vice President, Human Resources
W. Grant Lynch, Jr.	59	Vice President
Craig R. Neeb	52	Vice President — Multi Channel Marketing and Chief Information Officer
Brett M. Scharback	38	Vice President — Deputy General Counsel, Chief Compliance Officer and Assistant Secretary
Brian K. Wilson	52	Vice President, Corporate Development
Larry Aiello, Jr.	62	Director
J. Hyatt Brown	75	Director
Edsel B. Ford, II	64	Director
Brian Z. France	50	Director
William P. Graves	60	Director
Christy F. Harris	67	Director
Morteza Hosseini-Kargar	57	Director
Lloyd E. Reuss	76	Director

Our Board of Directors is divided into three classes, with regular three year staggered terms. Messrs. *Ford, Graves, Harris* and *Hosseini* were elected to hold office until the annual meeting of shareholders to be held in 2013. Messrs. *James C. France, Brian Z. France* and *Reuss* were elected to hold office until the annual meeting of shareholders to be held in 2014. Ms. *Kennedy* and Messrs. *Aiello* and *Brown* were elected to hold office until the annual meeting of shareholders to be held in 2015.

For the election of directors at the Annual Meeting of Shareholders in April 2013, the Board has accepted the recommendation of the Nominating and Corporate Governance Committee and approved the nomination of Messrs. *Ford, Graves, Harris* and *Hosseini* as directors to serve three-year terms and hold office until the annual meeting of shareholders to be held in 2016.

*James C. France* is the uncle of *Lesla France Kennedy* and *Brian Z. France* who are siblings. There are no other family relationships among our executive officers and directors.

### Directors Holding Office Until 2013 Annual Meeting

Mr. *Edsel B. Ford, II*, a director since November 2007, is a director and consultant for Ford Motor Company. Mr. *Ford* is a retired Vice President of Ford Motor Company and former President and Chief Operating Officer of Ford Motor Credit Company. Mr. *Ford* was an employee of Ford Motor Company for over 25 years. Mr. *Ford's* experience as an executive at a major automobile manufacturer, along with his extensive experience in the motorsports industry are among the factors the Board considered with respect to his nomination for re-election to the Board.

Mr. *William P. Graves*, a director since September 2003, has served as President and Chief Executive Officer of the American Trucking Association since January 2003. Mr. *Graves* served as Governor of the State of Kansas from January 1995 until January 2003. Mr. *Graves's* experience as a governor, as well as his knowledge of governmental affairs are among the factors the Board considered with respect to his nomination for re-election to the Board.

Mr. *Christy F. Harris*, a director since 1984, has been engaged in the private practice of business and commercial law for more than 40 years and currently is Of Counsel with Kinsey, Vincent, Pyle, P.L. Mr. *Harris* also serves as a Managing Director of AMA Pro Racing. Mr. *Harris* also has served on the Board of ACCUS (Automobile Competition Committee for the United States) for over five years and as a judge of the FIM International Tribunal for Motorsports Controversies and Disputes. Mr. *Harris's* experience as an attorney and counselor to businesses and their management, along with his extensive knowledge of our business, are among the factors the Board considered with respect to his nomination for re-election to the Board.

Mr. *Morteza Hosseini-Kargar*, a director since 2007, is the Chairman and Chief Executive Officer of Intervest Construction, Inc. and has served in that role for over five years. Mr. *Hosseini's* experience in real estate development and successful ownership and operation of businesses are among the factors the Board considered with respect to his nomination for re-election to the Board.

#### **Directors Holding Office Until 2014 Annual Meeting**

Mr. *James C. France*, a director since 1970, has served as our Chairman since July 2007, and as our Assistant Treasurer since June 2009. Previously, he served as our Chairman and Chief Executive Officer from July 2007 until June 2009 and he served as Vice Chairman and Chief Executive Officer from April 2003 until July 2007. He also served as our President and Chief Operating Officer from 1987 until 2003. Mr. France is also Vice Chairman, Executive Vice President and Assistant Secretary of NASCAR. Mr. *France's* extensive business and motorsports industry experience, knowledge of our Company and proven leadership ability are among the factors the Board considered in concluding he is qualified to serve as a Board member.

Mr. *Brian Z. France*, a director since 1994, has served as NASCAR's Chairman and Chief Executive Officer since September 2003, Executive Vice President from February 2001 to September 2003 and Vice Chairman from January 2003 to September 2003. Previously, he served as NASCAR's Senior Vice President from 1999 to 2001. Mr. *France's* extensive experience in and knowledge of the motorsports industry, in particular NASCAR, are among the factors the Board considered in concluding he is qualified to serve as a Board member.

Mr. *Lloyd E. Reuss*, a director since January 1996, served as President of General Motors Corporation from 1990 until his retirement in January 1993. Mr. *Reuss* also serves as a director of Handleman Corp., a publicly traded company, and United States Sugar Company. Mr. *Reuss's* experience as an executive at a major automobile manufacturer, along with his experience on other boards of directors are among the factors the Board considered in concluding he is qualified to serve as a Board member.

#### **Directors Holding Office Until 2015 Annual Meeting**

Ms. *Lesa France Kennedy*, a director since 1984, became Vice Chairwoman July 2007 and was named our Chief Executive Officer in June 2009. Previously, she served as our President from April 2003 until June 2009. Ms. *Kennedy* served as our Executive Vice President from January 1996 until April 2003, Secretary from 1987 until January 1996 and served as our Treasurer from 1989 until January 1996. Ms. Kennedy is also Vice Chairwoman, Executive Vice President and Assistant Treasurer of NASCAR. Ms. Kennedy's experience in the motorsports industry, her knowledge of our Company and proven leadership ability are among the factors the Board considered in concluding she is qualified to serve as a Board member.

Mr. *Larry Aiello, Jr.*, a director since 2003, served as the President and Chief Executive Officer of Corning Cable Systems, which is part of Corning, Inc. from 2002 until his retirement in 2008. Mr. *Aiello* joined Corning, Inc. in 1973. He was named senior vice president and chief of staff-Corning Optical Communications in 2000. Mr. *Aiello's* business background and experience enhance his ability to analyze and contribute valuable insight on matters such as financing and capital management. In addition, his contributions as a member and then Chairman of our Audit Committee are among the factors the Board considered in concluding he is qualified to serve as a Board member.

Mr. *J. Hyatt Brown*, a director since 1987, serves as the Chairman of Brown & Brown, Inc. and has been in the insurance business since 1959. Mr. *Brown* also currently serves as a director of NextEra Energy, Inc. and Verisk Analytics, Inc. Until January 2010, Mr. *Brown* served on the Board of Rock-Tenn Company, until April 2008, he served on the Board of SunTrust Banks, Inc. and until December 2006, he served on the Board of BellSouth Corporation, each a publicly held company. Mr. *Brown's* extensive business experience, service on boards of other publicly traded companies and proven leadership abilities are among the factors the Board considered in concluding he is qualified to serve as a Board member. Mr. *Brown* is our lead independent director.

Messrs. *Aiello, Brown, Ford, Graves, Hosseini* and *Reuss* have been determined by the Board to be "independent" as that term is presently defined in Rule 4200(a)(15) of the NASDAQ listing standards.

#### **Officers**

Mr. Joie S. Chitwood has been a Vice President for us since August 2009, and in August 2010 was named President of Daytona International Speedway, one of our subsidiaries. Prior to that, he served as President and Chief Operating Officer of Indianapolis Motor Speedway from November 2004 through August 2009. He served as Senior Vice President, Business Affairs for Indianapolis Motor Speedway from October 2002 to November 2004. Mr. Chitwood also served as Vice President and General Manager of Raceway Associates, LLC, which oversaw construction of Chicagoland Speedway from 1999 to 2002.

Mr. W. Garrett Crotty became a Senior Vice President in April 2004. Mr. Crotty was named a Vice President in July 1999 and since 1996 has served as Secretary and General Counsel. Mr. Crotty has also served as General Counsel of NASCAR since 1996 and as a member of NASCAR's Board of Directors since 2006.

Mr. Daniel W. Houser, a Certified Public Accountant, was named a Senior Vice President in June 2009. He became Chief Financial Officer in February 2009 and has been a Vice President since 2004. Prior to his appointment as our Chief Financial Officer, Mr. Houser had been our Controller and Chief Accounting Officer for over five years.

Ms. Laura E. Jackson was named Vice President, Human Resources in April 2010. Prior to that, she had served as our Managing Director, Human Resources from January 2009 through March 2010. In February 2013, Ms. Jackson was named Vice President, Corporate Services. Prior to joining the Company, Ms. Jackson served as Senior Vice President, Human Resources for Textron, Inc. from September 2003 through January 2009.

Mr. W. Grant Lynch, Jr. has served as our Vice President since April 2012. Prior to that he served as Vice President - ISC Strategic Projects from August 2009 until April 2012. Mr. Lynch served as Senior Vice President – Business Operations from April 2007 to August 2009 and as a Vice President of the Company and President of Talladega Superspeedway, one of our subsidiaries, since November 1993. He also served as President of Kansas Speedway, another subsidiary of the Company, from its inception in 1997 until 2002.

Mr. Craig R. Neeb served as Vice President — Multi Channel Marketing from June 2009 until February 2013. Mr. Neeb also served as our Chief Information Officer from November 2000 until February 2013. In February 2013, Mr. Neeb was named Vice President, Business Development and Chief Digital Officer. Mr. Neeb also served as our Managing Director of Marketing Services from 2008 to June 2009.

Mr. John R. Saunders was appointed our President in June 2009. Previously he served as Executive Vice President from April 2004 until June 2009 and from April 2003 until June 2009 served as our Chief Operating Officer. He had served as Senior Vice President-Operations from July 1999 until April 2003, at which time he was appointed Senior Vice President and Chief Operating Officer. He had served as a Vice President since 1997 and was President of Watkins Glen International, a subsidiary of the Company, from 1983 until 1997.

Mr. Brett M. Scharback has served as Vice President — Deputy General Counsel, Chief Compliance Officer and Assistant Secretary since April 2010. Prior to that, he served as Managing Director, Deputy General Counsel from May 2009 through March 2010 and served as our Associate General Counsel from October 2004 through April 2009. Prior to joining us, Mr. Scharback was an Associate in the Washington, D.C. office of Baker Botts L.L.P.

Mr. Brian K. Wilson has served as Vice President, Corporate Development since February 2006. Prior to joining us, Mr. Wilson served as Managing Director of Acquisitions for American Realty Advisors from 2004 to January 2006. Mr. Wilson also served as Senior Vice President, Global Real Estate from 2001 to 2003, and Vice President, Finance and Investment Management from 1999 to 2001, for Vivendi Universal.

Mr. Daryl Q. Wolfe has served as Senior Vice President, Chief Marketing Officer since April 2012. Prior to that, he served as Vice President, Chief Marketing Officer from April 2007 to April 2012. He had previously served as Vice President, Sales and Media from 2005 to 2007. Mr. Wolfe had served as Managing Director, Marketing Partnerships from 2003 to 2005, and as Senior Director, Marketing Partnerships from 2001 to 2003.

#### **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

All of the racing events that take place during our fiscal year (from December 1 to November 30) are sanctioned by various racing organizations such as the American Historic Racing Motorcycle Association, the American Motorcyclist Association, the Automobile Racing Club of America, the American Sportbike Racing Association — Championship Cup Series, the Federation Internationale de L'Automobile, the Federation Internationale Motocycliste, Grand American Road Racing Association ("Grand American"), Historic Sportscar Racing, IZOD IndyCar Series, NASCAR, National Hot Rod Association, the Porsche Club of America, the Sports Car Club of America, the Sportscar Vintage Racing Association, the United States Auto Club and the World Karting Association. NASCAR, which sanctions many of our principal racing events, is a member of the France Family Group which controls over 72.0 percent of the combined voting power of our outstanding stock and some members of which serve as directors and officers of our Company. Standard NASCAR sanction agreements require racetrack operators to pay sanction fees and prize and point fund monies for each sanctioned event conducted. The prize and point fund monies are distributed by NASCAR to participants in the events. Prize and point fund monies paid by us to NASCAR from continuing operations for disbursement to competitors, which are exclusive of NASCAR sanction fees, totaled approximately \$128.7 million for the year ended November 30, 2012. We have outstanding receivables related to NASCAR and its affiliates of approximately \$17.9 million at November 30, 2012.

Under current agreements, NASCAR contracts directly with certain network providers for television rights to the entire NASCAR Sprint Cup, Nationwide and Camping World Truck series schedules. Under the terms of this arrangement, NASCAR retains 10.0 percent of the gross broadcast rights fees allocated to each NASCAR Sprint Cup, Nationwide and Camping World Truck series event as a component of its sanction fees. The promoter records 90.0 percent of the gross broadcast rights fees as revenue and then records 25.0 percent of the gross broadcast rights fees as part of its awards to the competitors. Ultimately, the promoter retains 65.0 percent of the net cash proceeds from the gross broadcast rights fees allocated to the event. Our television

broadcast and ancillary rights fees received from NASCAR for the NASCAR Sprint Cup, Nationwide and Camping World Truck series events conducted at our wholly owned facilities were \$281.2 million in fiscal year 2012.

In addition, we share a variety of expenses with NASCAR in the ordinary course of business. NASCAR pays rent, as well as a related maintenance fee (allocated based on square footage), to us for office space in Daytona Beach, Florida. These rents are based upon estimated fair market lease rates for comparable facilities. NASCAR pays us for radio, program and strategic initiative advertising, hospitality and suite rentals, various tickets and credentials, catering services, participation in a NASCAR racing event banquet, and track and other equipment rentals based on similar prices paid by unrelated, third party purchasers of similar items. We pay NASCAR for certain advertising, participation in NASCAR racing series banquets, the use of NASCAR trademarks and intellectual images and production space for Sprint Vision based on similar prices paid by unrelated, third party purchasers of similar items. Our payments to NASCAR for Motor Racing Network's broadcast rights to NASCAR Camping World Truck races represent an agreed-upon percentage of our advertising revenues attributable to such race broadcasts. NASCAR also reimburses us for 50.0 percent of the compensation paid to certain personnel working in our legal, risk management and transportation departments, as well as 50.0 percent of the compensation expense associated with certain receptionists. We reimburse NASCAR for 50.0 percent of the compensation paid to certain personnel working in NASCAR's legal department. NASCAR's reimbursement for use of our mailroom, janitorial services, security services, catering, graphic arts, photo and publishing services, telephone system and our reimbursement of NASCAR for use of corporate aircraft, is based on actual usage or an allocation of total actual usage. The aggregate amount received from NASCAR by us for shared expenses, net of amounts paid by us for shared expenses, totaled approximately \$8.6 million during fiscal 2012.

Grand American, a wholly owned subsidiary of NASCAR, sanctions various events at certain of our facilities. Standard Grand American sanction agreements require racetrack operators to pay sanction fees and prize and point fund monies for each sanctioned event conducted. The prize and point fund monies are distributed by Grand American to participants in the events. Sanction fees paid by us to Grand American totaled approximately \$1.2 million for the year ended November 30, 2012.

AMA Pro Racing, an entity controlled by James C. France, sanctions various events at certain of our facilities. Standard AMA Pro Racing sanction agreements require racetrack operators to pay sanction fees and prize and point fund monies for each sanctioned event conducted. The prize and point fund monies are distributed by AMA Pro Racing to participants in the events. Sanction fees paid by us to AMA Pro Racing totaled approximately \$0.6 million during fiscal 2012.

We strive to ensure, and management believes that, the terms of our transactions with NASCAR, Grand American and AMA Pro Racing are no less favorable to us than could be obtained in arms-length negotiations.

Certain members of the France Family Group paid us for the utilization of security services, event planning, event tickets, purchase of catering services, maintenance services, and certain equipment. The amounts paid for these items were based on actual costs incurred or similar prices paid by unrelated third party purchasers of similar items. The amount received by us for these items, totaled approximately \$0.3 million during fiscal 2012.

Crotty, Bartlett & Kelly, P.A. ("Crotty, Bartlett & Kelly"), is a law firm controlled by family members of W. Garrett Crotty, one of our executive officers. We engage Crotty, Bartlett & Kelly for certain legal and consulting services. The aggregate amount paid to Crotty, Bartlett & Kelly by us for legal and consulting services totaled approximately \$30,000 during fiscal 2012.

J. Hyatt Brown, one of our directors, serves as Chairman of Brown & Brown, Inc. ("Brown & Brown"). Brown & Brown has received commissions for serving as our insurance broker for several of our insurance policies, including our property and casualty policy and certain employee benefit programs. The aggregate commissions received by Brown & Brown in connection with our policies were approximately \$0.5 million during fiscal 2012.

One of our directors, Christy F. Harris, is Of Counsel to Kinsey, Vincent Pyle, L.C., a law firm that provided legal services to us during fiscal 2012. We paid approximately \$0.1 million for these services in fiscal 2012, which were charged to us on the same basis as those provided other clients.

#### **Approval of Related Party Transactions**

We have adopted written policies and procedures for review, approval and ratification of transactions with related persons. These policies are evidenced in the Code of Conduct. In addition, our employees are subject to similar policies concerning conflicts of interest, business ethics and conduct, as contained in our Employee Handbook. The Audit Committee is charged in its Charter with the ultimate responsibility for the review and approval of all related party transactions meeting the thresholds that require disclosure pursuant to Item 404 of Regulation S-K. All proposed transactions (regardless of the amount involved) with any director or executive officer (or their affiliates) are required to be submitted to the Audit Committee for approval prior to the transaction taking place. As part of our disclosure controls, all related party transactions are reported monthly and reviewed by the Disclosure Committee quarterly, which includes the Chief Compliance Officer and the Director of Internal Audit. The Disclosure Committee is responsible for elevating matters for Audit Committee consideration. While the standard used to evaluate a transaction will vary depending upon the particular circumstances, the goal is to make sure that we are treated fairly and on the same basis as transactions with parties that are not related. There have been no instances during the last

fiscal year where such policies and procedures were not followed, nor were there any transactions listed in "Certain Relationships and Related Transactions" that were not reviewed by the Audit Committee.

#### **DIRECTOR MEETINGS AND COMMITTEES**

Our Board of Directors met four times during fiscal 2012. Our Board of Directors has an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee, a Growth & Development Committee and a Financing and Stock Repurchase Committee.

The functions of the Audit Committee (which presently consists of Messrs. Aiello (Chair), Brown, and Graves) include (i) meeting with auditors to discuss the scope, fees, timing and results of the annual audit, (ii) reviewing our consolidated financial statements, and (iii) performing other duties deemed appropriate by the Board. The Board of Directors has adopted a written charter for the Audit Committee, which is available on our website at [www.internationalspeedwaycorporation.com](http://www.internationalspeedwaycorporation.com). The Board of Directors has determined that Messrs. Aiello and Brown are qualified as audit committee financial experts (as defined by the SEC) and that all of the members of the Audit Committee are "independent" (as independence is presently defined in Rule 4200(a)(15) of the NASDAQ listing standards). The Audit Committee met four times during fiscal 2012.

The functions of the Compensation Committee (which presently consists of Messrs. Ford (Chair), Graves and Reuss) include (i) reviewing existing compensation levels of executive officers, (ii) making compensation recommendations to management and the Board, and (iii) performing other duties deemed appropriate by the Board. The Board of Directors has adopted a written charter for the Compensation Committee, which is available on our website at [www.internationalspeedwaycorporation.com](http://www.internationalspeedwaycorporation.com). The Board has determined that all the members of the Compensation Committee are "independent" (as independence is presently defined in Rule 4200(a)(15) of the NASDAQ listing standards). The Compensation Committee met four times during fiscal 2012.

The functions of the Nominating and Corporate Governance Committee (which presently consists of Messrs. Brown (Chair), Ford and Graves) include (i) selecting and recommending to the Board director nominees for election at each annual meeting of shareholders, as well as director nominees to fill vacancies arising between annual meetings, (ii) reviewing and recommending to the Board changes to the compensation package for directors, (iii) reviewing and, if appropriate, making changes to the responsibilities of directors and the qualifications for new nominees, (iv) annually assessing the Board's effectiveness as a whole as well as the effectiveness of the individual directors and the Board's various committees, (v) reviewing and recommending to the Board changes to the corporate governance standards for the Board and its committees, and (vi) performing other duties deemed appropriate by the Board. The Nominating and Corporate Governance Committee met twice during fiscal 2012.

The functions of the Growth and Development Committee (which presently consists of Messrs. Brown, Brian Z. France, Harris (Chair) and Hosseini) include (i) reviewing the actual and proposed internal growth and external development projects of the Company, (ii) making recommendations to management and the Board regarding matters that come before the Committee, and (iii) performing other duties deemed appropriate by the Board. The Growth and Development Committee met twice during fiscal 2012.

The functions of the Financing and Stock Repurchase Committee (which presently consists of Messrs. Aiello, Brown, James C. France (Chair), Graves and Harris) include (i) reviewing, as needed, the actual and proposed mechanisms used by the Company to obtain financing for the Company, (ii) overseeing and monitoring the stock repurchase activities of the Company, (iii) exercising authority delegated to it by the Board to approve changes to the Company's stock repurchase program within limits established by the Board, (iv) making recommendations to management and the Board regarding matters that come before the Committee, and (v) performing other duties deemed appropriate by the Board. The Financing and Stock Repurchase Committee met twice during fiscal 2012.

During fiscal 2012, all of the directors attended at least 75% of the aggregate of (1) the total number of meetings of the Board of Directors and (2) the total number of meetings held by all committees of the Board on which they served.

#### **BOARD LEADERSHIP**

Our Board has the flexibility to determine whether the roles of Chairman of the Board and Chief Executive Officer should be separated or combined. The Board makes this decision based on its evaluation of the circumstances and the Company's specific needs. Effective June 2009, upon the retirement of James C. France from the position of Chief Executive Officer, the roles of Chairman and Chief Executive Officer were separated. James C. France continues to serve as Chairman of the Board, while Lesa France Kennedy serves as Vice Chair and Chief Executive Officer. Prior to June 2009, the positions of Chairman and Chief Executive Officer were held jointly by James C. France.

We believe that this leadership structure is desirable under present circumstances because it allows Ms. Kennedy to focus her efforts on running our business and managing it in the best interests of our shareholders, while we are able to continue to benefit from Mr. James C. France's extensive business and motorsports industry experience, knowledge of our Company and proven leadership ability. We believe that having Mr. James C. France as Chairman benefits the Company in that it allows him

to use his expertise in both industry relationships and sanctioning body partnerships, as well as his extensive Company knowledge, in setting the strategic agenda of the Board.

Our lead independent director, J. Hyatt Brown, coordinates providing feedback from other non-management members of the Board to the Chief Executive Officer and other management regarding business issues and risk. Mr. Brown, through his role as Chairman of the Nominating and Corporate Governance Committee, also manages the process of annual director self-assessment and evaluation of the Board as a whole.

#### **RISK OVERSIGHT**

Our Board of Directors takes an active role in the oversight of risks impacting our Company. While management is responsible for managing the Company's risk on a daily basis and for bringing to the Board's attention areas of risk which are most material to our business, the Board and management work closely to ensure that integrity and accountability are integrated into our operations. The Board, including through certain of its committees, discussed in more detail below (which are comprised solely of independent directors), and through regular meetings of the independent directors without management present, regularly reviews areas of risk (both compliance and business risk) to us and advises and directs management on the scope and implementation of policies, strategy and other actions designed to mitigate such risks.

Many of the direct risk oversight functions are performed by the Audit Committee and our internal audit staff. Specific examples of risks primarily overseen by the Audit Committee include risks related to the preparation of our financial statements, disclosure controls and procedures, internal controls and procedures required by the Sarbanes-Oxley Act, accounting, financial and auditing risks, matters reported to the Audit Committee through our Internal Audit Department and through anonymous reporting procedures, and regulations and risks associated with related party transactions. Additionally, our independent registered public accounting firm, Ernst & Young LLP, provides support through its annual audit and quarterly reviews of our financial statements. Through our regular compliance work related to the Sarbanes-Oxley Act, we have created entity level controls that are validated on a regular basis by our Internal Audit Department and Ernst & Young LLP. These controls are designed to help prevent control failures as well as assist in the awareness of a control failure. Members of our management team also participate in an enterprise risk management committee, which regularly evaluates those risks deemed to be significant to us. The Audit Committee receives regular updates regarding those risks identified by the enterprise risk management committee.

The Nominating and Corporate Governance Committee regularly monitors our compliance with corporate governance standards and regulations. The Compensation Committee reviews and evaluates potential risks related to compensation programs for executive and certain non-executive employees of the Company, as further described below in the section entitled "Compensation Discussion and Analysis." The Growth and Development Committee reviews and evaluates risks related to any strategic ventures or transactions.

In addition to the foregoing, the Board has adopted a Code of Ethics, which is applicable to all of our employees, including the directors, our principal executive officer, the principal financial officer and the principal accounting officer. The Code of Ethics is designed, among other things, to deter wrongdoing and promote ethical conduct, full and accurate reporting in all our filings with the SEC, and compliance with applicable laws. The Code of Ethics mandates the maintenance of a 24 hour hotline that any employee can use to report, anonymously if they so chose, any suspected fraud, financial impropriety or other alleged wrongdoing. All calls are handled by the Chief Compliance Officer, Vice President — Human Resources and/or Director of Internal Audit, as appropriate, who regularly report to the Audit Committee on calls received. A copy of the current Code of Ethics is available on our website at [www.internationalspeedwaycorporation.com](http://www.internationalspeedwaycorporation.com).

#### **DIRECTOR NOMINATION PROCESS**

A current copy of the Nominating and Corporate Governance Committee charter is available on our website at [www.internationalspeedwaycorporation.com](http://www.internationalspeedwaycorporation.com). Each director on the Nominating and Corporate Governance Committee has been determined by the Board to be "independent" (as independence is presently defined by the NASDAQ listing standards).

As part of its process and procedures, the Nominating and Corporate Governance Committee considers director candidates recommended by shareholders. All recommendations of director candidates by shareholders following the proper procedures (as set forth below) will be furnished to the Nominating and Corporate Governance Committee and will be considered in the same manner and according to the same criteria as would all other director candidates.

There have been no material changes to the procedures by which shareholders may recommend nominees to our Board. Shareholders who wish to nominate directors for election at an annual meeting of shareholders are required to follow the procedures contained in Article VI of our Amended and Restated Articles of Incorporation, which are available on our website at [www.internationalspeedwaycorporation.com](http://www.internationalspeedwaycorporation.com). Nominations must be in writing, addressed to the Secretary, and must be received in writing not less than 120 days nor more than 180 days prior to the first anniversary of the date of our notice of annual meeting of shareholders provided for the previous year's annual meeting. The shareholder's notice to the Secretary must set forth (i) certain information regarding the nominee, such as name, age and principal occupation, and (ii) certain information

regarding the shareholder(s) such as the name and record address of the shareholder(s) and the number of shares of our capital stock such shareholder(s) own. No person nominated by shareholders will be eligible for election as a director unless nominated in accordance with these procedures. There were no shareholder nominations submitted for the 2013 annual meeting of shareholders. For the 2014 annual meeting nominations by shareholders must be received by the Secretary between September 2, 2013 and November 1, 2013.

As stated in its charter, the Nominating and Corporate Governance Committee will annually assess the Board's effectiveness, including the core competencies and qualifications of members of the Board. If the Nominating and Corporate Governance Committee deems it necessary, it may select and retain an executive search firm to identify qualified candidates for nomination to serve as members of the Board.

The Nominating and Corporate Governance Committee will consider all nominees to our Board of Directors, and make its recommendations to the full Board, which will then decide whether to nominate a Board candidate. The Nominating and Corporate Governance Committee will consider each nominee's skill, experience, knowledge and judgment, and believes that members of and nominees to the Board should reflect expertise in one or more of the following areas important to us: accounting and finance, business of motorsports, mergers and acquisitions, leadership, business and management, strategic planning, government relations, investor relations, legal issues, executive leadership development and executive compensation. Further, the assessment of a nominee's qualifications will include consideration of the nominee's ability to use sound judgment; service on the boards of directors of other companies, public and private; integrity, honesty, fairness and independence; understanding of our business; and interest and willingness to serve on the Board and dedicate the requisite time and attention to service on the Board. All nominees to our Board will be considered by the Nominating and Corporate Governance Committee with these factors in mind.

As part of the Nominating and Corporate Governance Committee's assessment of a prospective director nominee's skill, experience, knowledge and judgment, the committee considers diversity of background and personal experience. Ideally, the Board should be composed of persons having a diversity of skills, background and experience that are useful to us and our present and future needs. However, the Nominating and Corporate Governance Committee does not have a formal policy specifying how diversity of background and personal experience should be applied and assessed in identifying or evaluating director nominees. When considering potential nominees for the Board, the Nominating and Corporate Governance Committee considers the standards above and each potential nominee's individual qualifications in light of the needs of the Board at such time and its anticipated needs in the future.

It is our policy to hold the annual meeting of directors immediately following the annual meeting of shareholders. All Board members are invited to attend the annual meeting of shareholders and are expected to attend, but are not required to attend. In fiscal 2012, all but one of the members of the Board attended the annual meeting of shareholders.

#### **SHAREHOLDER COMMUNICATIONS TO THE BOARD**

Shareholders may contact an individual director, the Board as a group, or a specified Board committee or group, including the non-employee directors as a group, by mailing correspondence in the following manner:

International Speedway Corporation  
c/o Legal Department  
One Daytona Blvd.  
Daytona Beach, Florida 32114  
Attention: Board of Directors

Each communication should specify the applicable addressee or addressees to be contacted as well as the general topic of the communication. Our Legal Department will initially receive and process communications before forwarding them to the addressee. All communications from shareholders will be promptly forwarded to the addressee(s).

#### **CODE OF ETHICS**

Our Audit Committee has adopted a code of ethics that applies to our senior financial officers including our principal executive officer and principal financial officer. A copy of that code of ethics is available on our website at [www.internationalspeedwaycorporation.com](http://www.internationalspeedwaycorporation.com). We intend to satisfy our disclosure obligations regarding any amendment to, or waiver from, any provision of our code of ethics that applies to any of our senior financial officers by posting that information on our website, as well as making all public disclosures required by the SEC. At the present time there have been no amendments or waivers.

#### **SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Based upon a review of Forms 3 and 4 and amendments thereto furnished to us during the fiscal year ended November 30, 2012, Forms 5 and amendments thereto furnished to us with respect to the fiscal year ended November 30, 2012, and written representations furnished to us, there is no person who, at any time during the fiscal year, was a director, officer, or



beneficial owner of more than ten percent of any class of our securities that failed to file on a timely basis the reports required by section 16(a) of the Exchange Act during the fiscal year ended November 30, 2012.

#### REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM

Ernst & Young LLP, and its predecessors have served as our auditors since 1966. Representatives of Ernst & Young LLP will be present at the Annual Meeting of Shareholders with the opportunity to make a statement, if they so desire, and will be available to respond to appropriate questions from shareholders.

The following table presents fees for all professional services provided by Ernst & Young LLP for the audit of our consolidated financial statements for the years ended November 30, 2012 and 2011, and fees billed for other services rendered by Ernst & Young LLP during those periods.

Fee Category	Fiscal Year	
	2012	2011
<b>Audit fees (1)</b>	\$ 731,789	\$ 716,262
<b>Audit-related fees (2)</b>	\$ —	\$ —
<b>Tax fees (3)</b>	\$ 79,984	\$ 109,675
<b>All other fees (4)</b>	\$ —	\$ —

- (1) Audit fees consisted principally of professional services rendered for the annual integrated audit of our consolidated financial statements and the effectiveness of our internal control over financial reporting, the review of our quarterly consolidated financial statements and services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements.
- (2) Audit-related fees consists of professional services rendered for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not included in Audit Fees above. There were no such services rendered during fiscal 2012 and 2011.
- (3) Tax fees consisted principally of professional services rendered for tax compliance and tax advice.
- (4) There were no other fees for products and services that are not disclosed in the previous categories.

#### AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee, or one of its members who has been delegated pre-approval authority, considers and has approval authority over all engagements of the independent auditors. If a decision on an engagement is made by an individual member, the decision is presented at the next meeting of the Audit Committee. All of the engagements resulting in the fees disclosed above for fiscal 2012 and 2011 were approved by the Audit Committee prior to the engagement.

## REPORT OF THE AUDIT COMMITTEE

The Audit Committee oversees the Company's financial reporting process on behalf of the Board of Directors. The Company's management has the primary responsibility for the financial statements, for maintaining effective internal control over financial reporting, and for assessing the effectiveness of internal control over financial reporting. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the audited consolidated financial statements and related schedule in the Annual Report with Company management including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee reviewed with Ernst & Young LLP, the Company's independent registered public accounting firm, which is responsible for expressing an opinion on the conformity of those audited consolidated financial statements and related schedule with U.S. generally accepted accounting principles, its judgments as to the quality, not just the acceptability, of the Company's accounting principles and such other matters as are required to be discussed with the Audit Committee by Public Company Accounting Oversight Board Audit Standard No. 16, Communications with Audit Committee, other standards of the Public Company Accounting Oversight Board (United States), rules of the Securities and Exchange Commission, and other applicable regulations. In addition, the Audit Committee has discussed with the independent registered public accounting firm the firm's independence from Company management and the Company, including the matters in the letter from the firm required by PCAOB Rule 3526, Communication with Audit Committees Concerning Independence, and considered the compatibility of non-audit services with the independent registered public accounting firm's independence, including PCAOB Rule 3524, Audit Committee Pre-approval of Certain Tax Services.

The Audit Committee also reviewed management's report on its assessment of the effectiveness of the Company's internal control over financial reporting and the independent registered public accounting firm's report on the effectiveness of the Company's internal control over financial reporting. The Audit Committee discussed with management and the independent registered public accounting firm that there were no material weaknesses or significant deficiencies, individually or in the aggregate, identified during the course of the assessment and the audit.

The Audit Committee discussed with the Company's internal auditors and independent registered public accounting firm the overall scope and plans for their respective audits. The Audit Committee met with the internal auditors and the independent registered public accounting firm, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal control, including internal control over financial reporting, and the overall quality of the Company's financial reporting. The Audit Committee held four meetings during fiscal year 2012.

In reliance on the reviews and discussions referred to above, the Audit Committee approved the inclusion of the audited consolidated financial statements and related schedule and management's assessment of the effectiveness of the Company's internal control over financial reporting in the Annual Report on Form 10-K for the year ended November 30, 2012 for filing with the Securities and Exchange Commission. In April 2012, the Audit Committee approved the selection of the Company's independent registered public accounting firm which performed the fiscal 2012 annual audit of the Company's financial statements and the effectiveness of the Company's internal control over financial reporting.

The Audit Committee is governed by a charter. The Committee is comprised solely of independent directors as defined by the NASDAQ listing standards and Rule 10A-3 of the Securities Exchange Act of 1934.

**Larry Aiello, Jr., Chairman**  
**J. Hyatt Brown**  
**William P. Graves**

## EXECUTIVE COMPENSATION

### COMPENSATION DISCUSSION AND ANALYSIS.

#### Overview and Objectives of Compensation Program

The goal of the compensation programs for our named executive officers is to retain and reward leaders who create long-term value for our shareholders. This goal affects the compensation elements we use and our compensation decisions.

We have designed and implemented our compensation programs for our named executives to:

- reward them for financial and operating performance;
- align their interests with those of our shareholders; and
- encourage them to remain with the Company.

Most of our compensation elements simultaneously fulfill one or more of our performance, alignment and retention objectives. These elements consist of:

- salary and annual discretionary bonus;
- non-equity (cash) incentive compensation based upon annually determined performance criteria;
- equity incentive compensation based upon annually determined performance criteria combined with a time based vesting schedule; and
- other benefits.

In deciding on the type and amount of compensation for each executive, we focus almost exclusively on each executive's current pay, rather than historic pay. We combine the compensation elements for each executive in a manner we believe optimizes the value for our shareholders and supports the goals of our compensation programs.

We provide a combination of pay elements with the goal of aligning executive incentives with shareholder value. The three major elements of our executive compensation — base salary, annual cash awards (which include bonuses and non-equity incentives) and long-term equity incentives — simultaneously fulfill one or more of our performance, alignment and retention objectives.

The following summarizes the compensation elements we use as tools to reward, retain and align the performance expectations of our named executives.

#### Base Salary and Bonus.

Base salaries for our named executives are designed to provide competitive levels of compensation dependent on the scope of their responsibilities, their leadership skills and values, and their performance. For each named executive officer, we pay discretionary cash bonuses each February for the prior year's performance based upon management's evaluation and the Compensation Committee's qualitative assessment of the executives' performance. For fiscal 2012, discretionary cash bonuses were suspended as part of the Company's cost containment initiatives and, instead, awards were confined to non-equity incentive awards only, as further discussed below. These awards are in line with the stated goal of our compensation programs, namely retaining and rewarding leaders who create long-term value for our shareholders. The awards were determined using the criteria approved by the Compensation Committee for performance against specific financial performance measures.

#### Non-Equity Incentives.

In addition to the bonus described above, the short term compensation element for the named executive officers includes a non-equity annual incentive element based upon the Company's performance against normalized corporate financial performance measures based on budget of revenue; earnings per share; operating margin; and ratio of debt to capitalization. For fiscal 2012, the corporate financial measurements for these non-equity incentives were weighted as follows: 1) revenue based on budget as 50%, 2) earnings per share based on budget as 10%, 3) operating margin based on budget as 20% and 4) the ratio of debt to capitalization as 20%.

#### Long — Term Compensation — 2006 Long Term Incentive Plan.

We emphasize long-term variable compensation at the senior executive levels because of our desire to reward effective long-term management decision making and our desire to retain executive officers who have the potential to impact both our short-term and long-term profitability. We believe that providing Restricted Stock Units (RSUs) is an effective means to focus our named executives on delivering long-term value to our shareholders. RSUs allow us to reward and retain the named executives by offering them the opportunity to receive shares of our stock on the date the restrictions lapse so long as they continue to be employed by the Company.

In fiscal 2011, discretionary cash bonuses and non-equity incentive awards were suspended and, instead, RSU's were awarded to our named executives in amounts equal to the determined cash bonus value. Accordingly, during fiscal 2012, RSU grants were made in amounts equal to what would have been the discretionary cash bonus and non-equity incentive awards for fiscal 2011 performance. The RSUs awarded were determined using the criteria approved by the Compensation Committee for performance against specific goals. For fiscal 2011, these goals were reflected in corporate financial measurements weighted as follows: 1) revenue based on budget as 50%, 2) earnings per share based on budget as 10%, 3) operating margin based on budget as 20%, and 4) the ratio of debt to capitalization as 20%. In addition, for fiscal 2011, 40% of the bonus (which was paid in the form of RSUs) was based on the Compensation Committee's discretionary judgment of the individual's overall performance during the fiscal year. Each named executive was assigned a bonus value based on the criteria. That value would have been paid in cash but for the aforementioned suspension of the cash bonus and non-equity incentive awards. Instead, RSU grants in amounts equal to the named executive officer's bonus value were made during fiscal 2012.

#### **Other Compensation.**

We provide our named executives with other benefits, reflected in the All Other Compensation column of the 2012 Summary Compensation Table on Page 20, that we believe are reasonable, competitive and consistent with our overall executive compensation program and goals.

#### **Compensation Implementation**

##### **Determination of Compensation.**

As part of our total overall compensation plan the compensation for our named executive officers depends on the scope of their responsibilities, their leadership skills and values, and their individual performance, as well as the Company's performance. Decisions regarding salary increases are affected by the named executives' current salary and the amounts paid within and outside the Company. Base salary rates are reviewed on annual basis and adjusted when appropriate by the Compensation Committee based upon changes in market conditions and the Company's performance factors. When making decisions regarding compensation, we focus almost exclusively on each executive's current pay, rather than historic pay.

The Compensation Committee exercises its discretion in initially making compensation decisions, after reviewing the performance of the Company and evaluating an executive's prospects and performance during the year against established goals, operational performance, business responsibilities, and current compensation arrangements. The following is a summary of key considerations affecting the determination of compensation for the named executives:

*Emphasis on Consistent Performance.* Our compensation program provides a greater pay opportunity for executives who demonstrate superior performance for sustained periods of time. Each of our named officers has served us for many years, during which she/he has held diverse positions of increasing responsibility. The amount of their pay reflects their consistent contribution with the expectation of continued contribution to our success. Our emphasis on performance affects our discretionary annual cash bonus, non-equity incentives and equity incentive compensation. We incorporate current year and expected performance into our compensation decisions and percentage increases or decreases in the amount of annual compensation. For fiscal 2012, the criteria to determine overall compensation remained consistent with prior years and our stated philosophy, however, discretionary cash bonuses were suspended as part of our cost containment initiatives. We continued to reward our executives for performance against stated financial measures defined above in the "Non-Equity Incentives" discussion.

*Discretion and Judgment.* We generally adhere to our historic practices and formulas in determining the amount and mix of compensation elements. Because of our reliance on the formulaic achievement of annual Company financial goals in determining the amount of plan-based compensation, short term changes in business performance can have a significant impact on the compensation of the named executive officers. We consider competitive market compensation paid by other companies of similar size and market capitalization, but we do not attempt to maintain a certain target percentile within a peer group or otherwise rely on data of peer companies to determine executive compensation.

We do not have any specific apportionment goal with respect to the mix between equity incentive awards and cash payments. We generally attempt to assess an executive's total pay opportunities and whether we have provided the appropriate incentives to accomplish our compensation objectives. Our mix of compensation elements is designed to reward recent results and performance through a combination of cash and equity incentive awards. We also seek to balance compensation elements that are based on financial, operational and strategic metrics. We believe the most important indicator of whether our compensation objectives are being met is our ability to motivate our named executives to deliver superior performance and retain them. For fiscal 2012, discretionary cash bonuses were suspended due to cost containment initiatives. However cash awards were made to our executives within the non-equity incentive measures in order to align cost containment initiatives with the best interest of the Company's long-term financial health and balanced against our compensation objectives.

*Significance of Company Results.* The Compensation Committee primarily evaluates the named executives' contributions to the Company's overall performance rather than focusing only on their individual function. The Compensation Committee believes

that the named executives share the responsibility to support the goals and performance of the Company, as the executive members of the Company's leadership team. While this compensation philosophy influences all of the committee's compensation decisions, it has the biggest impact on annual non-equity incentive awards and, generally, discretionary bonuses.

*Consideration of Risk.* Our compensation programs are discretionary, balanced and focused on rewarding performance for both current year and long-term strategy. Under this structure, a greater amount of compensation can be achieved through consistent superior performance over sustained periods of time. Long term incentive plan compensation in the form of restricted stock is restricted to multiple vesting years with 50% vesting in three years and the remainder vesting in five years. We believe this provides strong incentives for our named executive officers to manage the Company for the long term while avoiding excessive risk-taking in the short term. Goals and objectives reflect a balanced mix of quantitative and qualitative performance measures to avoid excessive weight on a single performance measure. The elements of compensation are mixed among current cash payments and equity awards. With limited exceptions the Compensation Committee retains the ability to adjust compensation for quality of performance and adherence to our values. The Company does not believe that its compensation policies and practices are reasonably likely to have a material adverse effect on the Company.

*No Employment and Severance Agreements.* None of our named executive officers have employment or change-of-control agreements nor do they have pre-negotiated severance agreements in place. Our named executive officers serve at the will of the Board, which enables the Company to terminate their employment with discretion as to the terms of any severance arrangement. This is consistent with our performance-based employment and compensation philosophy. Of course, the fact that our Chairman of the Board and our Vice Chairman and Chief Executive Officer are members of the France Family Group, which has the ability to elect the entire Board, does impact such discretion in their case. In addition, the time vesting of our plan-based restricted stock awards help retain our executives by subjecting to forfeiture any unvested shares if they leave the Company prior to retirement. There are change-of-control provisions associated with each award of such plan-based restricted stock awards. Change of control is defined in the individual participant plans for all participants in the restricted stock incentive program. A copy of the plan is on file with the SEC in connection with our Form S-8 registration statement, filed on February 11, 2010.

##### **Roles of Compensation Committee and Named Executives**

Executive officer compensation is overseen by the Compensation Committee of the Board of Directors, which is composed entirely of independent directors, pursuant to its charter. A copy of the charter may be viewed on the Company's website at [www.internationalspeedwaycorporation.com](http://www.internationalspeedwaycorporation.com).

Prior to the beginning of each fiscal year the Compensation Committee establishes a total pool of dollars to be used for increases in annual salary compensation for all of our employees, including all of the named executive officers. In setting this total pool of dollars the members of the Compensation Committee consider a variety of factors, including, but not limited to, historic and projected earnings per share, anticipated revenue growth, established salary ranges and market conditions. The committee members then use their collective business judgment to establish the total pool of dollars for increases in annual salary compensation.

Under the direction of the CEO, the proposed salaries, individual performance goals and targeted bonuses for each of the other named executive officers are presented to the Compensation Committee which reviews and approves them. Although no particular weighting of the factors or formula is used, the Committee considers (1) Company and individual performance as measured against management goals approved by the Board of Directors, (2) personal performance in support of the Company's goals as measured by annual evaluation criteria, and (3) intangible factors and criteria such as payments by competitors for similar positions and market movement.

Each of the named executive officers is assigned a target bonus opportunity (which includes both a discretionary bonus and non-equity incentive awards) based on corporate and personal goals for the year. For fiscal 2012, discretionary cash bonuses were suspended as described above. The actual bonus for each named executive officer will range from 0% to 150% of the target depending upon results of corporate performance and personal performance during the year. The 2012 fiscal year corporate financial measurements consist of four components which are weighted as follows: 1) revenue based on budget as 50%, 2) earnings per share based on budget as 10%, 3) operating margin based on budget as 20% and 4) the ratio of debt to capitalization as 20%. Both the targets and the actual performance are determined on a normalized basis and may vary from year to year as established by the Compensation Committee.

For fiscal 2012, our named executive officers are: Ms. Lesa France Kennedy, Chief Executive Officer; Mr. James C. France remains Chairman of the Board of Directors and Assistant Treasurer; Mr. John Saunders, President; Mr. Dan Houser, Chief Financial Officer; and Mr. Daryl Q. Wolfe, Chief Marketing Officer.

The Compensation Committee reviews and approves the recommended corporate performance goals and objectives which are used in establishing plan-based incentive compensation for all of the named executive officers.

### **Compensation Consultants**

Neither the Company nor the Compensation Committee has any contractual arrangement with any compensation consultant who has a role in determining or recommending the amount or form of senior executive or director compensation. Our named executive officers have not participated in the selection of any particular compensation consultant. The Company obtains market intelligence on compensation trends from a variety of sources through our human resources personnel, with the oversight of the committee. Each year we participate in compensation surveys conducted by well-known compensation consultants as a means of understanding external market practices. Except for the foregoing, we have not used the services of any other compensation consultant in matters affecting senior executive or director compensation. In the future, either the Company or the Compensation Committee may engage or seek the advice of compensation consultants.

### **Equity Grant Practices**

The only form of equity compensation currently provided to our named executive officers is awards of shares of restricted stock under our 2006 Long Term Incentive Plan. For each fiscal year the named executive officers are provided an opportunity to be awarded shares of restricted stock based upon the same normalized corporate financial performance measures established for non-equity incentive payments, as discussed above. The targeted number of shares is fixed by the Compensation Committee and represents a specified percentage of the named executive officer's annual base salary based upon the average price of our publicly traded shares during the fiscal year prior to the establishment of the share target. This targeted share award amount is communicated to the named executive officers during the second quarter of our fiscal year. Upon completion of the fiscal year and the financial audit, our normalized performance against the financial performance measures is evaluated, a percentage of the targeted award to be actually awarded is determined, reviewed and approved by the Compensation Committee and the restricted shares are issued in the name of the named executive officers on May 1 following the completion of the fiscal year. The restricted shares then vest over time, with 50% vesting three years after issuance and the remaining 50% vesting five years after issuance. Prior to vesting the recipient may vote the shares and receive dividends on the restricted shares as granted. If employment ends prior to the expiration of the vesting period for reasons acceptable to the Compensation Committee (death, disability, retirement, etc.) all or a portion of the unvested restricted shares may be allowed to vest. Termination of employment for any other reason will result in forfeiture of all unvested shares. The timing of calculations of opportunities, amounts, awards and vesting dates are made solely for administrative efficiency and without regard to earnings or other major announcements by the Company. There are change-of-control provisions associated with each award of restricted shares. Change of control is defined in the individual participant plans for all participants in the restricted stock incentive program. A copy of the plan is on file with the SEC in connection with our Form S-8 registration statement, filed on February 11, 2010.

### **Share Ownership Guidelines**

The Company has no equity security ownership guidelines or requirements for the named executive officers. During 2012, we instituted share ownership guidelines for our non-employee directors, as more fully described below in the "Compensation of Directors" section.

### **Tax Deductibility of Compensation**

Section 162(m) of the Internal Revenue Code of 1986, as amended, imposes a \$1 million limit on the amount that a public company may deduct for compensation paid to the company's CEO or any of the Company's four other most highly compensated executive officers who are employed as of the end of the year. None of the individuals covered by Section 162(m) received taxable compensation in excess of the \$1 million limit. The amounts shown in the Summary Compensation Table contain components which are not considered taxable income to the individuals under current Internal Revenue Code provisions. The Company does not presently structure any component of executive compensation to meet the requirements under Section 162(m) for "qualifying performance-based" compensation (i.e., compensation paid only if the individual's performance meets pre-established objective goals based on performance criteria approved by shareholders).

### **Potential Impact on Compensation from Executive Misconduct**

If the Board should determine that an executive officer has engaged in fraudulent or intentional misconduct, the Board could take action to remedy the misconduct, prevent its recurrence, and impose such discipline on the wrongdoers as would be appropriate. Discipline would vary depending on the facts and circumstances, and may include, without limitation, (1) termination of employment, (2) initiating an action for breach of fiduciary duty, and (3) if the misconduct resulted in a restatement of the Company's financial results, seeking reimbursement of any portion of performance-based or incentive compensation paid or awarded to the executive that is greater than would have been paid or awarded if calculated based on the restated financial results. These remedies would be in addition to, and not in lieu of, any actions imposed by law enforcement agencies, regulators or other authorities.

### **Compensation for the Named Executive Officers in 2012**

Discretionary cash bonuses and non-equity incentive awards were suspended for fiscal 2011. Instead, RSUs were awarded to our named executive officers for fiscal 2011 performance. Each named executive was assigned a bonus value based on the criteria approved by the Compensation Committee, as described above in "Long-Term Compensation - 2006 Long-Term Incentive Plan." The bonus value would have been paid in cash but for the aforementioned suspension of the cash bonus and non-equity incentive awards. Instead, RSU grants in amounts equal to the named executive officer's bonus value were made during fiscal 2012. As a result, Ms. Kennedy received a grant of restricted stock of 7,322 shares valued at \$195,424 as of the May 1, 2012 grant date. Mr. Houser received 2,470 shares valued at \$65,924 as of the May 1, 2012 grant date. Mr. Saunders received 5,702 shares valued at \$152,186 as of the May 1, 2012 grant date. Mr. Wolfe received 1,882 shares valued at \$50,230 as of the May 1, 2012 grant date.

### **Company Performance**

The specific compensation decisions made for each of the named executive officers for fiscal 2012 reflect the focus on the performance of the Company against specific financial and operational measurements.

A significant portion of each of the named executive officer's plan-based incentive compensation is based upon the Company's performance against the normalized corporate financial performance measures and weighting of 1) revenue based on budget (50%), 2) earnings per share based on budget (10%), 3) operating margin based on budget (20%), and 4) ratio of debt to capitalization (20%). Based on the evaluation of the Company's performance against these measures in fiscal 2012, the portion of each named executive officer's plan-based incentive compensation was set at 100% of the targeted amount of total bonus target. Payout was at 86% of the targeted opportunity, with weighted performance of 45% for the revenue target, 7% for earnings per share, 14% for the operating margin target and 20% for the debt to capitalization ratio. For fiscal 2012, the Company suspended the discretionary cash bonus to further align earning opportunities in support of overall business cost containment measures. Accordingly, the plan-based non-equity incentive was capped at 50% of earning potential for named executive officers. Amounts described below regarding plan-based non-equity incentives are reflective of performance against this earning opportunity. Accordingly, for the named executive officers eligible for plan-based non-equity incentives, 100% of the earning potential was as follows: \$185,054 for Ms. Kennedy; \$72,450 for Mr. Houser; \$144,094 for Mr. Saunders; and \$47,560 for Mr. Wolfe. A more detailed analysis of our financial and operational performance is contained in the Management's Discussion & Analysis section of our 2012 Annual Report on Form 10-K filed with the SEC.

### **CEO Compensation**

In determining Ms. Kennedy's base salary compensation for 2012, the Compensation Committee considered her performance as CEO, the performance of the Company in fiscal 2012 given a challenging economic environment, the general trends of Company performance over the prior several years, outcomes related to growth and development activities and strategic initiatives, market conditions, as well as the responsibilities of the position and her strategic value to the Company. Ms. Kennedy and the Board responded to the economic conditions by establishing the following performance framework (1) outperforming in a tough environment, (2) maintaining and maximizing financial flexibility, (3) optimizing sustainable cost containment and (4) protecting the Company's reputation and long-term strategy. The Committee determined that Ms. Kennedy performed at a high level resulting in a 2.5% increase in base salary for Ms. Kennedy from the previous year.

The Compensation Committee believes that Ms. Kennedy performed well in 2012 by executing on the established performance framework and in delivering a strong financial performance during this significantly difficult economic environment. The Compensation Committee believes that the Company's fiscal 2012 reflected leadership decisions that effectively mitigated revenue deterioration with sustainable cost containment, capital allocation discipline and execution against defined strategic initiatives. In determining the bonus and incentive portions of her compensation for fiscal 2012, the Compensation Committee determined that Ms. Kennedy performed at a high level. The discretionary portion of Ms. Kennedy's bonus was suspended, consistent with the Compensation Committee's determination for all officers. In light of the suspended discretionary bonus, Ms. Kennedy received a total bonus value (plan-based incentive) of \$159,146, which was 86% of her \$185,054 total target opportunity. Ms. Kennedy also received 10,746 shares of restricted stock (valued at \$286,811 as of the May 1, 2012 grant date) for her fiscal year 2011 leadership performance. This grant is pursuant to the established long-term incentive plan of the Company. The restricted stock is subject to a vesting schedule, with 50% vesting in three years and the remainder vesting in five years. The final value will be determined on the actual vesting date.

In addition, pursuant to the aforementioned fiscal year 2012 performance factors, the Compensation Committee determined that Ms. Kennedy is eligible for a restricted stock award of 11,963 shares, the value of which will be determined based upon the May 1, 2013 grant date. This grant is pursuant to the established long-term incentive plan and based on annual financial performance of the Company.

### Other Named Officers

In determining the base salary compensation of Mr. France, Mr. Saunders, Mr. Houser and Mr. Wolfe for fiscal 2012 the Compensation Committee considered the same criteria as for the CEO. The Compensation Committee also considered the recommendations based upon evaluation of individual functional area responsibilities and goals as submitted by the CEO.

The discretionary bonus portion of Mr. Saunders, Mr. Houser and Mr. Wolfe's compensation for fiscal 2012 was suspended. The non-equity plan incentive compensation was determined with the criteria for effectively mitigating revenue deterioration with sustainable cost containment, capital allocation discipline and execution against defined financial measures.

**James C. France:** In fiscal 2012, per Mr. France's role as Chairman of the Board of Directors and Assistant Treasurer, and adjusted responsibilities, he received no plan-based incentive and a \$300 discretionary cash bonus in 2012. Mr. France received an award of 5,037 shares of restricted stock (valued at \$134,438 as of the May 1, 2012 grant date) for his fiscal year 2011 leadership performance. The restricted stock is subject to a vesting schedule, with 50% vesting in three years and the remainder vesting in five years. The final value will be determined on the actual vesting date.

Mr. France continues to provide the Company significant benefit from his business and industry expertise, experience and leadership. The Compensation Committee recognizes Mr. France's significant contribution and as such has determined that for fiscal year 2012, he is eligible for a restricted stock award of 5,608 shares, the value of which will be determined based upon the May 1, 2013 grant date. This grant is pursuant to the established long-term incentive plan of the Company.

**John Saunders:** Mr. Saunders, in his position as President, had financial objectives that focused on the overall performance of the Company and were the same as Ms. Kennedy's.

His strategic and operational goals included providing operational and leadership support for the Company's strategy development and execution against the Board approved strategic plan focusing on maintaining and growing the core business, leveraging the core business and driving a top performing organization. Mr. Saunders lead the Company's core business growth activities which included revenue generation and improving performance and cost competitiveness, attacking key elements of pricing strategies and margin rates for the Company's operating units and food & beverage business. In fiscal 2012, Mr. Saunders led the Company in optimizing significant sustainable cost containment.

Mr. Saunders' base salary increased 2.5% in fiscal 2012. The Compensation Committee assessment of Mr. Saunders' performance in 2012 aligned to support his receiving a plan-based incentive bonus of \$123,921, which was reflective of 86% of his \$144,094 total target opportunity. Mr. Saunders also received 7,566 shares of restricted stock (valued at \$201,670 as of the May 1, 2012 grant date) for his fiscal year 2011 leadership performance. This grant is pursuant to the established long-term incentive plan of the Company. The restricted stock is subject to a vesting schedule, with 50% vesting in three years and the remainder vesting in five years. The final value will be determined on the actual vesting date.

In addition, the Compensation Committee determined, based on Mr. Saunders' significant performance in fiscal year 2012, that he is eligible for a restricted stock award of 8,411 shares, the value of which will be determined upon the May 1, 2013 grant date. This grant is pursuant to the established long-term incentive plan and based on annual financial performance of the Company.

**Daniel Houser:** Mr. Houser has been our Chief Financial Officer since 2008 and is also a Senior Vice President of the Company. Mr. Houser's financial objectives, as the leader of our finance organization, focused on the overall performance of the Company. His strategic and operational goals focused on providing operational support in achieving financial goals, including serving as the process driver for sustainable cost containment deliverables, maintaining balance sheet management and leading the Company's relationship with rating agencies.

Mr. Houser's base salary increased 2.5% in fiscal 2012. The Compensation Committee assessment of Mr. Houser's performance in fiscal 2012 aligned to support a reward of plan-based incentive in the amount of \$62,307, which was 86% of his \$72,450 total target opportunity. Mr. Houser also received 4,366 shares of restricted stock (valued at \$116,529 as of the May 1, 2012 grant date) for his performance in fiscal year 2011. The restricted stock is subject to a vesting schedule, with 50% vesting in three years and the remainder vesting in five years. The final value will be determined on the actual vesting date. This grant is pursuant to the established long-term incentive plan of the Company.

In addition, the Compensation Committee determined, based on Mr. Houser's fiscal year 2012 performance, that he is eligible for a restricted stock award of 5,864 shares, the value of which will be determined upon the May 1, 2013 grant date. This grant is pursuant to the established long-term incentive plan and based on annual financial performance of the Company.

**Daryl Wolfe:** Mr. Wolfe, in his position as Senior Vice President, Chief Marketing Officer, had financial objectives that focused on the overall performance of the Company, as well as goals and objectives for his functional area of responsibility in leading the strategic and revenue generation performance of the Company. His strategic goals included creating brand interest and demand for product, as well as focusing on elements of pricing strategies and margin rates to drive customer retention. The Compensation Committee, based on Mr. Wolfe's fiscal year 2012 performance, determined to support receiving a plan-based

incentive bonus of \$49,899 which was a 105% of his \$47,560 total target opportunity. This amount is reflective of his performance against departmental budget goals. Mr. Wolfe also received a grant of 4,366 shares of restricted stock (valued at \$116,529 as of the May 1, 2012 grant date) for his fiscal year 2011 performance. The restricted stock is subject to a vesting schedule, with 50% vesting in three years and the remainder vesting in five years. The final value will be determined on the actual vesting date. This grant is pursuant to the established long-term incentive plan of the Company.

In addition, the Compensation Committee determined, based on his fiscal year 2012 performance, that Mr. Wolfe is eligible for a restricted stock award of 4,860 shares, the value of which will be determined upon the May 1, 2013 grant date. This grant is pursuant to the established long-term incentive plan and based on annual financial performance of the Company.

### Restricted Stock

Restricted stock awards are based on the same factors that the Compensation Committee uses to evaluate and determine plan-based incentive and discretionary cash bonus.

### Other Compensation

We provide our named executive officers with other benefits, reflected in the All Other Compensation column in the Summary Compensation Table, that we believe are reasonable, competitive and consistent with our overall compensation program and goals. The costs of these benefits constitute only a small percentage of each named executive officer's total compensation, and include premiums paid on life insurance policies and Company contributions to a 401(k) plan. The named executive officers also participate in the standard health insurance benefits offered to all employees. We also provide the use of a car provided by the Company and comprehensive physical examinations every other year. The named executive officers are encouraged to attend events at the motorsports entertainment facilities operated by the Company as part of their job function and permitted to bring a guest with them to these events at no charge to the executive.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (1) (\$)	Stock Awards (2) (\$)	Non-Equity Incentive Plan Compensation (3) (\$)	All Other Compensation (4) (\$)	Total (\$)
<b>Lesa France Kennedy</b> Vice Chairman and CEO	2012	\$ 621,185	\$ 300	\$ 482,235	\$ 159,146	\$ 21,148	\$ 1,284,014
	2011	\$ 604,115	\$ 300	\$ 187,180	\$ —	\$ 18,596	\$ 810,191
	2010	\$ 604,115	\$ 104,291	\$ 123,951	\$ 86,659	\$ 18,340	\$ 937,356
<b>Daniel W. Houser</b> SVP, CFO, Treasurer	2012	\$ 317,231	\$ 20,200	\$ 182,453	\$ 62,307	\$ 31,443	\$ 613,634
	2011	\$ 291,115	\$ 200	\$ 76,010	\$ —	\$ 34,055	\$ 401,380
	2010	\$ 291,115	\$ 35,278	\$ 50,332	\$ 38,976	\$ 33,310	\$ 449,011
<b>James C. France</b> Chairman and Asst. Treasurer	2012	\$ 401,602	\$ 300	\$ 134,438	\$ —	\$ 26,108	\$ 562,448
	2011	\$ 400,801	\$ 300	\$ 87,485	\$ —	\$ 18,366	\$ 506,952
	2010	\$ 400,801	\$ 300	\$ 59,072	\$ —	\$ 29,210	\$ 489,383
<b>John R. Saunders</b> President	2012	\$ 527,667	\$ 300	\$ 353,856	\$ 123,921	\$ 45,025	\$ 1,050,769
	2011	\$ 513,166	\$ 300	\$ 132,253	\$ —	\$ 41,669	\$ 687,388
	2010	\$ 513,166	\$ 81,274	\$ 85,874	\$ 89,971	\$ 41,036	\$ 811,321
<b>Daryl Q. Wolfe</b> SVP and CMO	2012	\$ 299,341	\$ 200	\$ 166,759	\$ 49,899	\$ 34,702	\$ 550,901

- Amounts shown in this column for fiscal 2011 and fiscal 2012 represent amounts for a small holiday bonus based on seniority. Mr. Houser received a cash bonus of \$20,000 for services performed during fiscal 2012. There were no cash bonuses awarded for services performed during fiscal 2011.
- Amounts shown in this column represent (i) stock awards made to each of the named executives pursuant to our 2006 Long-Term Incentive Plan as a result of the executives' fiscal year 2011 performance, and (ii) stock awards made to Ms. Kennedy and Messrs. Houser, Saunders and Wolfe due to the suspension of the fiscal year 2011 cash bonus, as more particularly described in the section "Compensation For The Named Executive Officers in 2012." The value of the stock awards made pursuant to (i) above were: Ms. Kennedy, \$286,811; Mr. Houser, \$116,529; Mr. France, \$134,438; Mr. Saunders, \$201,670; and Mr. Wolfe, \$116,529. The value of the stock awards made pursuant to (ii) above were: Ms. Kennedy, \$195,424; Mr. Houser, \$65,924; Mr. Saunders, \$152,186; and Mr. Wolfe, \$50,230. All amounts reflected are as of the May 1, 2012 grant date. For further information on these awards, please see the discussion labeled "Compensation for the Named Executive Officers in 2012" beginning on page 17 herein. Stock Awards were granted pursuant to our 2006 Long-Term Incentive Plan. The amounts for Stock Awards reflect the aggregate grant date fair value of such awards, computed in accordance with Financial Accounting Standards Board ASC Topic 718. See Note 13 — Long-Term Stock Incentive Plan to the Consolidated Financial Statements in our fiscal 2012 Annual Report on Form 10-K for additional information concerning this plan and related Stock Awards and valuation assumptions.
- There are no amounts reflected under the "Non-Equity Incentive Plan Compensation" column for 2011 as there were no awards made for the corporate profitability incentive for fiscal 2011. For additional information on our annual incentive compensation plan for management, please see the discussion labeled "Compensation for the Named Executive Officers in 2012" beginning on page 17 herein.
- Amounts shown under the "All Other Compensation" column represent amounts paid for basic employee benefits available to all employees (i.e. group life insurance, accidental death and dismemberment insurance, group health insurance, long term disability insurance, and short term disability coverage), the annual lease value of Company-provided vehicles, travel related costs of guests in connection with attending events at the motorsports entertainment facilities operated by the Company, a NASCAR banquet, other business related travel, as well as other personal travel, and 401(K) contributions. Although the coverage limits for Life Insurance and long term disability are different for officers, the cost incurred by the Company to provide the executive benefit is the same as the cost for basic employee benefits.

GRANTS OF PLAN-BASED AWARDS

Name	Grant Date	Author-ization Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock (4)(#)	Grant Date Fair Value of Stock and Option Awards (5)(\$)
			Thres-hold (1)(\$)	Target (2)(\$)	Maximum (\$)	Thres-hold (1)(\$)	Target (3)(\$)	Maximum (\$)		
<b>Lesa France Kennedy</b>	11/30/12 05/01/12	11/06/12 02/08/12	\$ —	\$ 185,054	\$ 277,581	\$ —	\$ 320,000	\$ 480,000	7,322	\$ 482,235
<b>Daniel W. Houser</b>	11/30/12 05/01/12	11/06/12 02/08/12	\$ —	\$ 72,450	\$ 108,675	\$ —	\$ 130,000	\$ 195,000	2,470	\$ 182,453
<b>James C. France</b>	11/30/12 05/01/12	11/06/12 02/08/12	\$ —	\$ —	\$ —	\$ —	\$ 150,000	\$ 225,000	—	\$ 134,438
<b>John R. Saunders</b>	11/30/12 05/01/12	11/06/12 02/08/12	\$ —	\$ 144,094	\$ 216,141	\$ —	\$ 225,000	\$ 337,500	5,702	\$ 353,856
<b>Daryl Q. Wolfe</b>	11/30/12 05/01/12	11/06/12 02/08/12	\$ —	\$ 47,560	\$ 71,340	\$ —	\$ 130,000	\$ 195,000	1,882	\$ 166,759

- No thresholds are provided for in the applicable plan. The final award is determined through a calculation based on the weighted measurements as described below, and using the same formula as the equity based cash payout along with a discretionary amount based on performance against individual goals and achievement.
- For fiscal 2012, all of the named executive officer's plan-based non-equity incentive compensation is based upon the Company's actual performance against the budgeted normalized corporate financial performance measures approved by the Board. The approved measurements are weighted to calculate the total target, detailed as follows: (1) Revenue 50%, (2) Earnings Per Share 10%, (3) Operating Margin 20%, and (4) Ratio of Debt to Total Capitalization 20%. The calculated variance percentage of actual performance compared to budgeted performance is then used to determine the percentage payout for each respective measure, as represented in Table 1. Based on the evaluation of the Company's performance against these measures for fiscal 2012, the portion of each named executive officer's plan-based incentive compensation was set at 86% of the targeted opportunity, with weighted performance of 45% for the revenue target, 7% for earnings per share, 14% for the operating margin target and 20% for the debt to capitalization ratio. A more detailed analysis of our financial and operational performance is contained in the Management's Discussion & Analysis section of our 2012 Annual Report on Form 10-K filed with the SEC.

Table 1

Percent Variance	Payout
> + 10%	Discretionary
≥ 0.0%	100%
≤ - 2.5%	90%
≤ - 5.0%	80%
≤ - 6.5%	70%
≤ - 8.5%	60%
≤ - 10.0%	50%
> 10.0%	0%

- The targeted number of shares is fixed by the Compensation Committee and represents a specified percentage of the named executive officer's annual base salary based upon the average price of our publicly traded shares during the fiscal year prior to the establishment of the share target. This targeted share award amount is communicated to the named executive officers during the second quarter of our fiscal year. Upon completion of the fiscal year and the financial audit, our normalized performance against the financial performance measures is evaluated, a percentage of the targeted award to be actually awarded is determined, reviewed and approved by the Compensation Committee and the restricted shares are issued in the name of the named executive officers on May 1 following the completion of the fiscal year. The maximum amount of the award is 1.5 times the target. In 2012, payout of the award was determined by actual performance against the budgeted normalized corporate financial performance measures approved by the Board. The

approved measurements are weighted to calculate the total target, detailed as follows: (1) Revenue, (2) Earnings Per Share, (3) Operating Margin and (4) Ratio of Debt to Total Capitalization.

- (4) Discretionary cash bonuses and non-equity incentive awards were suspended for fiscal 2011 as part of our cost containment initiatives. Instead, restricted stock was awarded to our named executives for fiscal 2011 performance. Each named executive was assigned a bonus value based on the criteria provided by the Compensation Committee. The bonus value would have been paid in cash but for the suspension of the cash bonus and non-equity incentive awards. Instead, restricted stock grants in amounts equal to the named executive officer's bonus value were made. These grants were made on May 1, 2012. The number of shares granted to each named executive is reflected in this column.
- (5) The Grant Date Fair Value of Stock and Option Awards reflects the aggregate grant date fair value of the restricted stock granted pursuant to our 2006 Long-Term Incentive Plan computed in accordance with Financial Accounting Standards Board ASC Topic 718. See Note 13 – Long-Term Stock Incentive Plan to the Consolidated Financial Statements in our fiscal 2012 Annual Report on Form 10-K for additional information concerning this plan and related Stock Awards and valuation assumptions.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

Name	Stock Awards	
	Number of Shares of Stock That Have Not Vested (1)(#)	Market Value of Shares of Stock That Have Not Vested (2)(\$)
<b>Lesa France Kennedy</b>	30,774	\$ 852,666
<b>Daniel W. Houser</b>	11,956	\$ 320,779
<b>James C. France</b>	14,047	\$ 376,881
<b>John R. Saunders</b>	21,996	\$ 590,153
<b>Daryl Q. Wolfe</b>	11,185	\$ 300,994

- (1) The table below shows the vesting dates for the number of shares of common stock underlying unvested restricted stock grants reflected in the Number of Shares of Stock That Have Not Vested column:

Name	Vesting Date	Restricted Stock
<b>Lesa France Kennedy</b>	04/01/2013	1,249
	05/01/2013	2,028
	04/01/2014	1,284
	05/01/2014	3,059
	05/01/2015	11,062
	05/01/2016	3,058
	05/01/2017	9,034
<b>Daniel W. Houser</b>	04/01/2013	423
	05/01/2013	824
	04/01/2014	566
	05/01/2014	1,242
	05/01/2015	4,241
	05/01/2016	1,242
	05/01/2017	3,418
<b>James C. France</b>	04/01/2013	2,080
	05/01/2013	967
	04/01/2014	2,138
	05/01/2014	1,430
	05/01/2015	3,485
	05/01/2016	1,429
	05/01/2017	2,518
<b>John R. Saunders</b>	04/01/2013	757
	05/01/2013	1,405
	04/01/2014	849
	05/01/2014	2,161
	05/01/2015	8,034
	05/01/2016	2,161
	05/01/2017	6,629
<b>Daryl Q. Wolfe</b>	04/01/2013	423
	05/01/2013	732
	04/01/2014	566
	05/01/2014	1,242
	05/01/2015	3,856
	05/01/2016	1,242
	05/01/2017	3,124

- (2) Amounts are calculated by multiplying \$26.83, the closing price of our common stock on November 30, 2012, by the applicable number of shares.

**OPTION EXERCISES AND STOCK VESTED**

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (1) (\$)
<b>Lesa France Kennedy</b>	3,357	\$ 93,157
<b>Daniel W. Houser</b>	1,268	\$ 35,187
<b>James C. France</b>	5,589	\$ 155,095
<b>John R. Saunders</b>	2,105	\$ 58,414
<b>Daryl Q. Wolfe</b>	1,268	\$ 35,187

- (1) Amounts are calculated by multiplying \$27.75, the market value of our common stock on the date of stock vesting, April 1, 2012, by the number of shares.

**POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE-IN-CONTROL**

The only potential payments for any of the named executive officers are related to the unvested shares of restricted stock as shown in the Outstanding Equity Awards at Fiscal Year End above. Upon the occurrence of a change of control as defined in the individual participant plans for all participants in the restricted stock incentive program all of the unvested shares would immediately vest for each participant. There are no other arrangements to be disclosed pursuant to this item.

Name	Number of Shares of Stock That Have Not Vested (#)	Payment upon a Change-in-Control (2)(\$)
<b>Lesa France Kennedy (1)</b>	30,774	\$ 852,666
<b>Daniel W. Houser (1)</b>	11,956	\$ 320,779
<b>James C. France (1)</b>	14,047	\$ 376,881
<b>John R. Saunders (1)</b>	21,996	\$ 590,153
<b>Daryl Q. Wolfe (1)</b>	11,185	\$ 300,994

- (1) Change-in-Control is defined in the individual participant plans for all participants in the restricted stock incentive program. A copy of the plan is on file with the SEC in connection with our Form S-8 registration statement, filed on February 11, 2010.
- (2) Amounts are calculated by multiplying \$26.83, the closing price of our common stock on November 30, 2012, by the applicable number of shares.

**COMPENSATION OF DIRECTORS**

We pay our non-employee directors:

- a \$20,000 annual cash fee;
- an annual grant of restricted Class A common stock in an amount equal to \$30,000 based on the stock price on the grant date of such restricted stock;
- a cash fee of \$750 for each meeting of the board of directors attended;
- a cash fee of \$500 for each meeting of each committee (other than the Audit Committee) of the board of directors attended;
- members of the Audit Committee are paid a cash fee of \$750 for each meeting of the Audit Committee attended; and
- the chairman of the Audit Committee is paid an additional \$5,000 annual cash fee.

The number of restricted shares granted to each non-employee director are determined by dividing a dollar amount by the per-share closing price of our Class A common stock on the date of grant (rounded to the nearest whole share). These stock awards are issued pursuant to the 2006 Long-Term Stock Incentive Plan and vest after one year. All meeting fees are paid at the time of the meeting.

In addition, we also reimburse non-employee directors for all expenses incurred in the performance of their duties.

No non-employee director received perquisites and personal benefits with a total value of \$10,000 or more during the fiscal year ended November 30, 2012.

During fiscal 2012, the Board adopted share ownership guidelines applicable to non-employee directors. The guidelines provide that non-employee directors should, upon the later of (a) three years after the adoption of the guidelines in April 2012, and (b) three years of becoming a director, own and hold a minimum of common stock of the Company with a market value of at least \$90,000. Each such non-employee director is required to maintain that level of stock ownership for so long as he or she serves on the Board. Restricted shares issued by the Company to a non-employee director are counted for purposes of determining a non-employee director's ownership.

**DIRECTOR COMPENSATION TABLE**

Name	Fees Earned or Paid in Cash (\$)(1)	Stock Awards (\$)(2)	Total (\$)
<b>Larry Aiello, Jr. (3)</b>	\$ 32,000	\$ 30,002	\$ 62,002
<b>J. Hyatt Brown (3)</b>	\$ 27,750	\$ 30,002	\$ 57,752
<b>Edsel B. Ford, II (3)</b>	\$ 26,000	\$ 30,002	\$ 56,002
<b>Brian Z. France (3)</b>	\$ 23,500	\$ 30,002	\$ 53,502
<b>William P. Graves (3)</b>	\$ 29,000	\$ 30,002	\$ 59,002
<b>Christy F. Harris (3)</b>	\$ 25,000	\$ 30,002	\$ 55,002
<b>Morteza Hosseini-Kargar (3)</b>	\$ 24,000	\$ 30,002	\$ 54,002
<b>Lloyd E. Reuss (3)</b>	\$ 24,500	\$ 30,002	\$ 54,502
<b>Edward H. Rensi (3)(4)</b>	\$ 500	\$ —	\$ 500
<b>Thomas W. Staed (3)(4)</b>	\$ 500	\$ —	\$ 500

- (1) Amounts shown in the "Fees Earned or Paid in Cash" column represent the sum of all annual fee and meeting fee cash payments made to the indicated non-employee directors during the fiscal year ended November 30, 2012. It does not include any expense reimbursement.
- (2) Stock Awards were granted pursuant to our 2006 Long-Term Incentive Plan. The amounts for Stock Awards reflect the aggregate grant date fair value of such awards, computed in accordance with Financial Accounting Standards Board ASC Topic 718. See Note 13 — Long-Term Incentive Plan to the Consolidated Financial Statements in our fiscal 2012 Annual Report on Form 10-K for additional information concerning this plan and related Stock Awards and valuation assumptions.
- (3) As of November 30, 2012 the non-employee directors held the following shares of restricted stock and stock options to acquire shares of our Class A common stock:

Name	Aggregate Option Awards Outstanding at 11/30/2012 (1)(#)	Number of Shares of Stock That Have Not Vested (1)(#)
<b>Larry Aiello, Jr.</b>	11,684	1,146
<b>J. Hyatt Brown</b>	11,627	1,146
<b>Edsel B. Ford, II</b>	10,929	1,146
<b>Brian Z. France</b>	15,026	1,146
<b>William P. Graves</b>	11,627	1,146
<b>Christy F. Harris</b>	14,839	1,146
<b>Morteza Hosseini-Kargar</b>	11,839	1,146
<b>Lloyd E. Reuss</b>	14,899	1,146
<b>Edward H. Rensi (2)</b>	13,379	—
<b>Thomas W. Staed (2)</b>	13,099	—

- (1) Stock and Option Awards were granted pursuant to our 2006 Long-Term Incentive Plan. See also Note 13 — Long-Term Stock Incentive Plan to the Consolidated Financial Statements in our fiscal year 2012 Annual Report on Form 10-K for additional information concerning this plan and related Stock and Option Awards and valuation assumptions.
- (2) Did not stand for re-election in 2012.
- (4) Messrs. Rensi and Staed are no longer directors as they did not stand for re-election in 2012. However, each attended one committee meeting in February 2012. The amounts reflected here are compensation for that meeting.



**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

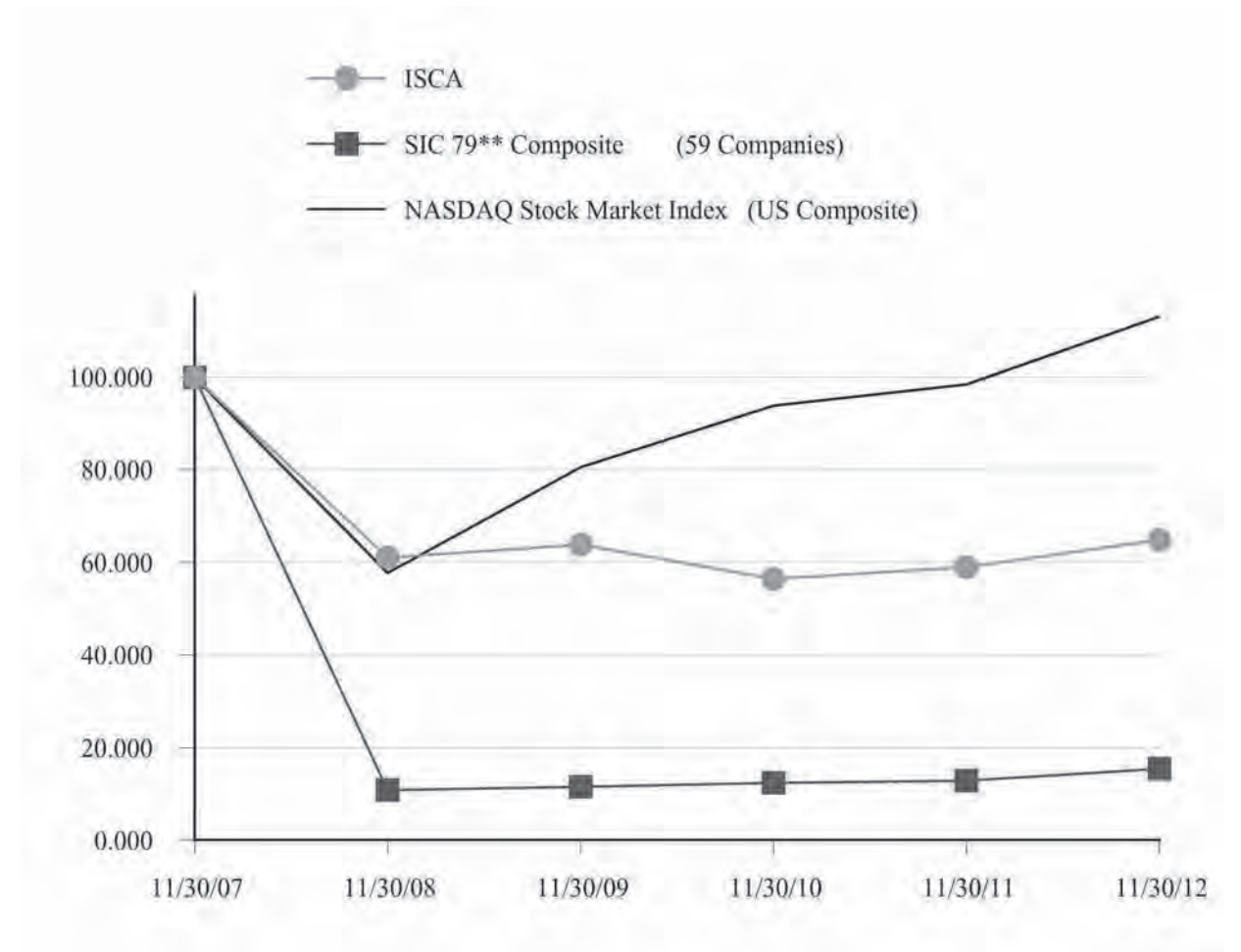
The Compensation Committee members whose names appear on the Compensation Committee Report below were committee members during all of fiscal year 2012. No member of the Compensation Committee is or has been a former or current executive officer of the Company or had any relationships requiring disclosure by the Company under the SEC's rules requiring disclosure of certain relationships and related party transactions. None of the Company's executive officers served as a director or a member of a compensation committee (or other committee serving an equivalent function) of any other entity that has or has had one or more executive officers who served as a director or member of the Compensation Committee during the fiscal year ended November 30, 2012.

**COMPENSATION COMMITTEE REPORT**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management and recommended to the board of directors that the Compensation Discussion and Analysis be included in this information statement and our annual report on Form 10-K.

*Edsel B. Ford, II  
William P. Graves  
Lloyd E. Reuss*

**PERFORMANCE GRAPH**



\* Assumes \$100 investment in the common stock of International Speedway Corporation, Nasdaq Stocks SIC 7900-7999 (US Companies) and Nasdaq Stock Market Indices on November 30, 2007 (US Companies) with dividend reinvestment.

The rules of the SEC require us to provide a line graph covering at least the last five fiscal years and comparing the yearly percentage change in our total shareholder return on a class of our common stock with the cumulative total return of a broad equity index, assuming reinvestment of dividends, and the cumulative total return, assuming reinvestment of dividends, of a published industry or line-of-business index; peer issuers selected in good faith; or issuers with similar market capitalization. The graph above compares the cumulative total five year return of our class A common stock with that of the NASDAQ Stock Market Index (U.S. Companies) and with the 40 NASDAQ issuers (U.S. companies) listed in SIC codes 7900-7999, which encompasses service businesses in the amusement, sports and recreation industry, including indoor operations that are not subject to the impact of weather on operations, and pari-mutual and other wagering operations. We conduct large outdoor sporting and entertainment events that are subject to the impact of weather. The stock price shown has been estimated from the high and low prices for each quarter for which the close is not available. Because of the unique nature of our business and the fact that public information is available concerning only a limited number of companies involved in the same line of business, and no public information is available concerning other companies in our line of business, we do not believe that the information presented above is meaningful.

### VOTING PROCEDURE

With respect to the election of directors, the person receiving a plurality of the votes cast by shares entitled to vote for the position being filled shall be elected. We know of no other items to come before the meeting other than those stated above. On any other item that should come before the meeting, the matter shall be decided by a majority of the votes cast by shares entitled to vote at the meeting.

In advance of the meeting we may appoint one or more inspectors of election or judges of the vote, as the case may be, to act at the meeting or any adjournment thereof. In case any person who may be appointed as an inspector or judge fails to appear or act, the vacancy may be filled at the meeting by the person presiding. In case of dispute the inspectors or judges, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots and consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots and consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all shareholders. On request of the person presiding at the meeting, the inspector or inspectors or judge or judges, if any, shall make a report in writing of any challenge, question or matter determined by him or them, and execute a certificate of any fact found by him or them.

### DISSENTERS' RIGHT OF APPRAISAL

We do not anticipate that any matter will be acted upon at the meeting that would give rise to rights of appraisal or similar rights of dissenters.

### AVAILABLE INFORMATION

We file annual, quarterly and special reports, information statements and other information with the SEC. Our SEC filings are available to the public over the internet at the SEC's web site at [www.sec.gov](http://www.sec.gov). You may also read and copy any document we file with the SEC at its public reference facilities at 100 F Street, NE, Washington, D.C. 20549. You can also obtain copies of the documents at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, NE, Washington D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facilities. You can also obtain information about us at the offices of the Financial Industry Regulatory Authority, 1735 K St., N.W., Washington, D.C. 20006.

By Order of the Board of Directors



Senior Vice President, Secretary and  
General Counsel

March 1, 2013

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