

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 C00331942 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 Mid-Year Report, 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, Convention, Special (d) 30-Day Post -Election Report for the: General, Runoff, Special

5. Covering Period 1 1 2 8 2 0 0 6 through 1 2 3 1 2 0 0 6

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 0 1 3 0 2 0 0 7

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**

Write or Type Committee Name
CHURCHILL DOWNS INCORPORATED FPAC

Report Covering the Period: From:

M	M
1	1

D	D
2	8

Y	Y	Y	Y
2	0	0	6

 To:

M	M
1	2

D	D
3	1

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	50050.00									
(c) Total Receipts (from Line 19)	6000.00	58350.00								
(d) Subtotal (add lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(c) for Column B)	56050.00	68250.00								
7. Total Disbursements (from Line 31)	0.00	12200.00								
8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d))	56050.00	56050.00								
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
1	1

D	D
2	8

Y	Y	Y	Y
2	0	0	6

 To:

M	M
1	2

D	D
3	1

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	6000.00	58250.00
(i) Itemized (use Schedule A)	0.00	100.00
(ii) Unitemized	6000.00	58350.00
(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)	6000.00	58350.00
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))	6000.00	58350.00
20. Total Federal Receipts (subtract Line 18(c) from Line 19)	6000.00	58350.00

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.....	0.00	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.....	0.00	12200.00
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))..	0.00	12200.00
32. Total Federal Disbursements (subtract Line 21(a)(ii) from Line 30(a)(ii) from Line 31).....	0.00	12200.00

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)	6000.00	58350.00
34. Total Contribution Refunds (from Line 28(d))	0.00	0.00
35. Net Contributions (other than loans) (subtract Line 34 from Line 33)	6000.00	58350.00
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: (check only one)	PAGE 6 / 6
	<input checked="" type="checkbox"/> 11a	<input type="checkbox"/> 11b
	<input type="checkbox"/> 13	<input type="checkbox"/> 14
	<input type="checkbox"/> 11c	<input type="checkbox"/> 12
	<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. Roy Arnold

Mailing Address 2200 West Euclid Avenue

City State Zip Code
Arlington Heights IL 60006

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

Name of Employer Occupation
Arlington Park President

Receipt For: Primary General Other (specify) ▼

Aggregate Year-to-Date ▼
5000.00

Date of Receipt
MM / DD / YYYY
11 / 28 / 2006

Transaction ID: SA11A1.4232

Amount of Each Receipt this Period
5000.00

individual contribution

B. Full Name (Last, First, Middle Initial)
Mrs. Rhonda Soth

Mailing Address 700 NE 27th Avenue

City State Zip Code
Hallandale FL 33009

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

Name of Employer Occupation
self employed homemaker

Receipt For: Primary General Other (specify) ▼

Aggregate Year-to-Date ▼
1000.00

Date of Receipt
MM / DD / YYYY
12 / 16 / 2006

Transaction ID: SA11A1.4231

Amount of Each Receipt this Period
1000.00

individual contribution

SUBTOTAL of Receipts This Page (optional)	▶	6000.00
TOTAL This Period (last page this line number only)	▶	6000.00