MIDWEST/CANADA

Mission Accomplished

David Willmot steps down as Woodbine CEO after innovative run

BY JENNIFER MORRISON

nnovation. Progress. Leadership.

These are just a few of the words used over the years to describe what David Willmot has brought to the horse racing industry in Ontario since he bulled his way into the business 35 years ago.

Under his aggressive, business-minded guidance, Woodbine racetrack has crawled out of the depths of near-bankruptcy and been transformed into a stable and healthy business that is the envy of many racetracks throughout North America.

And riding the crest of a pleasing 2009 Woodbine meeting that boasted a 7% increase in all-sources wagering—almost unheard of in a trying economy—Willmot will hand over the reins and step down as chief executive officer of Woodbine Entertainment Group in June 2010.

"You have to allow for growth and transition in a business," said Willmot, 60, who will remain as chairman, a position he has held since 2001.

"When I became chief executive officer in 1994, I said that I would stay for three years; it wound up being 15. And 15 years is the outer edge of an appropriate run of a CEO."

Taking over from Willmot will be Nick Eaves, 41, who was named president of WEG in 2006.



David Willmot (above) will remain as chairman while Nick Eaves will become CEO of Woodbine

In This Section

LEADING CANADIAN SIRES BY EARNINGS

LEADING OHIO SIRES By Earnings

LEADING ILLINOIS SIRES BY EARNINGS

LEADING MICHIGAN SIRES BY EARNINGS

LEADING MINNESOTA SIRES BY EARNINGS

LEADING INDIANA SIRES By Earnings

Advertisers' Index

54 FIRESTONE FARMS (www.firestonefarms.ca)

55 SAM-SON FARM (www.samsonfarm.com)

57 OHIO THOROUGHBRED ASSOCIATION (www.otbo.com)

58 MCMASTER FARM (MMcMFarm@aol.com)

59 MIDWEST EQUINE AND VETERINARY HOSPITAL (www.mwevh.com)

60 FOOT FALL FARM (www.footfallfarm.com)

2009 Leading Sires in Canada

State sire lists updated daily online. Go to http://breeding.bloodhorse. com/sirelists.asp

For stallions that stand, will stand, or stood (deceased) in Canada (exported stallions are excluded), and have runners in North America. Listed below are all available statistics for the Northern Hemisphere through December 16, 2009. As supplied to The Blood-Horse by The Jockey Club Information Systems Inc., earnings exclude monies from Japan and Hong Kong. *Foal counts include Southern Hemisphere. Cumulative stakes winners includes all countries. (A ¶ indicates a sire represented by his first crop to race).

L.				Stakes	Rstrct	-				ilative	
Rank	Stallion (Foaling Year, Sire), Farm Standing	2010 Stud Fee Can\$	Rnrs/ Wnrs	Wnrs/ Wns	SW/ BT SW	(Chief Earner, Earnings)	2009 Earnings	Foals	Stks Wnrs	*A-E Index	*Comp Index
1	MILWAUKEE BREW (97, Wild Again), Adena Springs/Gardiner Farms	\$12,500	147/84	5/9	1/5	(Milwaukee Appeal, \$786,808)	\$3,661,833	236	8	1.46	1.56
2	BOLD EXECUTIVE (84, Bold Ruckus), Gardiner Farms	\$15,000	133/73	5/5	3/5	(Sans Sousi, \$162,178)	\$3,576,612	660	42	1.71	1.34
3	ALPHABET SOUP (91, Cozzene), Adena Springs/Gardiner Farms	\$6,000	185/94	2/3	0/2	(Sal the Barber, \$168,900)	\$2,983,076	*619	37	1.38	1.43
4	GILDED TIME (90, Timeless Moment), Bar None Ranches	\$7,500	144/74	2/4	1/2	(Gayego, \$656,600)	\$2,822,541	*1068	46	1.41	1.74
5	CAPE CANAVERAL (96, Mr. Prospector), Highfield Stock Farm	\$5,000	133/83	2/2	1/2	(Made for Magic, \$109,200)	\$2,073,703	299	17	1.25	1.39
6	SLIGO BAY (IRE) (98, Sadler's Wells), Adena Springs/Gardiner Farms	\$6,000	101/53	3/4	0/3	(Chirac, \$298,883)	\$1,998,883	*178	4	1.12	1.84
7	TRAJECTORY (97, Gone West), Gardiner Farms	\$4,500	105/40	2/2	2/2	(Resentless, \$184,476)	\$1,942,957	242	12	1.34	1.35
8	WHERE'S THE RING (99, Seeking the Gold), Gardiner Farms	\$4,500	65/37	2/2	2/2	(Who's Big Daddy, \$151,123)	\$1,912,518	107	4	1.47	1.34
9	WHISKEY WISDOM (93, Wild Again), Thunderbird Horse Centre	\$1,500	64/32	3/6	3/3	(Double Malt, \$239,293)	\$1,623,971	295	16	1.58	1.60
10	BOLD N' FLASHY (89, Bold Ruckus), T.C. Westmeath Stud Farm	\$3,500	66/34	0/0	0/0	(Lucky n' Bold, \$109,080)	\$1,375,522	275	13	1.34	1.27
11	SKIMMING (96, Nureyev), Pacific Stud	N/A	111/51	5/5	1/5	(Dewey's Special, \$130,092)	\$1,348,012	253	11	0.86	1.17
12	PEAKS AND VALLEYS (92, Mt. Livermore), Gardiner Farms	\$4,500	82/36	2/3	2/2	(0istins, \$176,127)	\$1,286,649	488	28	1.31	1.47
13	ONE WAY LOVE (95, Regal Classic), T. C. Westmeath Stud Farm	\$4,500	83/36	1/1	1/1	(King Eddie, \$114,285)	\$1,279,243	252	2	1.00	1.36
14	VYING VICTOR (89, Flying Paster)	Died, 2008	110/53	6/6	2/6	(Disfunction, \$117,749)	\$1,232,568	556	34	0.85	0.82
15	PIKEPASS (96, Forty Niner), Mountainview Farms	\$3,500	98/48	2/2	2/2	(You Don't Pass, \$181,378)	\$1,202,225	233	4	0.75	0.95
16	PERIGEE MOON (98, Hennessy)	N/A	62/36	0/0	0/0	(Lunar Linda, \$136,908)	\$1,177,453	138	3	1.12	1.32
17	KISSIN KRIS (90, Kris S.), Esquirol Farms	\$3,000	62/30	2/2	0/2	(Delightful Kiss, \$180,000)	\$1,029,121	440	15	1.15	1.18
18	MAZEL TRICK (95, Phone Trick), Canmor Farms	Died, 2008	79/37	2/2	2/2	(Voy Por Uno Mas, \$81,455)	\$1,021,753	*330	10	1.15	1.53
19	PAYNES BAY (98, Mr. Prospector), Norse Ridge Farm, Breeding Division	\$2,500	44/22	0/0	0/0	(Sunflower Drive, \$117,334)	\$1,007,300	90	0	1.11	1.26
20	STEPHANOTIS (93, Regal Classic), Canmor Farms	\$3,000	86/52	1/1	1/1	(Restless Lady, \$66,420)	\$998,627	217	7	0.72	0.85

*A-E and COMPARABLE INDEX: The lifetime Average-Earnings Index indicates how much purse money the progeny of one sire has earned, on the average, in relation to the average earnings of all runners in the same years; average earnings of all runners in any year is represented by an index of 1.00. The Comparable Index indicates the average earnings of progeny produced from mares bred to one sire, when these same mares were bred to other sires. Only 32% of all sires have a lifetime AEI higher than their mares Comparable Index.

"I'm still very passionate about the business," said Willmot. "There is a fire in the belly that you need to have every day as a CEO. I still have it; it's just that the embers are not burning as brightly. But I do think I can contribute strategically as chairman of the board—there are still serious issues out there facing racing and Woodbine Live! (a multi-million-dollar development project) is still to come."

A father of two sons, Willmot inherited his love and dedication to the sport of horse racing from his father, Donald "Bud" Willmot, who took his then 17-year-old son to their first yearling sale in September 1967 at Keeneland.

That sale was where the Willmot family purchased Cool Mood, a subsequent Canadian Oaks winner and a foundation mare for their Kinghaven Farms, which rose to become the cream of Thorough-

bred breeding operations through the '80s and '90s.

Upon graduating from Osgoode Hall Law School in Toronto in 1974, the younger Willmot started his own law practice but also became more active in the Thoroughbred industry as a board member of the Canadian Thoroughbred Horse Society and Jockey Club of Canada.

Within 10 years, when the state of racing and breeding in Ontario was in steep decline, the board of trustees of what was then still known as the Ontario Jockey Club, a not-for-profit organization, asked Willmot to become a trustee.

"I assumed they were looking for younger blood on the board, and I was the youngest trustee of a large board of 27 people," he said.

It was not long before Willmot's reputation for hard-nosed business practices

took hold.

"I was looked upon as the angry young man on the board," said Willmot. "I certainly spoke up in terms of the company's financial situation. I was quite vocal that we needed a strategic plan and more aggressiveness in running it as a business.

"Not that they weren't good businessmen, but they were focusing on the organization from the point of view of their horses, not as a business.

"Those days the rate of decline of the industry and running of debt load was becoming very critical. The banks were going to take our loans."

Ironically, the troubles of Woodbine and racing contradicted the rise of Kinghaven Farms, which won back-to-back Canadian Triple Crowns with With Approval (1989) and Izvestia (1990) and produced dozens of champions and stakes horses.



Seattle Slew - Statuette, by Pancho Villa 2010 Fee: \$5,000 Canadian Funds Live Foal • Stand & Nurses • Multiple Mare Discount Nominated to Breeders' Cup & Ontario Sire Stakes

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Sam-Son Farm

2009 Leading Sires in Ohio

State sire lists updated daily online. Go to http://breeding.bloodhorse. com/sirelists.asp

For stallions that stand, will stand, or stood (deceased) in Ohio (exported stallions are excluded), and have runners in North America. Listed below are all available statistics for the Northern Hemisphere through December 16, 2009. As supplied to The Blood-Horse by The Jockey Club Information Systems Inc., earnings exclude monies from Japan and Hong Kong. *Foal counts include Southern Hemisphere. Cumulative stakes winners includes all countries. (A ¶ indicates a sire represented by his first crop to race).

				Stakes	Rstrct				Cum	ulative	
Rank	Stallion (Foaling Year, Sire), Farm Standing	2010 Stud Fee	Rnrs/ Wnrs	Wnrs/ Wns	SW/ BT SW	(Chief Earner, Earnings)	2009 Earnings	Foals	Stks Wnrs	*A-E Index	*Comp Index
1	MERCER MILL (94, Forty Niner), Fair Winds Farm	N/A	49/28	2/3	2/2	(Darth Tater, \$106,970)	\$663,302	188	13	0.69	0.88
2	PARENTS' REWARD (98, Mr. Prospector), Blazing Meadows Farm at Meander Creek	\$2,000	13/6	2/2	2/2	(Raise the Reward, \$60,184)	\$204,740	30	3	1.27	0.61
3	BOLD TRUTH (99, Seattle Slew), Belford Farm	\$2,000	11/6	0/0	0/0	(Baby My Darlin', \$36,320)	\$144,959	*19	1	0.82	1.07
4	ACADEMY AWARD (86, Secretariat), Win Row Farm	\$1,500	25/11	0/0	0/0	(Clays Mill Knight, \$15,979)	\$136,160	*385	9	0.80	1.00
5	PRIDE OF BURKAAN (90, Burkaan)	Pnsd	13/6	0/0	0/0	(Best Air, \$30,410)	\$131,456	52	0	0.50	0.57

*A-E AND COMPARABLE INDEX: The lifetime Average-Earnings Index indicates how much purse money the progeny of one sire has earned, on the average, in relation to the average earnings of all runners in the same years; average earnings of all runners in any year is represented by an index of 1.00. The Comparable Index indicates the average earnings of progeny produced from mares bred to one sire, when these same mares were bred to other sires. Only 32% of all sires have a lifetime AEI higher than their mares Comparable Index.

2009 Leading Sires in Illinois

State sire lists updated daily online. Go to http://breeding.bloodhorse. com/sirelists.asn

For stallions that stand, will stand, or stood (deceased) in Illinois (exported stallions are excluded), and have runners in North America. Listed below are all available statistics for the Northern Hemisphere through December 16, 2009. As supplied to The Blood-Horse by The Jockey Club Information Systems Inc., earnings exclude monies from Japan and Hong Kong. *Foal counts include Southern Hemisphere. Cumulative stakes winners includes all countries. (A ¶ indicates a sire represented by his first crop to race).

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Rank	Stallion (Foaling Year, Sire), Farm Standing	2010 Stud Fee	Rnrs/ Wnrs	Wnrs/ Wns	SW/ BT SW	(Chief Earner, Earnings)	2009 Earnings	Foals	Stks Wnrs		*Comp Index
1	CARTWRIGHT (90, Forty Niner)	Died, 2005	102/53	2/2	1/2	(Tripper's Cart, \$86,531)	\$1,194,675	*437	18	0.90	0.83
2	SHORE BREEZE (98, Danzig), Eagle Valley Farm North	\$3,000	49/24	0/0	0/0	(Takenbythebreeze, \$71,705)	\$735,953	69	1	0.97	0.75
3	UNREAL ZEAL (80, Mr. Prospector)	Died, 2006	54/29	2/2	1/2	(River Bear, \$110,049)	\$645,378	602	30	1.11	1.17
4	FRIENDLY LOVER (88, Cutlass), Three Way Horse Farm	\$2,500	64/28	0/0	0/0	(Hands On, \$107,310)	\$623,652	446	11	1.07	1.08
5	CALLER I. D. (89, Phone Trick)	Died, 2006	49/18	0/0	0/0	(Sprig of Lilac, \$127,226)	\$581,897	*517	21	0.97	1.39

*A-E AND COMPARABLE INDEX: The lifetime Average-Earnings Index indicates how much purse money the progeny of one sire has earned, on the average, in relation to the average earnings of all runners in the same years; average earnings of all runners in any year is represented by an index of 1.00. The Comparable Index indicates the average earnings of progeny produced from mares bred to one sire, when these same mares were bred to other sires. Only 32% of all sires have a lifetime AEI higher than their mares Comparable Index.



David Willmot, left, with his father, Donald

"The two were absolutely linked," said Willmot. "Those were the golden years of Kinghaven, and I had such a passion and love for horse racing that the notion that the OJC could go bankrupt, I could not accept that."

Willmot was so determined to rescue Woodbine, he even made an attempt to buy the company in 1992.

"It's a little-known fact, but a partner and myself, with financial backing, made an offer to buy it," he noted. "I disagreed with the way (then president) Pat Keenan viewed the industry. But the board said 'no' and it caused some friction between me and some of the other board members who were friends of mine."

But in two years the board approached Willmot to take over as CEO.

"I think they had thought about some of the things I had believed in, and they looked at the situation the track was in very seriously," he said.

On the verge of hosting the 1996 Breeders' Cup, the first and only time the event has been held outside the United States, Willmot made one of the boldest moves that ultimately would be one of the keys to the track's resurgence.

In the midst of failed negotiations with unhappy union mutuel clerks, Willmot locked the clerks out of the track. The lockout lasted six months and risked the arrival of the Breeders' Cup.

But the track saved \$4.5 million through a 35% rollback of the clerks' salaries and, according to Willmot, started a path that would lead to gaining back the confidence of banks that held more than \$80 million of the track's loans.

In addition, Willmot and his team lobbied the provincial government for the reduction of pari-mutuel tax and for getting slot machines at the track to help it compete with the expansion of gaming in the province.

Slot machines arrived at Woodbine in 2000 (and a year earlier at the company's Standardbred counterpart Mohawk Raceway) while the struggling Fort Erie Racetrack, located on the U.S. border, was sold.



FLORIDA

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Get Away Farm

Double Honor NG, Imperralism NG Two Step Salsa NG

Hidden Point Farm

Burning Roma NG, Formal Dinner NG

Lambholm South

Leading the Parade NG, Safe in the USANG

Lane Way Farm - Valid Reprized LF Rising Hill Farm - Xchanger LF **Ups & Downs Farm**

Hello Broadway NG

Cutsinger's Stallion Station Aziz LF

INDIANA

Breakway Farm

Cool Conductor LF, Mondavi LF, Time Raker LF, Wild Zone LF

Daily Double Farm

Classy Prospector LF Davis Ranch - Barometric LF

Just Plain Joe LF, Mattress LF On The Mark LF

Gentry Farm - Fighter Joe LF **Indiana Stallion Station**

Alysweep LF, Barely Union Scale LF, Cat Criminal LF, Halo Najib LF, Massive Drama LF, Max's Pal LF, On Board Again LF MB Thoros.- Could Be Me LF

Midwest Equine & Vet Hospital Away To Boston LF

Jackpot LF

Still Creek Farm - Eli Lilliput LF Unbridled America LF, Hap LF Walters Equestrian Training

Philadream LF

KENTUCKY

Adena Springs - Giacomo NG Singing Saint NG, Showing Up NG Wilko NG

Breeders Station-Alluvial LF Crimson Classic LF

Buck Pond Farm-Bull Market NG Crafty Shaw NG, Hero's Tribute NG Niagara Causeway NG Seattle Fitz NG, State City NG

Ten Centuries NG Darby Dan Farm

Magna Graduate NG Nobiz Like Shobiz NG Repriced NG, Sun King NG Run Away And Hide NG

E Dubai NG, Rockport Harbor NG

Hopewell Stallions David Copperfield NG

Elmhurst-Cat Ridge

Najran NG, Skip Away NG

Hurstland Farm Bright Launch NG

Mahogany Hill Farm Valiant Halory LF

Margaux Stallions

Devil His Due NG, Kela NG, The Cliff's Edge NG

Milestone Farm-Mancini NG Mid Life Crisis Thoroughbreds

Achilles of Troy LF Big Unit LF, Blazing Song LF New York Hero LF

Phoenix Farm - Fullbridled LF River Run Farm - Rocking Trick LF Roseglade Farm

Margie's Wildcat LF

Sparks View Farm Heart of the Storm LF

Superstition Farm LLC

Silver Devil LF

Walmac Farm - Boboman LF War Horse Place- Kitalpha NG Wintergreen Stallion Station

Elite Squadron LF

Woods Edge Farm - Latent Heat NG LOUISIANA

Carrier Thoros.-Carlisle Bay LF Max's Missile LF

Fanlew Farms-Chestertown NG Gemma's Star NG, Honor Glide NG Jagerman NG, Not Phone NG Matthews Thoro.-Snuck In NG

MICHIGAN

Davidsons Tracks-N-Time, Comedy Show LF H & D Stables - The Plains NG **Pine River Thoroughbreds**

Haslam LF **NEW YORK**

Foggy Bottom Farm

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Highcliff Farm - Cosmonaut NG Key Contender NG, Stonesider NG Western Expression NG

Questroyal Stud/Dutchess Views Anasheed NG, Andromeda's Hero NG

Patriot Act NG, Roaring Fever NG Saratoga Glen Farm - Twilight

Meteor LF

Waldorf Farm - Bustin Stones NG

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Davidovich Farm - Draft Age LF Noah's Courage LF

Godstone Farm -Activist LF Cetewayo LF, Pure Precision NG Justaplain Farm-Knockadoon NG

TurnoftheCentury NG Lojeski Farm - Tekken LF

Maui Meadow Farm-Gulf Storm NG **Mountain Springs Farm**

Storm Center LF, Turn West LF Never Ending Farms -Mr. Kipp LF

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Woodvale Farm City Sharpster LF, Revival Song LF

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2009 Leading Sires in Michigan

State sire lists updated daily online. Go to http://breeding.bloodhorse. com/sirelists.asp

For stallions that stand, will stand, or stood (deceased) in Michigan (exported stallions are excluded), and have runners in North America. Listed below are all available statistics for the Northern Hemisphere through December 16, 2009. As supplied to The Blood-Horse by The Jockey Club Information Systems Inc., earnings exclude monies from Japan and Hong Kong. *Foal counts include Southern Hemisphere. Cumulative stakes winners includes all countries. (A ¶ indicates a sire represented by his first crop to race).

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1	SYNCLINE (97, Danzig), McMaster Farm	\$2,000	34/21	0/0	0/0	(Palamonium, \$140,150)	\$571,552	79	1	1.07	0.97
2	DEMALOOT DEMASHOOT (90, Bold Ruckus), McMaster Farm	\$2,500	64/29	1/2	0/1	(Valley Loot, \$112,875)	\$551,928	297	9	0.94	1.08
3	THE DEPUTY (IRE) (97, Petardia), Hubel Farms	\$2,000	64/32	0/0	0/0	(Kid Kearny Gabe, \$57,860)	\$527,133	188	4	0.60	0.99
4	MEADOW PRAYER (95, Meadowlake), Arnold Farms	\$2,000	27/18	4/5	4/4	(Meadow Wise, \$60,890)	\$429,409	84	9	1.19	0.76
5	NATIVE FACTOR (87, Foolish Pleasure), Arnold Farms	Died, 2009	36/19	0/0	0/0	(Al's Best Man, \$27,653)	\$292,545	167	6	0.74	0.75

*A-E AND COMPARABLE INDEX: The lifetime Average-Earnings Index indicates how much purse money the progeny of one sire has earned, on the average, in relation to the average earnings of all runners in the same years; average earnings of all runners in any year is represented by an index of 1.00. The Comparable Index indicates the average earnings of progeny produced from mares bred to one sire, when these same mares were bred to other sires. Only 32% of all sires have a lifetime AEI higher than their mares Comparable Index

2009 Leading Sires in Minnesota

State sire lists updated daily online. Go to http://breeding.bloodhorse. com/sirelists.asp

For stallions that stand, will stand, or stood (deceased) in Minnesota (exported stallions are excluded), and have runners in North America. Listed below are all available statistics for the Northern Hemisphere through December 16, 2009. As supplied to The Blood-Horse by The Jockey Club Information Systems Inc., earnings exclude monies from Japan and Hong Kong. "Foal counts include Southern Hemisphere. Cumulative stakes winners includes all countries. At ¶ indicates a sire represented by his first crown to race!

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1	GOLD FEVER (93, Forty Niner), Dove Hill Farm	Died	48/26	2/2	1/2	(Hop Skip and Away, \$126,236)	\$854,097	*424	9	1.23	1.34
2	DEMIDOFF (90, Mr. Prospector), Waverly Stallion Station	\$2,800	56/30	1/1	1/1	(Wayoff, \$44,670)	\$526,807	224	19	1.03	0.85
3	APPEALING SKIER (93, Baldski), Hanson's Thoroughbreds	\$1,750	33/11	0/0	0/0	(Blushing Skier, \$41,513)	\$265,018	235	5	0.95	1.11
4	GHAZI (89, Polish Navy), Boehlke Farm	\$2,000	44/17	1/1	0/1	(Ghazia, \$40,625)	\$254,647	410	19	0.97	1.31
5	SHOT OF GOLD (95, Jolie's Halo), Dove Hill Farm	\$1,200	31/13	0/0	0/0	(Shot of Silver, \$38,827)	\$188,938	67	0	0.50	0.75

*A-E AND COMPARABLE INDEX: The lifetime Average-Earnings Index indicates how much purse money the progeny of one sire has earned, on the average, in relation to the average earnings of all runners in the same years; average earnings of all runners in any year is represented by an index of 1.00. The Comparable Index indicates the average earnings of progeny produced from mares bred to one sire, when these same mares were bred to other sires. Only 32% of all sires have a lifetime AEI higher than their mares Comparable Index.

"It was a classic turnaround situation," said Willmot. "We wanted to cut costs, rationalize assets, and start working toward building the business."

Next on Willmot's list was to modernize the Woodbine facility, not an easy task as the track had "no money" and had to start by selling \$5 million worth of original artwork located in the turf

A new paddock, jockeys' room, and completely refurbished levels in the grandstand, including the new slots floor, ultimately cost \$200 million.

Backstretch barns were also modernized, and the track's gates surrounding the property were taken down and parking and admission fees were eliminated.

"We had to change the focus from supply-side driven to focus it on customer-driven issues to generate money that would take care of the supply side," Willmot stated.

Willmot cannot forget one of his first meetings with some of the track's bigger bettors.

"I called them 'fans' and one of them said to me, 'I'm not a fan. You charge us to get in, you treat us badly, turn us upside down, shake the money out of our pockets, and kick us out.'

"When you're in the business as an owner or breeder you don't even think about what the average punter thinks about wagering, and that's one of the first big things I learned," Willmot said.

Willmot then set sail to bring racing to the fans and had his





Kinghaven Farms' With Approval, the first of two Triple Crown winners

2009 Leading Sires in Indiana

State sire lists updated daily online. Go to http://breeding.bloodhorse. com/sirelists.asp

For stallions that stand, will stand, or stood (deceased) in Indiana (exported stallions are excluded), and have runners in North America. Listed below are all available statistics for the Northern Hemisphere through December 16, 2009. As supplied to The Blood-Horse by The Jockey Club Information Systems Inc., earnings exclude monies from Japan and Hong Kong. *Foal counts include Southern Hemisphere. Cumulative stakes winners includes all countries. (A ¶ indicates a sire represented by his first crop to race).

T.,				Stakes	Rstrct				Cum	ulative	
Rank	Stallion (Foaling Year, Sire), Farm Standing	2010 Stud Fee	Rnrs/ Wnrs	Wnrs/ Wns	SW/ BT SW	(Chief Earner, Earnings)	2009 Earnings	Foals	Stks Wnrs	*A-E Index	*Comp Index
1	CHIEF SEATTLE (97, Seattle Slew), WinRich Thoroughbreds	\$2,500	119/65	3/6	1/3	(Bold Chieftain, \$294,084)	\$2,372,916	*324	10	1.23	1.37
2	CHAMPALI (00, Glitterman), Richwine Farm	\$2,500	62/27	1/2	1/1	(Key Lime Baby, \$154,450)	\$989,259	*108	1	0.84	1.37
3	MAX'S PAL (97, Marquetry), Indiana Stallion Station	\$1,500	56/29	0/0	0/0	(Max Ahead, \$97,486)	\$896,312	120	3	0.96	0.98
4	PATTON (91, Lord At War)	N/A	47/19	1/2	1/1	(Whistle Pig, \$237,592)	\$884,166	389	13	0.97	1.13
5	SPANISH STEPS (01, Unbridled), Foot Fall Farm	\$3,500	56/25	2/2	0/2	(Rock 'n' Roll Gal, \$77,030)	\$801,526	98	2	0.92	1.48
6	INDY KING (99, A.P. Indy), Richwine Farm	\$1,000	50/29	1/1	0/1	(Indycency, \$100,030)	\$732,291	90	2	0.92	0.92
7	BLACK MOONSHINE (87, Mt. Livermore), Ayer Farm	Died	32/17	1/1	1/1	(Brean Can, \$71,120)	\$631,948	80	4	0.97	0.77
8	CROWN AMBASSADOR (94, Storm Cat), Swifty Farms	Died, 2009	46/22	2/2	2/2	(Classic Ramona, \$69,165)	\$627,804	154	12	0.89	0.96
9	CENTURY CITY (IRE) (99, Danzig), Breakway Farm	\$2,500	50/20	0/0	0/0	(Oculuna, \$62,578)	\$618,397	*117	0	0.61	1.45
10	ARROMANCHES (93, Relaunch), Donald Dearth	\$750	17/12	0/0	0/0	(Brother Jamie, \$77,445)	\$559,841	38	0	1.27	0.57

*A-E AND COMPARABLE INDEX: The lifetime Average-Earnings Index indicates how much purse money the progeny of one sire has earned, on the average, in relation to the average earnings of all runners in the same years; average earnings of all runners in any year is represented by an index of 1.00. The Comparable Index indicates the average earnings of progeny produced from mares bred to one sire, when these same mares were bred to other sires. Only 32% of all sires have a lifetime AEI higher than their mares Comparable Index.

team apply to the Canadian Radio-television and Telecommunications Commission for a digital horse racing channel.

"That is one of the things that I am most proud of," said Willmot about the birth of The Racing Network, now the 24-hour HorsePlayer Interactive TV.

"The days of people spending four or five hours at the track during a weekday are gone. We had to bring our product to the fans."

An in-house television department grew from three employees to more than 100 and, after several years of lobbying with the Canadian Pari-Mutuel Agency and through the Criminal Code of Canada, Woodbine offered the first form of legal wagering over the Internet.

In 2001 the Ontario Jockey Club name was replaced by Woodbine Entertainment Group, and Willmot added the role of chairman to his titles.

Continuing his steady run of changes, Willmot brought the synthetic surface Polytrack to Woodbine in 2006, making it the second track in North America to replace its dirt track with an all-weather surface.

"I thought we should look into it," said Willmot. "I don't think we would have moved as quickly without the comfort of a good North American partner (Keeneland) that we could have turned to if there was a problem."

"Our main track was not a good racetrack," said Willmot. "You could never find the right point on the pendulum—it was too hard or too cuppy. I understand that the jury is still out on synthetics. They are not perfect, but there is no question that this Polytrack is much better than the main track that came before it."

Willmot stressed the safety of horse and rider has always been paramount to Woodbine.

"I've had two Horses of the Year go down on the racetrack, and I think we should do whatever we can do for the safety of horse and rider," said Willmot. "You cannot imagine, until you have sat in on focus groups, the impact that a breakdown has on new or potentially new customers."

Certainly the most ambitious plan set out by Woodbine under Willmot is the launching of Woodbine Live!, which is on the verge of breaking ground, perhaps by mid-2010.

Acres of land surrounding the Woodbine property will soon be home to an entertainment district to be built in partnership with The Cordish Co. of Baltimore, Md.

"We have had countless offers for that land, but we never felt that we wanted it developed with buildings that go dark at five o'clock," Willmot noted. "So we said we would wait for the big idea that would benefit horse racing."

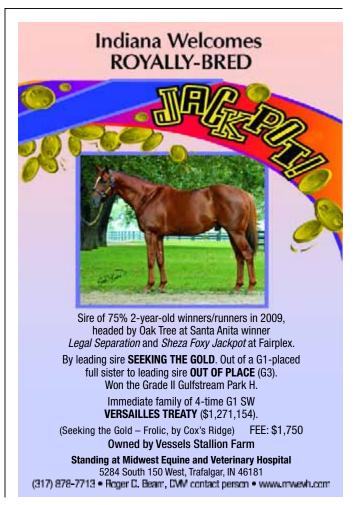
Willmot's first meeting with David Cordish, president of

the company, was the first of many that would span two years until the project was announced in 2006.

Today, zoning and a financial incentive agreement (deferred taxes over the early years of the project) have been completed and site plan approvals are in the works. Only the trying economy throughout the continent has slowed its progress.

So with Woodbine Live! on the horizon, Willmot will step back and let Eaves and company carry on what many will agree has been the most influential run by a racing executive in modern history.

"There are two things I feel most proud of," said Willmot. "One





Kinghaven Farms, with owner Don Willmot (center) and his team, won nine Sovereign Awards as Canada's outstanding breeder

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is the transition of this company to a very business-minded, focused, and motivated company with a young and competent management team overseen by a board that functions well.

"The other thing is while horse racing and breeding continue to face a lot of challenges throughout North America, I'm proud that owners and breeders can look at this jurisdiction and track and know with confidence that the business they are in makes sense.

"Years ago when times in the industry were tough, I would look out the window of the farm at all the horses and think, 'Willmot, are you an idiot?' But today the purses are healthy, you almost have to be unlucky not to make money, and the pride of being in horse racing has come back."

Following a dispersal of Kinghaven stock in 1988, Willmot has kept a number of Thoroughbreds for his racing and breeding operation. He will breed five Thoroughbred mares and four Standardbred mares in 2010 and operate a small racing stable that includes several horses owned in partnerships with friends.

"It's going to be of a size that my wife, Susan, and I can feel comfortable with," he said. "Hopefully, we will have more time to travel and do some other things we want to do, but we'll always own horses."

Willmot is especially excited about his Canadian-bred 2-year-old Stormy Lord, a Queen's Plate hopeful for next summer.

A multiple award winner and member of the Canadian Horse Racing Hall of Fame, Willmot is content Woodbine is ready to continue its move forward without him at the helm.

"My father had a lot of great sayings and one was that the first responsibility of a new CEO is to immediately begin grooming your successor and then know when to get out of the way.

"What I hope is the case is the men that were around when I first got into the game—Charles Taylor, Jean Louis Levesque, George Frostad, Ernie Samuel, my father—they are all gone but they are up there looking down and saying, 'Good job, David.' "