

**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

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** CITY STATE ZIPCODE

C00331942

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 Quarterly Report(YE)
- July 31 Mid-Year Report(Non-election Year Only) (MY)
- Termination Report (TER)

- (b) Monthly Report Due On:
- | | | | |
|--------------------------------------|--------------------------------------|---------------------------------------|--|
| <input type="checkbox"/> Feb 20 (M2) | <input type="checkbox"/> May 20 (M5) | <input type="checkbox"/> Aug 20 (M8) | <input type="checkbox"/> Nov 20 (M11) (Non-Election Year Only) |
| <input type="checkbox"/> Mar 20 (M3) | <input type="checkbox"/> Jun 20 (M6) | <input type="checkbox"/> Sep 20 (M9) | <input type="checkbox"/> Dec 20 (M12) (Non-Election Year Only) |
| <input type="checkbox"/> Apr 20 (M4) | <input type="checkbox"/> Jul 20 (M7) | <input type="checkbox"/> Oct 20 (M10) | <input type="checkbox"/> Jan 31 (YE) |

- (c) 12-Day PRE-Election Report for the:
- | | | |
|---|--|---------------------------------------|
| <input type="checkbox"/> Primary (12P) | <input type="checkbox"/> General (12G) | <input type="checkbox"/> Runoff (12R) |
| <input type="checkbox"/> Convention (12C) | <input type="checkbox"/> Special (12G) | |

Election on _____ in the State of _____

- (d) 30-Day Post -Election Report for the:
- | | | |
|--|---------------------------------------|--|
| <input type="checkbox"/> General (30G) | <input type="checkbox"/> Runoff (30R) | <input type="checkbox"/> Special (30S) |
|--|---------------------------------------|--|

Election on _____ in the State of _____

5. Covering Period 07 01 2006 through 09 30 2006

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 Bradley K Blackwell

Signature of Treasurer Electronically Filed by Bradley K Blackwell Date 10 16 2006

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

Office Use Only							
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FEC FORM 3X
(Rev. 02/2003)

**SUMMARY PAGE
OF RECEIPTS AND DISBURSEMENTS**

Write or Type Committee Name
CHURCHILL DOWNS INCORPORATED FPAC

Report Covering the Period: From:

M	M
0	7

D	D
0	1

Y	Y	Y	Y
2	0	0	6

 To:

M	M
0	9

D	D
3	0

Y	Y	Y	Y
2	0	0	6

	COLUMN A This Period	COLUMN B Calendar Year-to-Date								
6. (a) Cash on Hand January 1 <table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td>Y</td><td>Y</td><td>Y</td><td>Y</td></tr><tr><td>2</td><td>0</td><td>0</td><td>6</td></tr></table>	Y	Y	Y	Y	2	0	0	6		9900.00
Y	Y	Y	Y							
2	0	0	6							
(b) Cash on Hand at Beginning of Reporting Period	7800.00									
(c) Total Receipts (from Line 19)	7500.00	7500.00								
(d) Subtotal (add lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(c) for Column B)	15300.00	17400.00								
7. Total Disbursements (from Line 31)	6100.00	8200.00								
8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d))	9200.00	9200.00								
9. Debts and Obligations owed TO the committee (Itemize all on Schedule C and/or Schedule D)	0.00									
10. Debts and Obligations owed BY the committee (Itemize all on Schedule C and/or Schedule D)	0.00									

This Committee has qualified as a multicandidate 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 202-694-1100

**DETAILED SUMMARY PAGE
OF RECEIPTS**

Write or Type Committee Name
CHURCHILL DOWNS INCORPORATED FPAC

Report Covering the Period: From:

M	M
0	7

D	D
0	1

Y	Y	Y	Y
2	0	0	6

 To:

M	M
0	9

D	D
3	0

Y	Y	Y	Y
2	0	0	6

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	7500.00	7500.00
(i) Itemized (use Schedule A)	0.00	0.00
(ii) Unitemized	7500.00	7500.00
(iii) TOTAL (add Lines 11(a)(i) and (ii)	0.00	0.00
(b) Political Party Committees	0.00	0.00
(c) Other Political Committees (such as PACs)	0.00	0.00
(d) Total Contributions (add Lines 11(a)(iii),(b) and (c)) (Carry Totals to Line 33, page 5)	7500.00	7500.00
12. Transfers From Affiliated/Other Party Committees	0.00	0.00
13. All Loans Received	0.00	0.00
14. Loan Repayments Received	0.00	0.00
15. Offsets To Operating Expenditures (Refunds, Rebates, etc.) (Carry Totals to Line 37, page 5)	0.00	0.00
16. Refunds of Contributions Made to Federal candidates and Other Political Committees	0.00	0.00
17. Other Federal Receipts (Dividends, Interest, etc.)	0.00	0.00
18. Transfers from Non-Federal and Levin Funds		
(a) Non-Federal Account (from Schedule H3)	0.00	0.00
(b) Levin Funds (from Schedule H5)	0.00	0.00
(c) Total Transfer (add 18(a) and 18(b)).	0.00	0.00
19. Total Receipts (add Lines 11(d), 12, 13, 14, 15, 16, 17, and 18(c))	7500.00	7500.00
20. Total Federal Receipts (subtract Line 18(c) from Line 19)	7500.00	7500.00

DETAILED SUMMARY PAGE

of Disbursements

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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.....	0.00	0.00
(ii) Non-Federal Share.....	0.00	0.00
(b) Other Federal Operating Expenditures.....	0.00	0.00
(c) Total Operating Expenditures (add 21(a)(i), (a)(ii) and (b)).....	0.00	0.00
22. Transfers to Affiliated/Other Party Committees.....	0.00	0.00
23. Contributions to Federal Candidates/Committees and Other Political Committees.....	6100.00	8200.00
24. Independent Expenditure (use Schedule E)	0.00	0.00
25. Coordinated Expenditures Made by Party Committees (2 U.S.C. 441a(d)) (use Schedule F).....	0.00	0.00
26. Loan Repayments Made.....	0.00	0.00
27. Loans Made.....	0.00	0.00
28. Refunds of Contributions To:		
(a) Individuals/Persons Other Than Political Committees	0.00	0.00
(b) Political Party Committees	0.00	0.00
(c) Other Political Committees (such as PACs)	0.00	0.00
(d) Total Contribution Refunds (add Lines 28(a), (b), and (c))	0.00	0.00
29. Other Disbursements.....	0.00	0.00
30. Federal Election Activity (2 U.S.C 431(20))		
(a) Shared Federal Election Activity (from Schedule H6)		
(i) Federal Share	0.00	0.00
(ii) "Levin" Share	0.00	0.00
(b) Federal Election Activity Paid Entirely With Federal Funds	0.00	0.00
(c) Total Federal Election Activity (add Lines 30(a)(i), 30(a)(ii) and 30(b))....	0.00	0.00
31. Total Disbursements (add Lines 21(c), 22, 23, 24, 25, 26, 27, 28(d), 29 and 30(c))..	6100.00	8200.00
32. Total Federal Disbursements (subtract Line 21(a)(ii) from Line 30(a)(ii) from Line 31).....	6100.00	8200.00

DETAILED SUMMARY PAGE
of Disbursements

III. Net Contributions/Operating Expenditures	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
33. Total Contributions (other than loans) from Line 11(d), page 3)	7500.00	7500.00
34. Total Contribution Refunds (from Line 28(d))	0.00	0.00
35. Net Contributions (other than loans) (subtract Line 34 from Line 33)	7500.00	7500.00
36. Total Federal Operating Expenditures (add Line 21(a)(i) and Line 21(b)).....	0.00	0.00
37. Offsets to Operating Expenditures (from Line 15, page 3)	0.00	0.00
38. Net Operating Expenditures (subtract Line 37 from Line 36)	0.00	0.00

**SCHEDULE A (FEC Form 3X)
ITEMIZED RECEIPTS**

Use separate schedule(s) or each category of the Detailed Summary Page	FOR LINE NUMBER:	PAGE 6 / 8
	(check only one)	
<input checked="" type="checkbox"/> 11a	<input type="checkbox"/> 11b	<input type="checkbox"/> 11c
<input type="checkbox"/> 12	<input type="checkbox"/> 13	<input type="checkbox"/> 14
<input type="checkbox"/> 15	<input type="checkbox"/> 16	<input type="checkbox"/> 17

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)
Mr. Robert Fealy

Mailing Address 845 Larch Avenue

City State Zip Code
Elmhurst IL 60126

FEC ID number of contributing federal political committee. **C**

Name of Employer CFO Duchossois Industries, Inc
Occupation Managing Director, Duchossois Technolo

Receipt For:
 Primary General
 Other (specify) ▼

Aggregate Year-to-Date ▼
5000.00

Date of Receipt
MM / DD / YYYY
09 / 27 / 2006

Transaction ID: SA11A1.4173

Amount of Each Receipt this Period
5000.00

Individual Contribution

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

Mailing Address 4350 Brownsboro Road
Suite 310

City State Zip Code
Louisville KY 40207

FEC ID number of contributing federal political committee. **C**

Name of Employer Security Management Compa-ny
Occupation General Partner

Receipt For:
 Primary General
 Other (specify) ▼

Aggregate Year-to-Date ▼
2500.00

Date of Receipt
MM / DD / YYYY
09 / 27 / 2006

Transaction ID: SA11A1.4177

Amount of Each Receipt this Period
2500.00

Individual Contribution

SUBTOTAL of Receipts This Page (optional)	7500.00
TOTAL This Period (last page this line number only)	7500.00

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 7 / 8

<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	<input type="checkbox"/> 30b

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NAME OF COMMITTEE (In Full)
CHURCHILL DOWNS INCORPORATED FPAC

Full Name (Last, First, Middle Initial) A. BOB CORKER FOR SENATE		Transaction ID: SB23.4184 Date of Disbursement M M / D D / Y Y Y Y 0 8 / 1 4 / 2 0 0 6
Mailing Address 518 GEORGIA AVE 2ND FLOOR		Amount of Each Disbursement this Period 1000.00
City CHATANOOGA State TN Zip Code 37403		
Purpose of Disbursement Candidate Name Office Sought: <input type="checkbox"/> House <input checked="" type="checkbox"/> Senate <input type="checkbox"/> President State: TN District: 00	Disbursement For: 2006 <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	
Category/ Type		

Full Name (Last, First, Middle Initial) B. CHANDLER FOR CONGRESS		Transaction ID: SB23.4179 Date of Disbursement M M / D D / Y Y Y Y 0 8 / 1 4 / 2 0 0 6
Mailing Address PO BOX 12678		Amount of Each Disbursement this Period 2100.00
City LEXINGTON State KY Zip Code 40583		
Purpose of Disbursement Candidate Name Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President State: KY District: 6	Disbursement For: 2006 <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	
Category/ Type		

Full Name (Last, First, Middle Initial) C. MIKE DEWINE FOR US SENATE		Transaction ID: SB23.4180 Date of Disbursement M M / D D / Y Y Y Y 0 8 / 1 4 / 2 0 0 6
Mailing Address PO BOX 340188		Amount of Each Disbursement this Period 1000.00
City COLUMBUS State OH Zip Code 43234		
Purpose of Disbursement Candidate Name Office Sought: <input type="checkbox"/> House <input checked="" type="checkbox"/> Senate <input type="checkbox"/> President State: OH District: 00	Disbursement For: 2006 <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	
Category/ Type		

SUBTOTAL of Disbursements This Page (optional) ▶	4100.00
TOTAL This Period (last page this line number only) ▶	(Empty box)

**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)

<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	<input type="checkbox"/> 30b

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NAME OF COMMITTEE (In Full)
CHURCHILL DOWNS INCORPORATED FPAC

A. Full Name (Last, First, Middle Initial)
RON LEWIS FOR CONGRESS

Mailing Address PO Box 307

City Elizabethtown State KY Zip Code 42702

Purpose of Disbursement

Candidate Name

Office Sought: House
 Senate
 President
State: KY District: 02

Disbursement For: 2006
 Primary General
 Other (specify) ▼

Category/
Type

Transaction ID: SB23.4178

Date of Disbursement

07 / 10 / 2006

Amount of Each Disbursement this Period

1000.00

B. Full Name (Last, First, Middle Initial)
TALENT FOR SENATE COMMITTEE

Mailing Address 9467 DIELMAN ROCK ISLAND IND DR

City ST LOUIS State MO Zip Code 63132

Purpose of Disbursement

Candidate Name

Office Sought: House
 Senate
 President
State: MO District: 00

Disbursement For: 2006
 Primary General
 Other (specify) ▼

Category/
Type

Transaction ID: SB23.4182

Date of Disbursement

08 / 14 / 2006

Amount of Each Disbursement this Period

1000.00

SUBTOTAL of Disbursements This Page (optional)

2000.00

TOTAL This Period (last page this line number only)

6100.00