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October 12, 2001

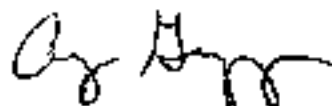
Federal Election Commission
Attn: Dominick Ciaraldi
999 E Street, NW
Washington, D.C. 20463

Dear Dominick:

Enclosed is the third quarter report for the Churchill Downs Incorporated FPAC (#C00331942) for the period July 1 – September 30, 2001.

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

2001 OCT 12 A 11: 55

FEC
FORM 3X

REPORT OF RECEIPTS
AND DISBURSEMENTS

For Other Than An Authorized Committee

Office Use Only

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
Check if different than previously reported. (ACC) Louisville KY 40208

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

4. TYPE OF REPORT (Choose One)
(a) Quarterly Reports:
April 15 Quarterly Report (Q1)
July 15 Quarterly Report (Q2)
 October 15 Quarterly Report (Q3)
January 31 Year-End Report (YE)
July 31 Mid-Year Report (Non-election Year Only) (MY)
Termination Report (TER)
(b) Monthly Report Due On:
 Feb 20 (M2) May 20 (M5) Aug 20 (M8) Nov 20 (M11) (Non-Election Year Only)
 Mar 20 (M3) Jun 20 (M6) Sep 20 (M9) Dec 20 (M12) (Non-Election Year Only)
 Apr 20 (M4) Jul 20 (M7) Oct 20 (M10) Jan 31 (YE)
(c) 12-Day PRE-Election Report for the:
 Primary (12P) General (12G) Runoff (12R)
 Convention (12C) Special (12S)
Election on _____ in the State of _____
(d) 30-Day POST-Election Report for the:
 General (30G) Runoff (30R) Special (30S)
Election on _____ in the State of _____

5. Covering Period 07 01 2001 through 09 30 2001

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 Vicki L. Baumgardner Date 10 11 2001

NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Report to the penalties of 2 U.S.C. 5437g.

Office Use Only **FEC FORM 3X**
(Revised 7/01)

**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: **07 01 2001** To: **09 30 2001**

| | COLUMN A This Period | COLUMN B Calendar Year-to-Date |
|---|-------------------------|-----------------------------------|
| 6. (a) Cash on Hand January 1, 2001 | | 550.00 |
| (b) Cash on Hand at Beginning of Reporting Period | 50.00 | |
| (c) Total Receipts (from Line 18) | 0 | 0 |
| (d) Subtotal (add Lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(c) for Column B) | 50.00 | 550.00 |
| 7. Total Disbursements (from Line 30) | 0 | 500.00 |
| 8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d)) | 50.00 | 50.00 |
| 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 multiple candidate committee. (see FEC FORM 1M)

For further information contact:

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

Toll Free 800-424-9530
Local 202-684-1100

DETAILED SUMMARY PAGE
of Receipts

FEC Form 3X (Revised 1/01)

Page 3

Write or Type Committee Name

Churchill Downs Incorporated FPAC

Report Covering the Period:

From:

07 01 2001

To:

09 30 2001

| 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 | |
| (b) Political Party Committees | 0 | |
| (c) Other Political Committees (such as PACs) | 0 | |
| (d) Total Contributions (add Lines 11(a)(iii), (b), and (c)) (Carry Total to Line 32, page 4) | 0 | |
| 12. Transfers From Affiliated/Other Party Committees | 0 | |
| 13. All Loans Received | 0 | |
| 14. Loan Repayments Received | 0 | |
| 15. Offsets To Operating Expenditures (Refunds, Rebates, etc.) (Carry Totals to Line 36, page 4) | 0 | |
| 16. Refunds of Contributions Made to Federal Candidates and Other Political Committees | 0 | |
| 17. Other Federal Receipts (Dividends, Interest, etc.) | 0 | |
| 18. Transfers from Nonfederal Account for Joint Activity | 0 | |
| 19. Total Receipts (add Lines 11(d), 12, 13, 14, 15, 16, 17, and 18) | 0 | |
| 20. Total Federal Receipts (subtract Line 18 from Line 19) | 0 | |

DETAILED SUMMARY PAGE
of Disbursements

FEC Form 3X (Revised 1/01)

Page 4

| 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 Expenditures (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 | 0 | 500.00 |
| 24. Independent Expenditures (use Schedule E) | 0 | 0 |
| 25. Coordinated Expenditures Made by Party Committees (2 U.S.C. § 441a(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) | 0 | 500.00 |
| 31. Total Federal Disbursements (subtract Line 21(a)(i) from Line 30) | 0 | 500.00 |
| III. Net Contributions/Operating Expenditures | | |
| 32. Total Contributions (other than loans) (from Line 11(d), page 3) | 0 | 0 |
| 33. Total Contribution Refunds (from Line 28(d)) | 0 | 0 |
| 34. Net Contributions (other than loans) (subtract Line 33 from Line 32) | 0 | 0 |
| 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 |

**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 <i>10-12-01</i> |
| <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>[Signature]</i> PREPARER | <i>10-12-01</i> DATE PREPARED |