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CHURCHILL DOWNS
INCORPORATED

January 2, 2003

Federal Election Commission
Attn: Scott B. Walker
999 E Street, NW
Room 706
Washington, D.C. 20463

Dear Mr. Walker:

In response to your late notice letter dated December 23, 2002, enclosed is the 30-day Post General Election Report for the Churchill Downs Incorporated FPAC (#C00331942) for the period October 1 - November 25, 2002.

The initial notice from the FEC regarding the Post Election filing was received but inadvertently forwarded to the Financial, not Legal, department here at Churchill Downs. I would like to request that all future correspondence from the FEC regarding the Churchill Downs Incorporated FPAC be sent directly to my attention, as custodian, at Churchill Downs, 700 Central Avenue, Louisville, KY 40208.

Please feel free to contact me at 502/636-4582 if you have any questions.

Sincerely,

Amy L. Gregory
Director of Governmental & Regulatory Affairs

Enclosure

FEC FORM 3X

REPORT OF RECEIPTS AND DISBURSEMENTS For Other Than An Authorized Committee

RECEIVED FEC MAIL OPERATIONS CENTER

7/10/02 1:20

1. NAME OF COMMITTEE (in full) USE FEC MAILING LABEL OR TYPE OR PRINT Example: If typing, type over the lines. 12FE4M5 Churchill Downs Incorporated FPAC

ADDRESS (number and street) 700 Central Avenue Louisville KY 40206

2. FEC IDENTIFICATION NUMBER 00331942 3. IS THIS REPORT NEW (N) OR AMENDED (A)

4. TYPE OF REPORT (Choose One) (a) Quarterly Reports: April 15, July 15, October 15, January 31, July 31, Termination Report (b) Monthly Report Due On: Feb 20, Mar 20, Apr 20, May 20, Jun 20, Jul 20, Aug 20, Sep 20, Oct 20, Nov 20, Dec 20, Jan 31 (c) 12-Day PRE-Election Report for the: Primary, General, Runoff, Conviction, Special (d) 30-Day POST-Election Report for the: General, Runoff, Special

5. Covering Period 10/01/2002 through 11/25/2002

I certify that I have examined this Report and to the best of my knowledge and belief it is true, correct and complete.

Type or Print Name of Treasurer Vicki L. Baumgardner

Signature of Treasurer [Signature] Date 10/25/2002

NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Report to the penalties of 2 U.S.C. §437g.

**SUMMARY PAGE
OF RECEIPTS AND DISBURSEMENTS**

FEC Form 3X (Revised 1/01)

Page 2

Write or Type Committee Name

Churchill Downs Incorporated FPAC

Report Covering the Period: From: 10 01 2002 To: 11 25 2002

	COLUMN A This Period	COLUMN B Calendar Year-to-Date
6. (a) Cash on Hand January 1, 2002	1,050.00	1,050.00
(b) Cash on Hand at Beginning of Reporting Period	1,000.00	
(c) Total Receipts (from Line 19)	0	12,750.00
(d) Subtotal (add Lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(c) for Column B)	1,000.00	13,800.00
7. Total Disbursements (from Line 30)	500.00	13,300.00
8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d))	500.00	500.00
9. Debts and Obligations Owed TO the Committee (Itemize all on Schedule C and/or Schedule D)	0	
10. Debts and Obligations Owed BY the Committee (Itemize all on Schedule C and/or Schedule D)	0	

This committee has qualified as a multicandidate committee. (see FEC FORM 112)

For further information contact:

Federal Election Commission
990 E Street, NW
Washington, DC 20463

Toll Free 800-424-9530
Local 202-694-1100

DETAILED SUMMARY PAGE
of Receipts

FEC Form 2X (Revised 1/01)

Page 3

Write or type Committee Name

Churchill Downs Incorporated FPAC

Report Covering the Period: From: 10 01 2002 To: 11 25 2002

I. Receipts	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
11. Contributions (other than loans) From:		
(a) Individuals/Persons Other Than Political Committees		
(i) Itemized (use Schedule A)	0	
(ii) Unitemized	0	
(iii) TOTAL (add Lines 11(a)(i) and (ii))	0	12,750.00
(b) Political Party Committees	0	0
(c) Other Political Committees (such as PACs)	0	0
(d) Total Contributions (add Lines 11(a)(iii), (b), and (c)) (Carry Totals to Line 32, page 4)	0	12,750.00
12. Transfers From Affiliated/Other Party Committees	0	0
13. All Loans Received	0	0
14. Loan Repayments Received	0	0
15. Offsets To Operating Expenditures (Refunds, Rebates, etc.) (Carry Totals to Line 32, page 4)	0	0
16. Refunds of Contributions Made to Federal Candidates and Other Political Committees	0	0
17. Other Federal Receipts (Dividends, Interest, etc.)	0	0
18. Transfers from Nonfederal Account for Joint Activity	0	0
19. Total Receipts (add Lines 11(d), 12, 13, 14, 15, 16, 17, and 18)	0	12,750.00
20. Total Federal Receipts (subtract Line 18 from Line 19)	0	12,750.00

DETAILED SUMMARY PAGE

of Disbursements

II. Disbursements	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
21. Operating Expenditures:		
(a) Shared Federal/Non-Federal Activity (from Schedule H4)		
(i) Federal Share	0	0
(ii) Non-Federal Share	0	0
(b) Other Federal Operating Expenditures	0	0
(c) Total Operating Expenditure (add 21(a)(i), (a)(ii), and (b))	0	0
22. Transfers to Affiliated/Other Party Committees	0	0
23. Contributions to Federal Candidates/Committees and Other Political Committees	500.00	13,300.00
24. Independent Expenditures (use Schedule E)	0	0
25. Coordinated Expenditures Made by Party Committees (2 U.S.C. §471a(d)) (use Schedule F)	0	0
26. Loan Repayments Made	0	0
27. Loans Made	0	0
28. Refunds of Contributions To:		
(a) Individuals/Persons Other Than Political Committees	0	0
(b) Political Party Committees	0	0
(c) Other Political Committees (such as PACs)	0	0
(d) Total Contribution Refunds (add Lines 28(a), (b), and (c))	0	0
29. Other Disbursements	0	0
30. Total Disbursements (add Lines 21(c), 22, 23, 24, 25, 26, 27, 28(d), and 29)	500.00	13,300.00
31. Total Federal Disbursements (subtract Line 21(a)(i) from Line 30)	500.00	13,300.00

III. Net Contributions/Operating Expenditures		
32. Total Contributions (other than loans) (from Line 11(d), page 3)	0	12,750.00
33. Total Contribution Refunds (from Line 28(d))	0	0
34. Net Contributions (other than loans) (subtract Line 33 from Line 32)	0	12,750.00
35. Total Federal Operating Expenditures (add Line 21(a)(i) and Line 21(b))	0	0
36. Offsets to Operating Expenditures (from Line 15, page 3)	0	0
37. Net Operating Expenditures (subtract Line 36 from Line 35)	0	0

SCHEDULE B (FEC Form 3X)

ITEMIZED DISBURSEMENTS

Use separate schedule(s) for each category of the Detailed Summary Page	FOR LINE NUMBER: (check only one)	PAGE 1 OF 1
	<input type="checkbox"/> 21b <input type="checkbox"/> 22 <input checked="" type="checkbox"/> 23 <input type="checkbox"/> 24 <input type="checkbox"/> 25	
	<input type="checkbox"/> 26 <input type="checkbox"/> 27 <input type="checkbox"/> 28a <input type="checkbox"/> 28b <input type="checkbox"/> 28c <input type="checkbox"/> 29	

Any information copied from such Reports and Statements may not be sold or used by any person for the purpose of soliciting contributions or for commercial purposes, other than using the name and address of any political committee to solicit contributions from such committee.

NAME OF COMMITTEE (In Full)
Churchill Downs Incorporated FPAC

A. Full Name (Last, First, Middle Initial)
WELPAC

Date of Disbursement
10 18 2002

Mailing Address
501 Slaters Lane Suite 324

City State Zip Code
Alexandria VA 22314

Purpose of Disbursement
Contribution

Candidate Name
Rep. Ernie Fletcher

Office Sought: House Senate President
 Disbursement For: Primary General Other (specify) ▼

State: **KY** District: **6th**

Amount of Each Disbursement this Period
500.00

B. Full Name (Last, First, Middle Initial)

Date of Disbursement

Mailing Address

City State Zip Code

Purpose of Disbursement

Candidate Name

Office Sought: House Senate President
 Disbursement For: Primary General Other (specify) ▼

State: District:

Amount of Each Disbursement this Period

C. Full Name (Last, First, Middle Initial)

Date of Disbursement

Mailing Address

City State Zip Code

Purpose of Disbursement

Candidate Name

Office Sought: House Senate President
 Disbursement For: Primary General Other (specify) ▼

State: District:

Amount of Each Disbursement this Period

SUBTOTAL of Disbursements This Page (optional) ▶

TOTAL This Period (last page this line number only) ▶ **500.00**

Federal Election Commission

ENVELOPE REPLACEMENT PAGE FOR INCOMING DOCUMENTS

The Commission has added this page to the end of this filing to indicate how it was received.

<input checked="" type="checkbox"/> Hand Delivered	Date of Receipt 1-3-03
<input type="checkbox"/> First Class Mail	POSTMARKED
<input type="checkbox"/> Registered/Certified Mail	POSTMARKED (R/C)
<input type="checkbox"/> No Postmark	
<input type="checkbox"/> Postmark Illegible	
<input type="checkbox"/> Received from the House office of Records and Registration	Date of Receipt
<input type="checkbox"/> Received from the Senate Office of Public Records	Date of Receipt
<input type="checkbox"/> Other (Specify):	Postmarked and/or Date of Receipt
<input type="checkbox"/> Electronic Filing	
<i>SLI</i> PREPARER	1-3-03 DATE PREPARED