

DOVER MOTORSPORTS INC
Form 10-Q
November 10, 2011

United States
Securities and Exchange Commission

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended September 30, 2011

Commission file number 1-11929

Dover Motorsports, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

51-0357525
(I.R.S. Employer Identification No.)

1131 North DuPont Highway, Dover, Delaware 19901

(Address of principal executive offices)

(302) 883-6500

(Registrant's telephone number, including area code)

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N/A

(Former name, former address and former fiscal year, if changed since last report)

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 (§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 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.

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

As of October 31, 2011, the number of shares of each class of the registrant's common stock outstanding is as follows:

Common Stock -	18,289,977 shares
Class A Common Stock -	18,510,975 shares

Part I Financial Information**Item 1. Financial Statements**

DOVER MOTORSPORTS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE (LOSS) EARNINGS

In Thousands, Except Per Share Amounts

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Revenues:				
Admissions	\$ 752	\$ 7,798	\$ 7,468	\$ 16,363
Event-related	1,321	5,487	5,899	11,588
Broadcasting	841	11,538	15,956	26,872
Other	2	1	104	2
	2,916	24,824	29,427	54,825
Expenses:				
Operating and marketing	4,382	13,428	21,158	33,020
Impairment charge	15,687		15,687	
General and administrative	2,200	2,672	6,497	7,496
Depreciation and amortization	992	1,508	3,745	4,325
	23,261	17,608	47,087	44,841
Gain from insurance settlement		298		298
Operating (loss) earnings	(20,345)	7,514	(17,660)	10,282
Interest expense, net	(381)	38	(1,814)	(1,513)
Other income	13	3	17	3
Provision for contingent obligation	(2,245)		(2,245)	
Loss on extinguishment of debt			(67)	
(Loss) earnings from continuing operations before income taxes	(22,958)	7,555	(21,769)	8,772
Income tax benefit (expense)	8,379	(3,175)	7,593	(4,027)
(Loss) earnings from continuing operations	(14,579)	4,380	(14,176)	4,745
Loss from discontinued operation, net of income tax benefit	(2)	(964)	(70)	(7,613)
Net (loss) earnings	(14,581)	3,416	(14,246)	(2,868)
Unrealized (loss) gain on available-for-sale securities, net of income taxes	(39)	14	(34)	8

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Change in net actuarial loss and prior service cost, net of income taxes		5		23		450		70
Comprehensive (loss) earnings	\$	(14,615)	\$	3,453	\$	(13,830)	\$	(2,790)
Net (loss) earnings per common share - basic:								
Continuing operations	\$	(0.40)	\$	0.12	\$	(0.39)	\$	0.13
Discontinued operation				(0.03)				(0.21)
Net (loss) earnings	\$	(0.40)	\$	0.09	\$	(0.39)	\$	(0.08)
Net (loss) earnings per common share - diluted:								
Continuing operations	\$	(0.40)	\$	0.12	\$	(0.39)	\$	0.13
Discontinued operation				(0.03)				(0.21)
Net (loss) earnings	\$	(0.40)	\$	0.09	\$	(0.39)	\$	(0.08)

The Notes to the Consolidated Financial Statements are an integral part of these consolidated statements.

DOVER MOTORSPORTS, INC.

CONSOLIDATED BALANCE SHEETS

In Thousands, Except Share and Per Share Amounts

(Unaudited)

	September 30, 2011	December 31, 2010
ASSETS		
Current assets:		
Cash	\$ 399	\$ 69
Accounts receivable	782	743
Inventories	283	232
Prepaid expenses and other	5,787	1,713
Prepaid income taxes	600	
Deferred income taxes	105	242
Current assets held for sale		1,875
Current assets of discontinued operation		115
Total current assets	7,956	4,989
Property and equipment, net	97,193	116,330
Other assets	809	527
Deferred income taxes	316	206
Non current assets of discontinued operation		233
Total assets	\$ 106,274	\$ 122,285
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	\$ 497	\$ 142
Accrued liabilities	2,408	2,470
Payable to Dover Downs Gaming & Entertainment, Inc.	4	18
Income taxes payable		123
Deferred revenue	11,066	3,644
Current liabilities of discontinued operation		685
Total current liabilities	13,975	7,082
Revolving line of credit	34,980	38,200
Liability for pension benefits	1,359	2,291
Other liabilities	2,256	121
Non current income taxes payable		1,241
Deferred income taxes	12,762	18,843
Total liabilities	65,332	67,778
Commitments and contingencies (see Notes to the Consolidated Financial Statements)		
Stockholders' equity:		
Preferred stock, \$0.10 par value; 1,000,000 shares authorized; shares issued and outstanding: none		
Common stock, \$0.10 par value; 75,000,000 shares authorized; shares issued and outstanding: 18,289,977 and 18,197,552, respectively	1,829	1,820
Class A common stock, \$0.10 par value; 55,000,000 shares authorized; shares issued and outstanding: 18,510,975 and 18,510,975, respectively	1,851	1,851
Additional paid-in capital	101,797	101,541
Accumulated deficit	(63,413)	(49,167)

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Accumulated other comprehensive loss		(1,122)		(1,538)
Total stockholders' equity		40,942		54,507
Total liabilities and stockholders' equity	\$	106,274	\$	122,285

The Notes to the Consolidated Financial Statements are an integral part of these consolidated statements.

DOVER MOTORSPORTS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

In Thousands

(Unaudited)

	Nine Months Ended September 30,	
	2011	2010
Operating activities:		
Net loss	\$ (14,246)	\$ (2,868)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	3,745	4,690
Amortization of credit facility fees	319	316
Stock-based compensation	317	502
Deferred income taxes	(7,733)	(1,517)
Loss on extinguishment of debt	67	208
Impairment charge	15,687	7,964
Provision for contingent obligation	2,245	
Gain from insurance settlement		(298)
Changes in assets and liabilities:		
Accounts receivable	57	(8,472)
Inventories	(82)	(4)
Prepaid expenses and other	(4,344)	(661)
Prepaid income taxes/income taxes payable	(589)	759
Accounts payable	351	1,678
Accrued liabilities	(546)	1,648
Payable to Dover Downs Gaming & Entertainment, Inc.	(14)	35
Deferred revenue	7,422	(3,844)
Other liabilities	(266)	(522)
Net cash provided by (used in) operating activities	2,390	(386)
Investing activities:		
Capital expenditures	(229)	(469)
Proceeds from the sale of property and equipment	1,875	
Restricted cash		5,333
Insurance proceeds		298
Proceeds from the sale of available-for-sale securities	311	108
Purchase of available-for-sale securities	(314)	(111)
Net cash provided by investing activities	1,643	5,159
Financing activities:		
Borrowings from revolving line of credit	56,340	25,700
Repayments on revolving line of credit	(59,560)	(26,900)
Repayments of bonds payable		(2,986)
Premium and fees on extinguishment of debt		(167)
Repurchase of common stock	(52)	(50)
Credit facility fees	(431)	(245)
Net cash used in financing activities	(3,703)	(4,648)
Net increase in cash	330	125
Cash, beginning of period	69	155
Cash, end of period	\$ 399	\$ 280

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Supplemental information:

Interest paid	\$	1,760	\$	2,086
Income taxes paid	\$	692	\$	691
Change in accounts payable for capital expenditures	\$		\$	(87)

The Notes to the Consolidated Financial Statements are an integral part of these consolidated statements.

DOVER MOTORSPORTS, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

NOTE 1 Basis of Presentation

References in this document to we, us and our mean Dover Motorsports, Inc. and/or its wholly owned subsidiaries, as appropriate.

The accompanying consolidated financial statements have been prepared in compliance with Rule 10-01 of Regulation S-X and U.S. generally accepted accounting principles, and accordingly do not include all of the information and disclosures required for audited financial statements. These consolidated statements should be read in conjunction with the consolidated financial statements and notes thereto included in our latest Annual Report on Form 10-K filed on March 15, 2011. In the opinion of management, these consolidated statements include all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the results of operations, financial position and cash flows for the interim periods presented. Operating results for the three and nine-month periods ended September 30, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011 due to the seasonal nature of our business.

NOTE 2 Business Operations

Dover Motorsports, Inc. is a public holding company that is a leading marketer and promoter of motorsports entertainment in the United States. Through our subsidiaries, we own and operate Dover International Speedway® in Dover, Delaware and Nashville Superspeedway® near Nashville, Tennessee. These facilities are scheduled to promote nine major events during 2011, all of which will be under the auspices of the premier sanctioning body in motorsports - the National Association for Stock Car Auto Racing (NASCAR).

In 2011, we are scheduled to promote the following major events:

- 2 NASCAR Sprint Cup Series events;
- 4 NASCAR Nationwide Series events; and
- 3 NASCAR Camping World Truck Series events.

All except two of the major events listed above were promoted during the first nine months of 2011. A NASCAR Sprint Cup Series event and a NASCAR Nationwide Series event at our Dover International Speedway facility were promoted in October 2011. These events were promoted in September 2010.

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We derive a substantial portion of our revenues from admissions, event-related and broadcasting revenues attributable to our NASCAR-sanctioned events at Dover International Speedway which are held in May and October. Total revenues from these events were approximately 90% of total revenues for 2010.

On August 3, 2011, we announced that our wholly-owned subsidiary Nashville Superspeedway notified NASCAR that it will not seek 2012 sanction agreements for its two Nationwide Series and two Camping World Truck Series events. We continue to conduct the weekly events we have scheduled for the remainder of 2011 and are currently evaluating all of our options for the facility. We incurred a non-cash impairment charge of \$15,687,000 (see NOTE 4 - Impairment Charge for further discussion) and severance costs of approximately \$150,000 in the third quarter of 2011 as a result of this event. Additionally, we recorded a \$2,245,000 provision for contingent obligation reflecting the estimated portion of the Wilson County bonds debt service that will not be covered by the projected sales and incremental property taxes (see NOTE 11 Commitments and Contingencies for further discussion).

In November 2010, we announced the closing of our Gateway facility. The Gateway facility is located on approximately 290 acres of land in Madison, Illinois and the racetrack is primarily on leased property. We had long-term leases for approximately 150 acres with four landlords. We also own approximately 140 acres near the Gateway facility. In February 2011, three of the four landlords agreed to terminate the land leases in exchange for 18.5 acres of owned real estate and our agreement to abandon all improvements and certain personal property (including the racetrack) on the leased land. See NOTE 5 Discontinued Operation for further discussion.

We closed our Memphis Motorsports Park facility in October 2009 and executed an agreement to sell it in December 2010. The real estate sale closed on January 31, 2011. After closing costs and including the proceeds from the separate sale of all personal property at the facility in December 2010, our net proceeds were approximately \$2,000,000.

NOTE 3 Summary of Significant Accounting Policies

Basis of consolidation and presentation The accompanying consolidated financial statements include the accounts of Dover Motorsports, Inc. and our wholly owned subsidiaries. Intercompany transactions and balances have been eliminated.

Investments Investments, which consist of mutual funds, are classified as available-for-sale and reported at fair-value in other assets in our consolidated balance sheets. Changes in fair value are reported in other comprehensive income (loss). See NOTE 8 Stockholders Equity and NOTE 9 Fair Value Measurements for further discussion.

Property and equipment Property and equipment is stated at cost. Depreciation is provided for financial reporting purposes using the straight-line method. Accumulated depreciation was \$41,331,000 and \$43,326,000 as of September 30, 2011 and December 31, 2010, respectively.

Impairment of long-lived assets Long-lived assets are assessed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. An impairment loss is measured as the amount by which the carrying amount of the asset exceeds its fair value. Generally, fair value is determined using valuation techniques such as the comparable sales approach. Historically the impairment assessment for track facilities has also considered the cost approach valuation technique, which gives specific consideration to the value of the land plus contributory value to the improvements.

Income taxes Deferred income taxes are provided on all differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements based upon enacted statutory tax rates in effect at the balance sheet date. We record a valuation allowance to reduce our deferred tax assets when uncertainty regarding their realizability exists. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. We recognize the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

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Interest expense on uncertain income tax positions is being recorded in accordance with the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 740, *Income Taxes*. We recorded interest expense of \$0 and \$4,000, and \$10,000 and \$119,000 during the three and nine-month periods ended September 30, 2011 and 2010, respectively, related to our uncertain income tax positions. During the third quarter of 2011 and 2010, we reversed \$120,000 and \$856,000, respectively, of previously recorded interest expense on uncertain income tax positions which are no longer subject to examination. Accrued interest on our uncertain income tax positions as of September 30, 2011 and December 31, 2010 was \$6,000 and \$122,000, respectively, and is included in other liabilities in the consolidated balance sheets.

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We file income tax returns with the Internal Revenue Service and the states in which we conduct business. We have identified the U.S. federal and state of Delaware as our major tax jurisdictions. As of September 30, 2011, tax years after 2007 remain open to examination for federal income tax purposes. Tax years after 2006 remain open to examination for Delaware income tax purposes.

Revenue recognition We classify our revenues as admissions, event-related, broadcasting and other. Admissions revenue includes ticket sales for all Company events. Event-related revenue includes amounts received from sponsorship fees; luxury suite rentals; hospitality tent rentals and catering; concessions and souvenir sales and vendor commissions for the right to sell concessions and souvenirs at our facilities; sales of programs; track rentals and other event-related revenues. Broadcasting revenue includes rights fees obtained for television and radio broadcasts of events held at our speedways and ancillary media rights fees.

Revenues pertaining to specific events are deferred until the event is held. Concession and souvenir revenues are recorded at the time of sale. Revenues and related expenses from barter transactions in which we receive advertising or other goods or services in exchange for sponsorships of motorsports events are recorded at fair value. Barter transactions accounted for \$95,000 and \$400,000, and \$140,000 and \$540,000 of total revenues for the three and nine-month periods ended September 30, 2011 and 2010, respectively.

Under the terms of our sanction agreements, NASCAR retains 10% of the gross broadcast rights fees allocated to each NASCAR-sanctioned event as a component of its sanction fee. The remaining 90% is recorded as revenue. The event promoter is required to pay 25% of the gross broadcast rights fees to the event as part of the awards to the competitors, which we record as operating expenses.

We are responsible for collecting sales taxes from our customers on certain revenue generating activities and remitting these taxes to the appropriate governmental taxing authority. We include sales taxes in admissions and event-related revenues in our consolidated statements of operations with an equal amount in operating and marketing expenses. Sales taxes included in revenues and expenses for the three and nine-month periods ended September 30, 2011 and 2010 were \$78,000 and \$143,000, and \$27,000 and \$156,000, respectively.

Expense recognition Certain direct expenses pertaining to specific events, including prize and point fund monies and sanction fees paid to various sanctioning bodies, including NASCAR, marketing and other expenses associated with the promotion of our racing events are deferred until the event is held, at which point they are expensed.

The cost of non-event related advertising, promotion and marketing programs is expensed as incurred. Advertising expenses were \$132,000 and \$949,000, and \$742,000 and \$1,690,000 for the three and nine-month periods ended September 30, 2011 and 2010, respectively.

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Net (loss) earnings per common share Basic and diluted net (loss) earnings per common share (EPS) are calculated in accordance with the provisions of ASC Topic 260, *Earnings Per Share*. Nonvested share-based payment awards that include rights to dividends or dividend equivalents, whether paid or unpaid, are considered participating securities, and the two-class method of computing EPS is applied for all periods presented. The following table sets forth the computation of basic and diluted EPS (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Net (loss) earnings per common share basic:				
Net (loss) earnings	\$ (14,581)	\$ 3,416	\$ (14,246)	\$ (2,868)
Allocation to nonvested restricted stock awards		58		
Net (loss) earnings available to common stockholders	\$ (14,581)	\$ 3,358	\$ (14,246)	\$ (2,868)
Weighted-average shares outstanding	36,195	36,099	36,194	36,094
Net (loss) earnings per common share basic:				
Continuing operations	\$ (0.40)	\$ 0.12	\$ (0.39)	\$ 0.13
Discontinued operation		(0.03)		(0.21)
Net (loss) earnings	\$ (0.40)	\$ (0.09)	\$ (0.39)	\$ (0.08)
Net (loss) earnings per common share diluted:				
Net (loss) earnings	\$ (14,581)	\$ 3,416	\$ (14,246)	\$ (2,868)
Allocation to nonvested restricted stock awards		58		
Net (loss) earnings available to common stockholders	\$ (14,581)	\$ 3,358	\$ (14,246)	\$ (2,868)
Weighted-average shares outstanding	36,195	36,099	36,194	36,094
Dilutive stock options				
Weighted-average shares and dilutive shares outstanding	36,195	36,099	36,194	36,094
Net (loss) earnings per common share diluted:				
Continuing operations	\$ (0.40)	\$ 0.12	\$ (0.39)	\$ 0.13
Discontinued operation		(0.03)		(0.21)
Net (loss) earnings	\$ (0.40)	\$ (0.09)	\$ (0.39)	\$ (0.08)

For the nine-month period ended September 30, 2011, options to purchase 2,000 shares of common stock were outstanding but not included in the computation of diluted EPS because they would have been anti-dilutive. There were no options outstanding for the three-month period ended September 30, 2011. For the three and nine-month periods ended September 30, 2010, options to purchase 205,000 and 322,000 shares of common stock, respectively, were outstanding but not included in the computation of diluted EPS because they would have been anti-dilutive.

Accounting for stock-based compensation We recorded total stock-based compensation expense of \$87,000 and \$317,000, and \$163,000 and \$502,000 as general and administrative expenses for the three and nine-month periods ended September 30, 2011 and 2010, respectively. We recorded income tax benefit (expense) of \$36,000 and (\$4,000), and \$67,000 and \$62,000 for the three and nine-month periods ended September 30, 2011 and 2010, respectively, related to our restricted stock awards.

Use of estimates The preparation of the accompanying consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the reported amounts of assets and liabilities, disclosures about contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are based on our best estimates and judgment. We evaluate our estimates and assumptions on an ongoing basis using historical

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experience and other factors, including the current economic environment, which we believe to be reasonable under the circumstances. We adjust such estimates and assumptions when facts and circumstances dictate. Illiquid credit markets, volatile equity markets and declines in consumer spending have

combined to increase the uncertainty inherent in such estimates and assumptions. As future events and their effects cannot be determined with precision, actual results could differ from these estimates. Changes in those estimates resulting from continuing changes in the economic environment will be reflected in the consolidated financial statements in future periods.

Recent accounting pronouncements In June 2011, the FASB issued ASU 2011-5 codified in FASB ASC Topic 220, *Comprehensive Income*, which amended guidance relating to the presentation requirements of comprehensive income within an entity's financial statements. Under ASU 2011-5, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income in a single continuous statement or in two separate but consecutive statements. ASU 2011-5 eliminates the previously available option of presenting the components of other comprehensive income as part of the statement of changes in equity. In addition, an entity is required to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement where the components of net income and the components of other comprehensive income are presented. The provisions of ASU 2011-5 are effective for fiscal years beginning after December 15, 2011 and will be applied retrospectively.

NOTE 4 Impairment Charge

Based upon the economic conditions that existed in the third quarter of 2011 and their impact on our current and projected operations and cash flows, and the potential impact on real estate valuations, combined with our decision to notify NASCAR that we would not seek 2012 sanctions for the two Nationwide Series and two Camping World Truck Series events at our Nashville facility, we concluded that it was necessary for us to review the carrying value of the long-lived assets at Nashville for impairment. In accordance with the provisions of ASC Topic 360,

Property, Plant and Equipment, the recoverability of assets to be held and used was measured by a comparison of the carrying amount of the asset to the estimated undiscounted future cash flows expected to result from the use and eventual disposition of the asset. As a result of the recoverability test, we concluded that the carrying amount of our Nashville facility exceeded the undiscounted cash flows.

Since the carrying amount of the assets exceeded the fair value, an impairment charge was recognized by the amount by which the carrying amount of the assets exceeded the fair value. Fair value of the assets for the Nashville facility was determined based on the value of owned real estate at the facility. The long-lived assets deemed to be impaired consisted of track facilities.

Based on the results of this analysis, we recorded a non-cash impairment charge in the third quarter of 2011 to write-down the carrying value of long-lived assets at our Nashville facility to fair value, as follows:

	Carrying Value of Long-Lived Assets	Fair Value of Long-Lived Assets	Non-Cash Impairment Charges
Nashville facility	\$ 46,016,000	\$ 30,329,000	\$ 15,687,000

NOTE 5 Discontinued Operation

The results of operations for our Gateway facility are being reported as a discontinued operation and accordingly, the accompanying consolidated financial statements have been reclassified to report separately the assets, liabilities and operating results of this discontinued operation.

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Summarized results of operations for our Gateway facility are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Revenues	\$	\$ 3,687,000	\$ 2,000	\$ 6,363,000
Impairment charge				(7,964,000)
Loss from discontinued operation before income taxes	(2,000)	(1,481,000)	(107,000)	(11,708,000)
Income tax benefit of discontinued operation		517,000	37,000	4,095,000
Loss from discontinued operation	(2,000)	(964,000)	(70,000)	(7,613,000)

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The major classes of assets and liabilities of the discontinued operation in the consolidated balance sheet are as follows as of December 31, 2010. There were none as of September 30, 2011:

Accounts receivable	\$	96,000
Prepaid expenses and other		19,000
Current assets of discontinued operation	\$	115,000
Property and equipment, net	\$	233,000
Non current assets of discontinued operation	\$	233,000
Accounts payable	\$	4,000
Accrued liabilities		681,000
Current liabilities of discontinued operation	\$	685,000

NOTE 6 Long-Term Debt

At September 30, 2011, Dover Motorsports, Inc. and its wholly owned subsidiaries Dover International Speedway, Inc. and Nashville Speedway, USA, Inc., as co-borrowers, had a \$65,000,000 secured credit agreement with a bank group. There was \$34,980,000 outstanding under the credit facility at September 30, 2011, at an interest rate of approximately 3%. The maximum borrowing limit under the facility reduces to \$60,000,000 as of March 31, 2012 and \$55,000,000 as of March 31, 2013 and the facility expires April 12, 2014. The credit facility provides for seasonal funding needs, capital improvements, letter of credit requirements and other general corporate purposes. Interest is based upon LIBOR plus a margin that varies between 200 and 325 basis points depending on the leverage ratio (275 basis points at September 30, 2011). The terms of the credit facility contain certain covenants including minimum interest coverage and maximum funded debt to earnings before interest, taxes, depreciation and amortization. Material adverse changes in our results of operations could impact our ability to maintain financial ratios necessary to satisfy these requirements. We expect to be in compliance with the financial covenants, and all other covenants, for all measurement periods during the next twelve months. In addition, the credit agreement includes a material adverse change clause, prohibits the payment of dividends by us and provides the lenders with a first lien on all of our assets. The credit facility also provides that if we default under any other loan agreement, that would be a default under this facility. At September 30, 2011, we were in compliance with the terms of the credit facility. After consideration of stand-by letters of credit outstanding, the remaining maximum borrowings available pursuant to the credit facility were \$9,380,000 at September 30, 2011; however, in order to maintain compliance with the required quarterly debt covenant calculations as of September 30, 2011 \$7,313,000 could have been borrowed as of that date.

In 1996, Midwest Racing, Inc. entered into an agreement (the SWIDA bonds) with Southwestern Illinois Development Authority (SWIDA) to receive the proceeds from the Taxable Sports Facility Revenue Bonds, Series 1996 (Gateway International Motorsports Corporation Project), a Municipal Bond Offering, in the aggregate principal amount of \$21,500,000. SWIDA loaned all of the proceeds from the Municipal Bond Offering to Midwest Racing for the purpose of the redevelopment, construction and expansion of Gateway International Raceway (Gateway). The proceeds of the SWIDA bonds were irrevocably committed to complete construction of Gateway, to fund interest, to create a debt service reserve fund and to pay for the cost of issuance of the bonds. The repayment terms and debt service reserve requirements of the bonds issued in the Municipal Bond Offering corresponded to the terms of the SWIDA bonds. The bonds were being amortized through February 2012.

We had established certain restricted cash funds to meet debt service as required by the SWIDA bonds, which were held by the trustee (BNY Trust Company of Missouri). The SWIDA bonds were secured by a first mortgage lien on all the real property owned and a security interest in all property leased by Gateway. Also, the SWIDA bonds were unconditionally guaranteed by Midwest Racing. The SWIDA bonds bore interest at a rate of 9.2%. Interest expense related to the SWIDA bonds was \$9,000 and \$100,000 for the three and nine-month periods ended September 30, 2010 and is included in loss from discontinued operation in the accompanying consolidated statements of operations.

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On July 21, 2010, we redeemed the \$1,751,000 of remaining outstanding SWIDA bonds for \$1,909,000 (including a \$158,000 premium to the bondholders). The redemption resulted in a loss on extinguishment of debt of \$208,000 (including the premium, professional fees and the write-off of deferred financing costs) in the second quarter of 2010. Subsequent to redeeming the SWIDA bonds, the remaining restricted cash was returned to us by the trustee.

NOTE 7 Pension Plans

We maintain a non-contributory tax qualified defined benefit pension plan. All of our full time employees were eligible to participate in the qualified plan. Benefits provided by our qualified pension plan were based on years of service and employees' remuneration over their employment period. Pension costs are funded in accordance with the provisions of the Internal Revenue Code. We also maintain a non-qualified, non-contributory defined benefit pension plan for certain employees. This excess plan provided benefits that would otherwise be provided under the qualified pension plan but for maximum benefit and compensation limits applicable under federal tax law. The cost associated with the excess plan is determined using the same actuarial methods and assumptions as those used for our qualified pension plan.

On June 15, 2011, we decided to freeze participation and benefit accruals under our pension plans, primarily to reduce some of the volatility in earnings that can accompany the maintenance of a defined benefit plan. The freeze was effective July 31, 2011. Compensation earned by employees up to July 31, 2011 shall be used for purposes of calculating benefits under our pension plan but there will be no future benefit accruals after this date. Participants as of July 31, 2011 will continue to earn vesting credit with respect to their frozen accrued benefits as they continue to work. We accounted for the freeze of our pension plans as of June 30, 2011, which resulted in a curtailment loss of \$45,000 and reduced our liability for pension benefits and increased comprehensive earnings by \$654,000.

The components of net periodic pension cost are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Service cost	\$ 11,000	\$ 78,000	\$ 145,000	\$ 236,000
Interest cost	121,000	115,000	371,000	345,000
Expected return on plan assets	(137,000)	(120,000)	(390,000)	(360,000)
Curtailment loss			45,000	
Recognized net actuarial loss	28,000	31,000	112,000	94,000
Net amortization		7,000	10,000	19,000
	\$ 23,000	\$ 111,000	\$ 293,000	\$ 334,000

We expect to contribute approximately \$700,000 to our pension plans in 2011, of which \$318,000 and \$447,000 was contributed during the three and nine-month periods ended September 30, 2011, respectively. We contributed \$65,000 and \$130,000 to our pension plans during the three and nine-month periods ended September 30, 2010, respectively.

NOTE 8 Stockholders' Equity

Changes in the components of stockholders' equity are as follows (in thousands):

Common Stock	Class A Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss
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Balance at December 31, 2010	\$	1,820	\$	1,851	\$	101,541	\$	(49,167)	\$	(1,538)
Net loss								(14,246)		
Issuance of restricted stock awards, net of forfeitures		12				(12)				
Stock-based compensation						317				
Repurchase and retirement of common stock		(3)				(49)				
Unrealized loss on available-for-sale securities, net of income tax benefit of \$23										(34)
Change in net actuarial loss and prior service cost, net of income tax expense of \$327										450
Balance at September 30, 2011	\$	1,829	\$	1,851	\$	101,797	\$	(63,413)	\$	(1,122)

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As of September 30, 2011 and December 31, 2010, accumulated other comprehensive loss, net of income taxes, consists of the following:

	September 30, 2011	December 31, 2010
Net actuarial loss and prior service cost not yet recognized in net periodic benefit cost, net of income tax benefit of \$739,000 and \$1,066,000, respectively	\$ (1,102,000)	\$ (1,552,000)
Accumulated unrealized (loss) gain on available-for-sale securities, net of income tax (benefit) expense of (\$13,000) and \$10,000, respectively	(20,000)	14,000
Accumulated other comprehensive loss	\$ (1,122,000)	\$ (1,538,000)

On July 29, 2009, our Board of Directors voted to suspend the declaration of regular quarterly cash dividends on all classes of our common stock. Dividends are prohibited by our credit facility.

On July 28, 2004, our Board of Directors authorized the repurchase of up to 2,000,000 shares of our outstanding common stock. The purchases may be made in the open market or in privately negotiated transactions as conditions warrant. The repurchase authorization has no expiration date, does not obligate us to acquire any specific number of shares and may be suspended at any time. No purchases of our equity securities were made pursuant to this authorization during the nine months ended September 30, 2011 or 2010. At September 30, 2011, we had remaining repurchase authority of 1,634,607 shares. At present we are not permitted to make such purchases under our credit facility.

During the nine-month periods ended September 30, 2011 and 2010, we purchased and retired 29,575 and 23,814 shares of our outstanding common stock at an average purchase price of \$1.76 and \$2.10 per share, respectively. No purchases were made during the three months ended September 30, 2011 or 2010. These purchases were made from employees in connection with the vesting of restricted stock awards under our 2004 Stock Incentive Plan and were not pursuant to the aforementioned repurchase authorization. Since the vesting of a restricted stock award is a taxable event to our employees for which income tax withholding is required, the plan allows employees to surrender to us some of the shares that would otherwise have vested in satisfaction of their tax liability. The surrender of these shares is treated by us as a purchase of the shares.

NOTE 9 Fair Value Measurements

Our financial instruments are classified and disclosed in one of the following three categories:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

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The following table summarizes the valuation of our financial instrument pricing levels as of September 30, 2011 and December 31, 2010:

	Total	Level 1	Level 2	Level 3
September 30, 2011				
Available-for-sale securities	\$ 494,000	\$ 494,000	\$	\$
December 31, 2010				
Available-for-sale securities	\$ 527,000	\$ 527,000	\$	\$

Our investments in available-for-sale securities consist of mutual funds. These investments are included in other non-current assets on our consolidated balance sheets.

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The carrying amounts of other financial instruments reported in the balance sheet for current assets and current liabilities approximate their fair values because of the short maturity of these instruments.

At September 30, 2011 and December 31, 2010, there was \$34,980,000 and \$38,200,000 outstanding under our revolving credit agreement. The borrowings under our revolving credit agreement bear interest at the variable rate described in NOTE 6 Long-Term Debt and therefore we believe approximate fair value.

The following table summarizes the valuation of our pricing levels for non-financial assets that are measured at fair value on a non-recurring basis as of September 30, 2011:

	Total	Level 1	Level 2	Level 3	Losses for the nine months ended September 30, 2011
Long-lived assets held and used	\$ 30,329,000	\$	\$	\$ 30,329,000	\$ 15,687,000

Fair value of the long-lived assets held and used was determined using a valuation methodology which gave specific consideration to the value of the owned real estate.

The following table summarizes the valuation of our pricing levels for non-financial assets that are measured at fair value on a non-recurring basis as of December 31, 2010:

	Total	Level 1	Level 2	Level 3	Losses for the nine months ended September 30, 2010
Current assets held for sale	\$ 1,875,000	\$ 1,875,000	\$	\$	\$
Long-lived assets held and used	\$ 1,500,000	\$	\$	\$ 1,500,000	\$ 7,964,000

Fair value of the current assets held for sale was determined based on the sale price agreed to by the buyer and seller. Fair value of the long-lived assets held and used was determined using a valuation methodology which gave specific consideration to the value of the owned real estate.

NOTE 10 Related Party Transactions

During the three and nine-month periods ended September 30, 2011 and 2010, Dover Downs Gaming & Entertainment, Inc. (Gaming), a company related through common ownership, allocated costs of \$476,000 and \$1,473,000, and \$494,000 and \$1,470,000, respectively, to us for certain administrative and operating services, including leased space. We allocated certain administrative and operating service costs of \$66,000 and \$267,000, and \$44,000 and \$169,000, respectively, to Gaming for the three and nine-month periods ended September 30, 2011 and 2010. The allocations were based on an analysis of each company's share of the costs. In connection with our 2011 and 2010 NASCAR event weekends at Dover International Speedway, Gaming provided certain services, primarily catering, for which we were invoiced \$0 and \$416,000, and \$458,000 and \$928,000 during the three and nine-month periods ended September 30, 2011 and 2010, respectively. Additionally, we

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invoiced Gaming \$0 and \$246,000, and \$126,000 and \$353,000 during the three and nine-month periods ended September 30, 2011 and 2010, respectively, for a skybox suite, tickets and other services to the events. There were no billings by either company for the fall NASCAR event weekend in the third quarter of 2011 because the NASCAR Sprint Cup Series event and the NASCAR Nationwide Series event usually held in the third quarter were held in the fourth quarter of 2011. As of September 30, 2011 and December 31, 2010, our consolidated balance sheets included a \$4,000 and \$18,000 payable to Gaming, respectively, for the aforementioned items. We settled these items in October 2011 and January 2011, respectively. The net costs incurred by each company for these services are not necessarily indicative of the costs that would have been incurred if the companies had been unrelated entities and/or had otherwise independently managed these functions; however, management believes that these costs are reasonable.

Prior to the spin-off of Gaming from our company in 2002, both companies shared certain real property in Dover, Delaware. At the time of the spin-off, some of this real property was transferred to Gaming to ensure that the real property holdings of each company was aligned with its past uses and future business needs. During its harness racing season, Gaming has historically used the 5/8-mile harness racing track that is located on our property and is on the inside of our one-mile motorsports superspeedway. In order to continue this historic use, we granted a perpetual easement to the harness track to Gaming at the time of the spin-off. This perpetual easement allows Gaming to have exclusive use of the harness track during the period beginning November 1 of each year and ending

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April 30 of the following year, together with set up and tear down rights for the two weeks before and after such period. The easement requires that Gaming maintain the harness track but does not require the payment of any rent.

Various easements and agreements relative to access, utilities and parking have also been entered into between us and Gaming relative to our respective Dover, Delaware facilities. We pay rent to Gaming for the lease of our principal executive office space. Gaming also allows us to use its indoor grandstands in connection with our two annual motorsports weekends. This occasional grandstand use is not material to us and Gaming does not assess rent for it; Gaming may also discontinue our use at its discretion.

Henry B. Tippie, Chairman of our Board of Directors, controls in excess of fifty percent of our voting power. Mr. Tippie's voting control emanates from his direct and indirect holdings of common stock and Class A common stock and from his status as trustee of the RMT Trust, our largest stockholder. This means that Mr. Tippie has the ability to determine the outcome of the election of directors and to determine the outcome of many significant corporate transactions, many of which only require the approval of a majority of our voting power.

Patrick J. Bagley, Kenneth K. Chalmers, Denis McGlynn, Jeffrey W. Rollins, John W. Rollins, Jr., R. Randall Rollins, Richard K. Struthers and Henry B. Tippie are all Directors of Dover Motorsports, Inc. and Gaming. Denis McGlynn is the President and Chief Executive Officer of both companies, Klaus M. Belohoubek is the Senior Vice President General Counsel and Secretary of both companies and Timothy R. Horne is the Senior Vice President Finance and Chief Financial Officer of both companies. Mr. Tippie controls in excess of fifty percent of the voting power of Gaming.

NOTE 11 Commitments and Contingencies

In September 1999, the Sports Authority of the County of Wilson (Tennessee) issued \$25,900,000 in Variable Rate Tax Exempt Infrastructure Revenue Bonds, Series 1999, to acquire, construct and develop certain public infrastructure improvements which benefit the operation of Nashville Superspeedway, of which \$20,300,000 was outstanding at September 30, 2011. Annual principal payments range from \$700,000 in September 2012 to \$1,600,000 in 2029 and are payable solely from sales taxes and incremental property taxes generated from the facility. These bonds are direct obligations of the Sports Authority and therefore have historically not been recorded on our consolidated balance sheet. If the sales taxes and incremental property taxes are insufficient for the payment of principal and interest on the bonds, we would become responsible for the difference. In the event we were unable to make the payments, they would be made pursuant to a \$20,640,000 irrevocable direct-pay letter of credit issued by our bank group. We are exposed to fluctuations in interest rates for these bonds. A significant increase in interest rates could result in us being responsible for debt service payments not covered by the sales and incremental property taxes generated from the facility.

As of September 30, 2011 and December 31, 2010, \$1,541,000 and \$1,200,000, respectively, was available in the sales and incremental property tax fund maintained by the Sports Authority to pay the remaining principal and interest due under the bonds. During the first nine months of 2011, we paid \$1,075,000 into the sales and incremental property tax fund and \$734,000 was deducted from the fund for principal and interest payments. If we fail to maintain the letter of credit that secures the bonds or we allow an uncured event of default to exist under our reimbursement agreement relative to the letter of credit, the bonds would be immediately redeemable.

On August 3, 2011, we announced that our wholly-owned subsidiary Nashville Superspeedway had notified NASCAR that it will not seek 2012 sanction agreements for its two Nationwide Series and two Camping World Truck Series events. Since the facility will no longer generate sales taxes from these events, we have estimated that a portion of the debt service will not be covered by applicable taxes. As a result, we recorded a \$2,245,000 provision for contingent obligation reflecting the estimated portion of the Wilson County bonds debt service that will not be covered

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by applicable taxes. An increase in interest rates would result in an increase in the portion of debt service not covered by applicable taxes and therefore an increase in our liability.

We are also a party to ordinary routine litigation incidental to our business. Management does not believe that the resolution of any of these matters is likely to have a material adverse effect on our results of operations, financial position or cash flows.

Item 2. **Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion is based upon and should be read together with the consolidated financial statements and notes thereto included elsewhere in this document.

We classify our revenues as admissions, event-related, broadcasting and other. Admissions includes ticket sales for all our events. Event-related revenue includes amounts received from sponsorship fees; luxury suite rentals; hospitality tent rentals and catering; concessions and souvenir sales and vendor commissions for the right to sell concessions and souvenirs at our facilities; sales of programs; track rentals and other event-related revenues. Broadcasting revenue includes rights fees obtained for television and radio broadcasts of events held at our speedways and ancillary media rights fees.

Revenues pertaining to specific events are deferred until the event is held. Concession revenue from concession stand sales and sales of souvenirs are recorded at the time of sale. Revenues and related expenses from barter transactions in which we receive advertising or other goods or services in exchange for sponsorships of motorsports events are recorded at fair value. Barter transactions accounted for \$95,000 and \$400,000, and \$140,000 and \$540,000 of total revenues for the three and nine-month periods ended September 30, 2011 and 2010, respectively.

Expenses that are not directly related to a specific event are recorded as incurred. Expenses that specifically relate to an event are deferred until the event is held, at which time they are expensed. These expenses include prize and point fund monies and sanction fees paid to various sanctioning bodies, including NASCAR, labor, marketing, cost of goods sold for merchandise and souvenirs, and other expenses associated with the promotion of our racing events.

Results of Operations

Three Months Ended September 30, 2011 vs. Three Months Ended September 30, 2010

We promoted two major events during the third quarter of 2011 compared to three major events during the third quarter of 2010. We promoted a NASCAR Sprint Cup Series event and a NASCAR Nationwide Series event at our Dover International Speedway facility in the third quarter of 2010; however, these events were held in the fourth quarter of 2011. The majority of our revenues are derived from our two NASCAR Sprint Cup Series events.

Admissions revenue was \$752,000 in the third quarter of 2011 as compared to \$7,798,000 in the third quarter of 2010. The \$7,046,000 decrease was primarily related to changes in our major motorsports event schedule. Partially offsetting this decrease was the promotion of a NASCAR Nationwide Series event at our Nashville Superspeedway facility in the third quarter of 2011 which was held in the second quarter of 2010.

Event-related revenue was \$1,321,000 in the third quarter of 2011 as compared to \$5,487,000 in the third quarter of 2010. The \$4,166,000 decrease was primarily related to the changes in our major motorsports event schedule.

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Broadcasting revenue decreased to \$841,000 in the third quarter of 2011 from \$11,538,000 in the third quarter of 2010. The decrease was due to the changes in our major motorsports event schedule.

Operating and marketing expenses were \$4,382,000 in the third quarter of 2011 as compared to \$13,428,000 in the third quarter of 2010. The decrease was primarily due to the changes in our major motorsports event schedule.

We concluded in the third quarter of 2011 that it was necessary for us to review the carrying value of the long-lived assets of our Nashville facility for impairment. Based on the results of this analysis, we recorded a \$15,687,000 non-cash impairment charge in the third quarter of 2011 to write-down the carrying value of long-lived assets at our Nashville facility to fair value.

General and administrative expenses decreased to \$2,200,000 in the third quarter of 2011 as compared to \$2,672,000 in the third quarter of 2010. The decrease was primarily related to lower wages and benefit costs at our

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Dover facility, the expensing of costs relating to our terminated merger agreement with Dover Downs Gaming & Entertainment, Inc. (a company related through common ownership) during the third quarter of 2010 and to a lesser extent the sale of our Memphis facility which was completed in January 2011.

Depreciation and amortization expense decreased to \$992,000 in the third quarter of 2011 as compared to \$1,508,000 in the third quarter of 2010. The decrease was primarily related to the impairment of all depreciable assets of our Nashville facility in the third quarter of 2011.

Net interest expense was \$381,000 in the third quarter of 2011 as compared to a negative \$38,000 in the third quarter of 2010. We reversed \$120,000 and \$856,000 in third quarter of 2011 and 2010, respectively, of previously recorded interest expense on uncertain income tax positions which are no longer subject to examination. Excluding the interest expense and reversals we recorded related to uncertain income tax positions, our net interest expense was \$501,000 in the third quarter of 2011 as compared to \$808,000 in the third quarter of 2010. The decrease was due primarily to a lower average interest rate on our new credit facility entered into on April 12, 2011 as well as lower average borrowings.

On August 3, 2011, we announced that our wholly-owned subsidiary Nashville Superspeedway had notified NASCAR that it will not seek 2012 sanction agreements for its two Nationwide Series and two Camping World Truck Series events. Since the facility will no longer generate sales taxes from these events, we have estimated that a portion of the debt service will not be covered by applicable taxes. As a result, we recorded a \$2,245,000 provision for contingent obligation reflecting the estimated portion of the Wilson County bonds debt service that will not be covered by applicable taxes.

Our effective income tax rates for the third quarters of 2011 and 2010 were 36.5% and 42.0%, respectively. We expect our effective income tax rate to approximate 31.5% for the year ending December 31, 2011. The change in our effective income tax rate from the prior year rate was primarily due to the changes in the mix of taxable income and losses within our subsidiaries. One subsidiary had state taxable income which resulted in state income tax expense; however, other subsidiaries with state tax losses have no state income tax benefits based upon the valuation allowances that we have recorded in connection with state net operating loss carryforwards.

Nine Months Ended September 30, 2011 vs. Nine Months Ended September 30, 2010

We promoted seven major events during the first nine months of 2011 compared to nine major events during the first nine months of 2010. We promoted a NASCAR Sprint Cup Series event and a NASCAR Nationwide Series event at our Dover International Speedway facility in the third quarter of 2010 that were held in the fourth quarter of 2011.

Admissions revenue was \$7,468,000 in the first nine months of 2011 as compared to \$16,363,000 in the first nine months of 2010. The \$8,895,000 decrease was primarily related to a change in our major motorsports event schedule and to a lesser extent lower admissions revenue at our May NASCAR event weekend at Dover International Speedway. We believe the decrease in attendance at our May Dover weekend was attributable primarily to the general downturn in economic conditions, including those affecting disposable consumer income and corporate budgets such as employment and business conditions. We believe that adverse economic trends, particularly credit availability, the decline in consumer confidence, continued high unemployment and high gas prices have increasingly contributed to the decrease in attendance.

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Event-related revenue was \$5,899,000 in the first nine months of 2011 as compared to \$11,588,000 in the first nine months of 2010. The \$5,689,000 decrease was primarily related to the change in our major motorsports event schedule at our Dover International Speedway facility and to a lesser extent lower luxury suite rentals, hospitality tent rentals, catering revenues, expo space revenues and concessions and souvenir sales at our May NASCAR event weekend at Dover International Speedway as a result of the lower attendance and the aforementioned economic conditions.

Broadcasting revenue decreased to \$15,956,000 in the first nine months of 2011 from \$26,872,000 in the first nine months of 2010. The decrease was due to the change in our major motorsports event schedule at our Dover International Speedway facility. Partially offsetting this decrease was a contracted increase in broadcasting revenue for the individual major motorsports events we promoted during the first nine months of 2011.

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Operating and marketing expenses were \$21,158,000 in the first nine months of 2011 as compared to \$33,020,000 in the first nine months of 2010. The decrease was primarily due to the change in our major motorsports event schedule at our Dover International Speedway facility and to a lesser extent cost cutting measures and lower attendance that reduced operating expenses at our May NASCAR event weekend at Dover International Speedway.

We concluded in the third quarter of 2011 that it was necessary for us to review the carrying value of the long-lived assets of our Nashville facility for impairment. Based on the results of this analysis, we recorded a \$15,687,000 non-cash impairment charge in the third quarter of 2011 to write-down the carrying value of long-lived assets at our Nashville facility to fair value.

General and administrative expenses were \$6,497,000 in the first nine months of 2011 and \$7,496,000 in the first nine months of 2010. The decrease was primarily related to lower wages and benefit costs at our Dover facility, lower expenses at our Nashville facility, the expensing of costs relating to our terminated merger agreement with Dover Downs Gaming & Entertainment, Inc. during the third quarter of 2010 and to a lesser extent the sale of our Memphis facility which was completed in January 2011.

Depreciation and amortization expense decreased to \$3,745,000 in the first nine months of 2011 as compared to \$4,325,000 in the first nine months of 2010. The decrease was primarily related to the impairment of all depreciable assets of our Nashville facility in the third quarter of 2011.

Net interest expense was \$1,814,000 in the first nine months of 2011 as compared to \$1,513,000 in the first nine months of 2010. We reversed \$120,000 and \$856,000 in 2011 and 2010, respectively, of previously recorded interest expense on uncertain income tax positions which are no longer subject to examination. Excluding the interest expense and reversals we recorded related to uncertain income tax positions, our net interest expense was \$1,930,000 in the first nine months of 2011 as compared to \$2,250,000 in the first nine months of 2010. The decrease was due primarily to lower average borrowings as well as a lower average interest rate on our new credit facility entered into on April 12, 2011, partially offset by the higher amortization of credit facility amendment fees.

We recorded a \$2,245,000 provision for contingent obligation reflecting the estimated portion of the Wilson County bonds debt service that will not be covered by applicable taxes.

Our effective income tax rates for the first nine months of 2011 and 2010 were 34.9% and 45.9%, respectively. We expect our effective income tax rate to approximate 31.5% for the year ending December 31, 2011. The change in our effective income tax rate from the prior year rate was primarily due to the changes in the mix of taxable income and losses within our subsidiaries. One subsidiary had state taxable income which resulted in state income tax expense; however, other subsidiaries with state tax losses have no state income tax benefits based upon the valuation allowances that we have recorded in connection with state net operating loss carryforwards.

Liquidity and Capital Resources

Our operations are seasonal in nature with a majority of our motorsports events occurring during the second and fourth quarters this year. However, our cash flows from operating activities are more evenly spread throughout the year, primarily due to the impact of advance ticket sales and other event-related cash receipts, such as sponsorship and luxury suite rentals.

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Net cash provided by operating activities was \$2,390,000 for the nine months ended September 30, 2011 as compared to net cash used in operating activities of \$386,000 for the nine months ended September 30, 2010. The increase was primarily due to reduced operating losses at our Midwest facilities.

Net cash provided by investing activities was \$1,643,000 for the nine months ended September 30, 2011 as compared to \$5,159,000 for the nine months ended September 30, 2010. Capital expenditures were \$229,000 for the nine months ended September 30, 2011 compared with \$469,000 for the nine months ended September 30, 2010. The 2011 additions related primarily to replacement of SAFER barriers at our Nashville facility and improvements to our luxury skybox suites at our Dover facility. The 2010 additions related primarily to payments for concessions equipment and facility improvements. We completed the sale of our Memphis facility in January 2011 which resulted in additional net proceeds of \$1,875,000. The decrease in our restricted cash accounts was \$5,333,000 for

the nine months ended September 30, 2010. On July 21, 2010, we redeemed all of the outstanding SWIDA bonds and the remaining restricted cash was subsequently returned to us by the trustee.

Net cash used in financing activities was \$3,703,000 for the nine months ended September 30, 2011 as compared to \$4,648,000 for the nine months ended September 30, 2010. We had net repayments on our outstanding line of credit of \$3,220,000 in the first nine months of 2011 as compared to \$1,200,000 in the first nine months of 2010. Repayments of our outstanding SWIDA bonds were \$2,986,000 for the first nine months of 2010. We incurred \$167,000 of premiums and fees associated with the aforementioned SWIDA bond redemption during the third quarter of 2010. On April 12, 2011, we entered into a new credit agreement and paid \$431,000 in closing costs and other bank fees.

At September 30, 2011, Dover Motorsports, Inc. and its wholly owned subsidiaries Dover International Speedway, Inc. and Nashville Speedway, USA, Inc., as co-borrowers, had a \$65,000,000 secured credit agreement with a bank group. There was \$34,980,000 outstanding under the credit facility at September 30, 2011, at an interest rate of approximately 3%. The maximum borrowing limit under the facility reduces to \$60,000,000 as of March 31, 2012 and \$55,000,000 as of March 31, 2013 and the facility expires April 12, 2014. The credit facility provides for seasonal funding needs, capital improvements, letter of credit requirements and other general corporate purposes. Interest is based upon LIBOR plus a margin that varies between 200 and 325 basis points depending on the leverage ratio (275 basis points at September 30, 2011). The terms of the credit facility contain certain covenants including minimum interest coverage and maximum funded debt to earnings before interest, taxes, depreciation and amortization. Material adverse changes in our results of operations could impact our ability to maintain financial ratios necessary to satisfy these requirements. We expect to be in compliance with the financial covenants, and all other covenants, for all measurement periods during the next twelve months. In addition, the credit agreement includes a material adverse change clause, prohibits the payment of dividends by us and provides the lenders with a first lien on all of our assets. The credit facility also provides that if we default under any other loan agreement, that would be a default under this facility. At September 30, 2011, we were in compliance with the terms of the credit facility. After consideration of stand-by letters of credit outstanding, the remaining maximum borrowings available pursuant to the credit facility were \$9,380,000 at September 30, 2011; however, in order to maintain compliance with the required quarterly debt covenant calculations as of September 30, 2011 \$7,313,000 could have been borrowed as of that date.

On August 3, 2011, we announced that our wholly-owned subsidiary Nashville Superspeedway had notified NASCAR that it will not seek 2012 sanction agreements for its two Nationwide Series and two Camping World Truck Series events. We continue to conduct the weekly events we have scheduled for the remainder of 2011 and are currently evaluating all of our options for the facility. We incurred a non-cash impairment charge of \$15,687,000 and severance costs of approximately \$150,000 in the third quarter of 2011 as a result of this event (see NOTE 4 Impairment Charge of the consolidated financial statements included elsewhere in this document for further discussion). Additionally, since the facility will no longer generate sales taxes from these events we have estimated that a portion of the debt service will not be covered by applicable taxes. As a result, we recorded a \$2,245,000 provision for contingent obligation reflecting the estimated portion of the Wilson County bonds debt service that will not be covered by applicable taxes. (see NOTE 11 Commitments and Contingencies of the consolidated financial statements included elsewhere in this document for further discussion). An increase in interest rates would result in an increase in the portion of debt service not covered by applicable taxes and therefore an increase in our liability.

In November 2010, we announced the closing of our Gateway facility. The Gateway facility is located on approximately 290 acres of land in Madison, Illinois and the racetrack is primarily on leased property. We had long-term leases for approximately 150 acres with four landlords. We also own approximately 140 acres near the Gateway facility. In February 2011, three of the four landlords agreed to terminate the land leases in exchange for 18.5 acres of owned real estate and our agreement to abandon all improvements and certain personal property (including the racetrack) on the leased land.

We closed our Memphis Motorsports Park facility in October 2009 and executed an agreement to sell it in December 2010. The real estate sale closed on January 31, 2011. After closing costs and including the proceeds from the separate sale of all personal property at the facility in December 2010, our net proceeds were approximately \$2,000,000, all of which was used to pay down indebtedness of the Memphis facility.

Cash provided by operating activities is expected to substantially fund our capital expenditures. Based on current business conditions, we expect to spend approximately \$25,000 \$50,000 on capital expenditures for the remainder of 2011. Additionally, we expect to contribute approximately \$700,000 to our pension plans for 2011, of which \$447,000 was contributed in the first nine months of 2011. We expect continued cash flows from operating activities and funds available from our credit agreement to provide for our working capital needs and capital spending requirements at least through the next twelve months and also provide for our long-term liquidity.

Contractual Obligations

At September 30, 2011, we had the following contractual obligations and other commercial commitments:

	Total	2011	Payments Due by Period			Thereafter
			2012	2013	2014 2015	
Revolving line of credit	\$ 34,980,000	\$	\$	\$	\$ 34,980,000	\$
Estimated interest payments on revolving line of credit(a)	2,637,000	261,000	2,085,000		291,000	
Contingent obligation(b)	2,245,000					2,245,000
Operating leases	124,000	24,000	72,000		27,000	1,000
Pension contributions(c)	253,000	253,000				
Total contractual cash obligations	\$ 40,239,000	\$ 538,000	\$ 2,157,000	\$	\$ 35,298,000	\$ 2,246,000

(a) The future interest payments on our revolving credit agreement were estimated using the current outstanding principal as of September 30, 2011 and interest rates under our credit agreement entered into on April 12, 2011.

(b) In September 1999, the Sports Authority of the County of Wilson (Tennessee) issued \$25,900,000 in Variable Rate Tax Exempt Infrastructure Revenue Bonds, Series 1999, to acquire, construct and develop certain public infrastructure improvements which benefit the operation of Nashville Superspeedway, of which \$20,300,000 was outstanding at September 30, 2011. Annual principal payments range from \$700,000 in September 2012 to \$1,600,000 in 2029 and are payable solely from sales taxes and incremental property taxes generated from the facility. These bonds are direct obligations of the Sports Authority and therefore have historically not been recorded on our consolidated balance sheet. If the sales taxes and incremental property taxes are insufficient for the payment of principal and interest on the bonds, we would become responsible for the difference. We are exposed to fluctuations in interest rates for these bonds. A significant increase in interest rates could result in us being responsible for debt service payments not covered by the sales and incremental property taxes generated from the facility. In the event we were unable to make the payments, they would be made pursuant to a \$20,640,000 irrevocable direct-pay letter of credit issued by our bank group.

As of September 30, 2011 and December 31, 2010, \$1,541,000 and \$1,200,000, respectively, was available in the sales and incremental property tax fund maintained by the Sports Authority to pay the remaining principal and interest due under the bonds. During the first nine months of 2011, we paid \$1,075,000 into the sales and incremental property tax fund and \$734,000 was deducted from the fund for principal and interest payments. If we fail to maintain the letter of credit that secures the bonds or we allow an uncured event of default to exist under our reimbursement agreement relative to the letter of credit, the bonds would be immediately redeemable.

On August 3, 2011, we announced that our wholly-owned subsidiary Nashville Superspeedway had notified NASCAR that it will not seek 2012 sanction agreements for its two Nationwide Series and two Camping World Truck Series events. As a result, we recorded a \$2,245,000 provision for contingent obligation reflecting the estimated portion of the Wilson County bonds debt service that will not be covered by

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applicable taxes. Based on current projections, our first debt service payment would be due in 2021. An increase in interest rates would result in an increase in the portion of debt service not covered by applicable taxes and therefore an increase in our liability.

(c) We expect to contribute approximately \$700,000 to our pension plans for 2011, of which \$447,000 was contributed in the first nine months of 2011. Effective July 31, 2011, we froze our pension plans which will result in reduced contributions after 2011.

Related Party Transactions

See NOTE 10 Related Party Transactions of the consolidated financial statements included elsewhere in this document.

Critical Accounting Policies

The accounting policies described below are those we consider critical in preparing our consolidated financial statements. These policies include significant estimates made by management using information available at the time the estimates are made. As described below, these estimates could change materially if different information or assumptions were used.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating losses. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. We record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. As of September 30, 2011, our valuation allowance net of federal income taxes was \$12,180,000, which increased by \$1,768,000 in the first nine months of 2011, on deferred tax assets related to state net operating loss carry-forwards. These state net operating losses are related to our Midwest facilities that have not produced taxable income. We have considered ongoing prudent and feasible tax planning strategies in assessing the need for a valuation allowance. In the event we were to determine that we would be able to realize all or a portion of these deferred tax assets, an adjustment to the valuation allowance would increase earnings in the period such determination was made. Likewise, should we determine that we would not be able to realize all or a portion of our remaining deferred tax assets in the future, an adjustment to the valuation allowance would be charged to earnings in the period such determination was made.

Property and Equipment

Property and equipment are recorded at cost. Depreciation is provided for financial reporting purposes using the straight-line method over estimated useful lives ranging from 3 to 10 years for furniture, fixtures and equipment and up to 40 years for facilities. These estimates require assumptions that are believed to be reasonable. We perform reviews for impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. An impairment loss is measured as the amount by which the carrying amount of the asset exceeds its fair value. Generally, fair value is determined using valuation techniques such as the comparable sales approach. Historically the impairment assessment for track facilities has also considered the cost approach valuation technique, which gives specific consideration to the value of the track land plus the contributory value to the improvements. The primary economic assumptions used in the valuation techniques include: (i) land value which is estimated by comparable transactions; and (ii) that the highest and best use for the facilities is potential real estate development. Changes to these assumptions can have a significant effect on the outcome of future impairment tests and as a result, future valuations could differ significantly from current estimates.

Accrued Pension Cost

On June 15, 2011, we decided to freeze participation and benefit accruals under our pension plans. The freeze was effective July 31, 2011. The benefits provided by our defined-benefit pension plans are based on years of service and employee's remuneration through July 31, 2011. Accrued pension costs are developed using actuarial principles and assumptions which consider a number of factors, including estimates for the discount rate, assumed rate of compensation increase, and expected long-term rate of return on assets. Changes in these estimates would impact the amounts that we record in our consolidated financial statements.

Recent Accounting Pronouncements

See NOTE 3 Summary of Significant Accounting Policies of the consolidated financial statements included elsewhere in this document for a description of recent accounting pronouncements including, if applicable, the respective expected dates of adoption and effects on results of operations, financial condition and cash flows.

Factors That May Affect Operating Results; Forward-Looking Statements

This report and the documents incorporated by reference may contain forward-looking statements. In Item 1A of this report, we disclose the important factors that could cause our actual results to differ from our expectations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We have established disclosure controls and procedures to ensure that relevant, material information is made known to the officers who certify our financial reports and to other members of senior management and the Board of Directors.

Based on their evaluation as of September 30, 2011, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) are effective to ensure that the information we are required to disclose in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the fiscal quarter ended September 30, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II Other Information

Item 1. **Legal Proceedings**

We are a party to ordinary routine litigation incidental to our business. Management does not believe that the resolution of any of these matters is likely to have a material adverse effect on our results of operations, financial condition or cash flows.

Item 1A. **Risk Factors**

In addition to historical information, this report includes forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, relating to our financial condition, profitability, liquidity, resources, business outlook, proposed acquisitions, market forces, corporate strategies, consumer preferences, contractual commitments, legal matters, capital requirements and other matters. Documents incorporated by reference into this report may also contain forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. To comply with the terms of the safe harbor, we note that a variety of factors could cause our actual results and experience to differ substantially from the anticipated results or other expectations expressed in our forward-looking statements. When words and expressions such as: believes, expects, anticipates, estimates, plans, intends, objectives,

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aims, projects, forecasts, possible, seeks, may, could, should, might, likely or similar words or expressions are used, as well as our view, there can be no assurance or there is no way to anticipate with certainty, forward-looking statements may be involved.

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 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.

Our Relationships With And The Success Of NASCAR Is Vital To Our Success In Motorsports

Our continued success in motorsports is dependent upon the success of NASCAR and our ability to secure favorable contracts with and maintain a good working relationship with them. NASCAR regularly issues and awards sanctioned events and their issuance depends, in large part, on maintaining good working relationships with NASCAR. Our NASCAR events are sanctioned on an annual basis with no contractual obligation to renew. By awarding a sanctioned event or a series of sanctioned events, NASCAR does not warrant, nor are they responsible for, the financial success of any sanctioned event. Our success is directly tied to our ability to negotiate favorable terms to our sanction agreements, including the amount of the sanction fee and purse, and our ability to continue to derive economic benefits from such agreements, such as our share of live broadcast revenues.

Our ability to obtain additional sanctioned events in the future and to negotiate favorable terms to our sanction agreements and the success of NASCAR in attracting drivers and teams, signing series sponsors and negotiating favorable television and/or radio broadcast rights is dependent on many factors which are largely outside of our control. As our success depends on the terms of our sanction agreements and the success of each event or series that we are promoting, a material change in the terms of a sanction agreement or a material adverse effect on NASCAR, such as the loss or defection of top drivers, the loss of significant series sponsors, or the failure to obtain favorable broadcast coverage or to properly advertise the event or series could result in a reduction in our revenues from live broadcast coverage, admissions, luxury suite rentals, sponsorships, hospitality, concessions and merchandise, which could have a material adverse effect on our business, financial condition and results of operations.

We Rely On Sponsorship Contracts To Generate Revenues

We receive a portion of our annual revenues from sponsorship agreements, including the sponsorship of our various events and venues, such as title, official product and promotional partner sponsorships, billboards, signage and skyboxes. We are continuously in negotiations with existing

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sponsors and actively seeking new sponsors as there is significant competition for sponsorships. Some of our events may not secure a title sponsor every year, may not secure a sufficient number of sponsorships on favorable terms, or may not secure sponsorships sufficiently enough in advance of an event for maximum impact. Loss of our existing title sponsors or other major sponsorship agreements or failure to secure sponsorship agreements in the future on favorable terms could have a material adverse effect on our business, financial condition and results of operations.

Our Motorsports Events Face Intense Competition For Attendance, Television Viewership And Sponsorship

We compete with other auto speedways for the patronage of motor racing spectators as well as for sponsorships. Moreover, racing events sanctioned by different organizations are often held on the same dates at different tracks. The quality of the competition, type of racing event, caliber of the event, sight lines, ticket pricing, location and customer conveniences, among other things, distinguish the motorsports facilities. In addition, all of

our events compete with other sports and recreational events scheduled on the same dates. As a result, our revenues and operations are affected not only by our ability to compete in the motorsports promotion market, but also by the availability of alternative spectator sports events, forms of entertainment and changing consumer preferences.

General Market And Economic Conditions, Including Consumer And Corporate Spending, Could Negatively Affect Our Financial Results

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 growth, revenue and profitability. Unavailability of credit on favorable terms or increases in interest rates can adversely impact our operations, growth, development and capital spending plans. General economic conditions were significantly and negatively impacted by the September 11, 2001 terrorist attacks and the war in Iraq 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.

The Sales Tax And Property Tax Revenues To Service The Revenue Bonds For Infrastructure Improvements At Nashville May Be Inadequate

In September 1999, the Sports Authority of the County of Wilson (Tennessee) issued \$25,900,000 in revenue bonds to build local infrastructure improvements which benefit the operation of Nashville Superspeedway, of which \$20,300,000 was outstanding on September 30, 2011. Debt service on the bonds is payable solely from sales taxes and incremental property taxes generated from the facility. As of September 30, 2011 and December 31, 2010, \$1,541,000 and \$1,200,000, respectively, was available in the sales and incremental property tax fund maintained by the Sports Authority to pay the remaining principal and interest due under the bonds. During the first nine months of 2011, we paid \$1,075,000 into the sales and incremental property tax fund and \$734,000 was deducted from the fund for principal and interest payments. These bonds are direct obligations of the Sports Authority and therefore have historically not been recorded on our consolidated balance sheet. In the event the sales taxes and incremental property taxes are insufficient to cover the payment of principal and interest on the bonds, we would become responsible for the difference. We are exposed to fluctuations in interest rates for these bonds. A significant increase in interest rates could result in us being responsible for debt service payments not covered by the sales and incremental property taxes generated from the facility. In the event we were unable to make the payments, they would be made under a \$20,640,000 irrevocable direct-pay letter of credit issued by our bank group. We would be responsible to reimburse the banks for any drawings made under the letter of credit. Such an event could have a material adverse effect on our business, financial condition and results of operations and compliance with debt covenants.

On August 3, 2011, we announced that our wholly-owned subsidiary Nashville Superspeedway had notified NASCAR that it will not seek 2012 sanction agreements for its two Nationwide Series and two Camping World Truck Series events. Since the facility will no longer generate sales taxes from these events, we have estimated that a portion of the debt service will not be covered by applicable taxes. As a result, we recorded a \$2,245,000 provision for contingent obligation reflecting the estimated portion of the Wilson County bonds debt service that will not be covered by applicable taxes. An increase in interest rates would result in an increase in the portion of debt service not covered by applicable taxes and therefore an increase in our liability.

We Have A Significant Amount Of Indebtedness

As of September 30, 2011, we had total outstanding long-term debt of \$34,980,000 under our credit facility. This is in addition to the Nashville Bonds described above. This indebtedness and any future increases in our outstanding borrowings could:

- make it more difficult for us to satisfy our debt obligations;
- increase our vulnerability to general adverse economic and industry conditions or a downturn in our business;
- increase our costs or difficulties in refinancing or replacing our outstanding obligations;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, dividends and other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- subject us to the risks that interest rates and our interest expense will increase; and
- place us at a competitive disadvantage compared to competitors that have less debt.

In addition, our credit facility is secured by substantially all of our assets and contains financial ratios that we are required to meet and other restrictive covenants that, among other things, limit or restrict our ability to pay dividends, borrow additional funds, make acquisitions, create liens on our properties and make investments.

Our ability to meet these financial ratios and covenants can be affected by events beyond our control, and there can be no assurance that we will be able to meet them. If there were an event of default under our credit facility, the lenders could elect to declare all amounts outstanding to be immediately due and payable. If we were unable to repay these amounts, the lenders could proceed against the collateral granted to them to secure the indebtedness.

The Seasonality Of Our Motorsports Events Increases The Variability Of Quarterly Earnings

Our business has been, and is expected to remain, seasonal given that it depends on our outdoor events for a substantial portion of revenues. We derive a substantial portion of our motorsports revenues from admissions, event-related and broadcasting revenue attributable to our NASCAR-sanctioned events at Dover, Delaware which are held in May and October this year. Total revenues from these events were approximately 90% of total revenues for 2010. We estimate that approximately 90% of our total revenues will be generated by our Dover facility in 2011. This has been offset to some degree by our other motorsports events, but quarterly earnings will vary. All of our operating earnings are derived from our Dover facility.

All Of Our Motorsports Revenue is Attributable to One Location

Beginning in 2012, all of our motorsports revenue will come from Dover International Speedway in Dover, Delaware. Any prolonged disruption of operations at this facility due to damage or destruction, inclement weather, natural disaster, work stoppages or other reasons could adversely affect our financial condition and results of operations. We maintain property and business interruption insurance to protect against certain types of disruption, but there can be no assurance that the proceeds of such insurance would be adequate to repair or rebuild our facilities or to otherwise compensate us for lost profits.

Our Insurance May Not Be Adequate To Cover Catastrophic Incidents

We maintain insurance policies that provide coverage within limits that are sufficient, in the opinion of management, to protect us from material financial loss incurred in the ordinary course of business. We also purchase special event insurance for motorsports events to protect against race-related liability. However, there can be no assurance that this insurance will be adequate at all times and in all circumstances. If we are held liable for damages beyond the scope of our insurance coverage, including punitive damages, our business, financial condition and results of operations could be materially and adversely affected.

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

Bad Weather Can Have An Adverse Financial Impact On Our Motorsports Events

We sponsor and promote outdoor motorsports events. Weather conditions, or even the forecast of poor weather, can affect sales of tickets, concessions and merchandise at these events. Although we sell many tickets well in advance of the outdoor events and these tickets are issued on a non-refundable basis, poor weather may adversely affect additional ticket sales and concessions and merchandise sales, which could have an adverse effect on our business, financial condition and results of operations.

We do not currently maintain weather-related insurance for major events. Due to the importance of clear visibility and safe driving conditions to motorsports racing events, outdoor racing events may be significantly affected by weather patterns and seasonal weather changes. Any unanticipated weather changes could impact our ability to stage events. This could have a material adverse effect on our business, financial condition and results of operations.

Postponement And/Or Cancellation Of Major Motorsports Events Could Adversely Affect Us

If one of our events is postponed because of weather or other reasons such as, for example, the general postponement of all major sporting events in this country 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, concessions and merchandise at the rescheduled event. If an event is cancelled, we could incur the expenses associated with preparing to conduct the event as well as lose the revenues, including live broadcast revenues associated with the event.

If a cancelled event is part of a NASCAR series, we could experience a reduction in the amount of money received 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 broadcast revenues greater than the amount scheduled to be paid to the promoter of the cancelled event.

Due To Our Concentrated Stock Ownership, Stockholders May Have No Effective Voice In Our Management

We have elected to be treated as a controlled corporation as defined by New York Stock Exchange (NYSE) Rule 303A. We are a controlled corporation because a single person, Henry B. Tippie, the Chairman of our Board of Directors, controls in excess of fifty percent of our voting power. This means that he has the ability to determine the outcome of the election of directors at our annual meetings and to determine the outcome of many significant corporate transactions, many of which only require the approval of a majority of our voting power. Such a concentration of voting power could also have the effect of delaying or preventing a third party from acquiring us at a premium. In addition, as a controlled corporation, we are not required to comply with certain NYSE rules.

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We May Not Be Able To Maintain Our Listing With The NYSE

Our Common Stock is traded on the NYSE under the symbol DVD. We are required to maintain market capitalization of more than \$50,000,000 (measured over a 30 day trading period) or stockholders' equity of more than \$50,000,000 in order to remain in compliance with NYSE continued listing standards. On November 4, 2011, we were notified by the NYSE that we are below criteria for these continued listing standards because, as of November 1, 2011, our 30 trading-day average market capitalization was \$42.3 million and our stockholders' equity as of September 30, 2011 was \$40.9 million.

We have 45 days from this notice to submit a plan to the NYSE to demonstrate our ability to regain compliance with continued listing standards within 18 months. However, there is no assurance that we will be able to formulate

a plan that will be accepted by the NYSE. Assuming that the NYSE accepts our plan, our Common Stock would continue to be listed on the NYSE, subject to our compliance with other NYSE continued listing requirements. If we are not able to regain compliance with NYSE listing standards or if our plan is rejected, our stock will be delisted from trading on the NYSE. The delisting of our stock from trading on the NYSE would result in the need to find another market on which our stock can be listed or cause our stock to cease trading on an active market, which could result in a reduction in the liquidity for our stock and a reduction in demand for our stock.

Non-compliance with NYSE continued listing standards or delisting from the NYSE could negatively impact us, including, without limitation, our relationships with stockholders, businesses and lenders, our access to debt and equity financing, and our ability to attract and retain personnel by means of equity compensation. This, in turn, could materially and adversely affect our business, financial condition and results of operations. Securities traded in the over-the-counter market generally have significantly less liquidity than securities traded on a national securities exchange, through factors such as a reduction in the number of investors that will consider investing in the securities, the number of market makers in the securities, reduction in securities analyst and news media coverage and lower market prices than might otherwise be obtained.

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.

We Are Subject To Changing Governmental Regulations And Legal Standards That Could Increase Our Expenses

Our motorsports facilities are on large expanses of property which we own. Laws and regulations governing the use and development of real estate may delay or complicate any improvements we choose to make and/or increase the costs of any improvements or our costs of operating.

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.

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. In addition certain laws and regulations, including the Americans with Disabilities Act and the Occupational Safety and Health 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, 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.

We undertake no obligation to publicly update or revise any forward-looking statements as a result of future developments, events or conditions. New risk factors emerge from time to time and it is not possible for us to predict all such risk factors, nor can we assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ significantly from those forecast in any forward-looking statements. Given these risks and uncertainties, stockholders should not overly rely or attach undue weight to our forward-looking statements as an indication of our actual future results.

Item 2. **Unregistered Sales of Equity Securities and Use of Proceeds**

On July 28, 2004, our Board of Directors authorized the repurchase of up to 2,000,000 shares of our outstanding common stock. The purchases may be made in the open market or in privately negotiated transactions as conditions warrant. The repurchase authorization has no expiration date, does not obligate us to acquire any specific number of shares and may be suspended at any time. At present we are not permitted to make such purchases under our credit facility.

Item 3. **Defaults Upon Senior Securities**

None.

Item 4. **Reserved**

Item 5. **Other Information**

None.

Item 6. **Exhibits**

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)

32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Sec. 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Sec. 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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101.1 XBRL Instance Document*

101.2 XBRL Taxonomy Extension Schema Document*

101.3 XBRL Taxonomy Extension Calculation Linkbase Document*

101.4 XBRL Taxonomy Extension Definition Linkbase Document*

101.5 XBRL Taxonomy Extension Label Linkbase Document*

101.6 XBRL Taxonomy Extension Presentation Linkbase Document*

* The XBRL information is being furnished and not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any registration statement under the Securities Act of 1933, as amended.

Signatures

Pursuant to the requirements 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.

DATED: November 10, 2011

Dover Motorsports, Inc.
Registrant

/s/ Denis McGlynn
Denis McGlynn
*President, Chief Executive Officer
and Director*
(Principal Executive Officer)

/s/ Timothy R. Horne
Timothy R. Horne
*Senior Vice President-Finance
and Chief Financial Officer*
(Principal Financial and Accounting Officer)