

CALIFORNIA HORSE RACING BOARD
1010 HURLEY WAY, SUITE 300
SACRAMENTO, CA 95825
(916) 263-6000
FAX (916) 263-6042



REGULAR MEETING

of the **California Horse Racing Board** will be held on, **Thursday, February 21, 2002**, commencing at **10:00 a.m.**, at the Cypress City Hall, 5272 Orange Avenue, Cypress, California.

AGENDA

Action Items

1. Discussion and action by the Board on the **Application for License to Conduct a Horse Racing Meeting of the Bay Meadows Operating Company, LLC (T)** at Bay Meadows, commencing April 3 through June 16, 2002, inclusive.
2. Discussion and action by the Board on the **Application for License to Conduct a Horse Racing Meeting of the Churchill Downs California Company (T)** at Hollywood Park, commencing April 24 through July 21, 2002, inclusive.
3. Discussion and action by the Board on the **Application for License to Conduct Advance Deposit Wagering by Youbet.com, Inc.**
4. Discussion and action by the Board on the **Application for License to Conduct Advance Deposit Wagering** by Washington Trotting Association, Inc. and Laurel Racing, Inc., jointly d.b.a. **Call-a-Bet**.
5. Report on the **implementation of Advance Deposit Wagering**.
 - Report by Xpressbet.
 - Report by TVG.
6. Report by Magna Entertainment Corporation on the **progress of the veterinary hospital at Golden Gate Fields Race Track**.
7. Discussion and action by the Board on the **request of the Los Angeles Turf Club**, to distribute **\$281,250** in charity proceeds to 35 beneficiaries.

Committee Reports

8. Report from the **Benevolent Programs Committee**
Commissioner Sheryl L. Granzella, Committee Chairman
Commissioner John C. Sperry, Member

Other Business

9. **General Business:** Communications, reports, requests for future action of the Board.
10. **Old Business:** Issues that may be raised for discussion purposes only, which have already been brought before the Board.
11. **Executive Session:** For the purpose of receiving advice from counsel, considering pending litigation, reaching decisions on administrative licensing and disciplinary hearings, and personnel matters, as authorized by Section 11126 of the Government Code.
- A. Personnel.
 - B. Board may convene an Executive Session to consider any of the attached pending litigation.
 - C. The Board may also convene an Executive Session to consider any of the attached pending administrative licensing and disciplinary hearings.

Additional information regarding this meeting may be obtained from Roy Minami, at the CHRB Administrative Office, 1010 Hurley Way, Suite 300, Sacramento, CA 95825; telephone (916) 263-6000; fax (916) 263-6042. A copy of this notice can be located on the CHRB website at www.chrb.ca.gov

CALIFORNIA HORSE RACING BOARD

Alan W. Landsburg, Chairman
Roger H. Licht, Vice Chairman
William A. Bianco, Member
Sheryl L. Granzella, Member
John C. Harris, Member
Marie G. Moretti, Member
John C. Sperry, Member
Roy C. Wood, Jr., Executive Director

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PENDING LITIGATION
February 2002

<u>CASE</u>	<u>CASE NUMBER</u>
DAVIES, A. v. California Horse Racing Board	Contra Costa County Superior Court No. C 98-01694
STOKES, LANCE W. v. California Horse Racing Board	Los Angeles County Superior Court No. BS 064741
MARTIN, JOHN v. California Horse Racing Board	Sacramento County Superior Court No. 98 CS 00952
PLANO, RICHARD v. California Horse Racing Board	Sacramento County Superior Court No. 98 CS 00909
SIEDELMAN, GARY v. California Horse Racing Board	Sacramento County Superior Court No. AS 03388
BAFFERT, ROBERT v. California Horse Racing Board	U.S. District Court, Central District of California, No. 01-07363 DT
NELSON, KENNETH v. Jon Buc, et.al.	Alameda County Superior Court No. 830888 - 7
SILVA, JOSE v. California Horse Racing Board	Los Angeles Superior Court No. BS 065421

CALIFORNIA HORSE RACING BOARD

**M e m o r a n d u m**

Date : February 8, 2002

To : **California Horse Racing Board**
Alan Landsburg, Chairman
Roger Licht, Vice-Chairman
William Bianco, Member
Sheryl Granzella, Member
John Harris, Member
Marie Moretti, Member
John Sperry, Member

From : C.M. Howell
Administrative Hearings Unit

Subject : PROPOSED DECISIONS SCHEDULED FOR ACTION-EXECUTIVE SESSION

The following Proposed Decisions and Administrative Proceedings may be reviewed for action:

Hayes, Rodney Van
SAC 02-004
Applicant

Fitness for Licensure

ITEM 1

STAFF ANALYSIS

February 21, 2002

Issue: APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING OF BAY MEADOWS OPERATING COMPANY, LLC AT BAY MEADOWS, COMMENCING APRIL 3, 2002 THROUGH JUNE 16, 2002.

Bay Meadows Operating Company, LLC filed its application for license to conduct a thoroughbred horse racing meeting at Bay Meadows:

- April 3 through June 16, 2002, or 55 days, one less than 2001. The association proposes to race a total of 473 races, or 8.6 per day.
 - Request to increase the number of races if sufficient horses are available. An increase could result in the association averaging more than 8.6 races per day.
 - They will satisfy the 10% requirement of stakes purses paid for Cal-bred stakes races during their fall meet.

April - 2002						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30				

May - 2002						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

June - 2002						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23/30	24	25	26	27	28	29

- Racing 5 days per week, Wednesday through Sunday, with 8 races per day Wednesdays, Thursdays and Fridays, 9 or 10 races Saturdays, Sundays, holidays and days of special interest.
 - Racing Monday, May 27.
 - No racing Wednesday, May 29.
- First post will be 12:45 p.m. daily.
 - 12:45 p.m. post Friday, April 5, 12 and 19.
 - 7:15 p.m. post Fridays starting April 26, 2002.
 - Request to adjust post times as necessary to conform with post times in Southern California.
- Request Patrick Kealy be appointed horse identifier pursuant to CHRB Rule 1525.
- Track safety requirements have been fulfilled.
- The wagering program will use CHRB rules.
 - Early wagering for the Kentucky Derby starts Friday, May 3, Preakness Friday, May 17 and the Belmont Stakes Friday, June 7.
 - April 4 through 7, Derby Future wagering per ARCI rules.

- Simulcasting conducted with out-of-state racing jurisdictions pursuant to Business and Professions Code Section 19602; and with authorized locations throughout California.

Specific information **still needed** to complete this application includes:

1. Horsemen's agreement.

RECOMMENDATION:

Staff recommends the Board approve the application conditioned upon receiving the additional information necessary to conduct the racing meeting.

STATE OF CALIFORNIA
CALIFORNIA HORSE RACING BOARD
APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING
CHRB-17 (Rev. 7/01)

Application is hereby made to the California Horse Racing Board (CHRB) for a license to conduct a horse racing meeting in accordance with the California Business and Professions (B&P) Code, Chapter 4, Division 8, Horse Racing Law, and the California Code of Regulations, Title 4, Division 4, CHRB Rules and Regulations.

1. APPLICANT ASSOCIATION

A. Name, mailing address, telephone and fax numbers of association:

Bay Meadows Operating Company LLC
P. O. Box 5050
2600 South Delaware Street
San Mateo, CA 94402

Phone: (650) 574-7223
Fax: (650) 573-4671

B. Breed of horse: TB QH H

C. Racetrack name: Bay Meadows

D. Attach a certified check payable to the Treasurer of the State of California in the amount of \$10,000 as deposit for license fees pursuant to B&P Code Section 19490. On Deposit with CHRB.

NOTICE TO APPLICANT Application must be filed not later than 90 days before the scheduled start date for the proposed meeting pursuant to CHRB Rule 1433.

2. DATES OF MEETING

A. Inclusive dates for the entire meeting: April 3, 2002 through June 16, 2002

B. Actual dates racing will be held:
April 3-7, 10-14, 17-21, 24-28
May 1-5, 8-12, 15-19, 22-27, 30-31
June 1-2, 5-9, 12-16

C. Total number of days or nights of racing: 55

D. Days or nights of the week races will be held:

Wed - Sun Tues - Sat Other (specify) Week of 5/22-5/27, Wed-Mon,
Week of 5/30-6/2, Thu-Sun

E. Number of days or nights of racing per week: 5, except as set forth in (D) above

3. RACING PROGRAM

A. Total number of races: 473

CHRB CERTIFICATION

Application received: 1-3-02 PRN
Deposit received: on file
Reviewed: PN

Hearing date: 1-21-02
Approved date:
License number:

B. Number of races for each day or night:

Not more than an average of 8.6 races per day throughout the meet; propose to conduct 8 races on Wednesdays, Thursdays, and Fridays, 9 or 10 races on Saturdays, Sundays, Holidays and days of special interest. Will seek administrative approval to conduct more than an average of 8.6 races per day if horse population permits additional races.

C. Total number of stakes races: 7

D. Attach a listing of all stakes races and indicate the date to be run and the added money or guaranteed purse for each. Note the races that are designated for California-bred horses.

E. Will provisions be made for owners and trainers to use their own registered colors?

Yes No If no, what racing colors are to be used:

F. List all post times for the daily racing program:

We reserve the right to adjust post times as necessary to conform to post times in Southern California.

<u>Race #</u>	<u>Day Cards</u>	<u>Friday Nights (Beginning 4/26/02)*</u>
1	12:45	7:15
2	1:15	7:45
3	1:45	8:15
4	2:15	8:45
5	2:45	9:15
6	3:15	9:45
7	3:45	10:15
8	4:15	10:45
9	4:45	
10	5:15	

*Post time on Fridays, April 5, 12, & 19 will be 12:45

NOTICE TO APPLICANT Every licensee conducting a horse racing meeting shall each racing day provide for the running of at least one race limited to California-bred horses, to be known as the "California-bred race" pursuant to CHRB Rule 1813. For thoroughbred and quarter horse meetings, the total amount distributed for California-bred stakes races from the purse account, including overnight stakes, shall not be less than 10% of the total amount distributed for all stakes races pursuant to B&P Code Section 19568(b).

4. RACING ASSOCIATION

A. Association is a: Corporation (complete subsection C)
 LLC (complete subsection D)
 Other (specify, and complete subsection E)

B. Complete the applicable subsection and attached Addendum, Background Information and Ownership.

C. CORPORATION

1. Registered name of the corporation:
2. State where incorporated:

**Bay Meadows Racecourse
2002 Spring Racing Meet
Stakes Schedule**

Date	Stake	Purse	Age & Sex	Distance	Nominations Close
Sunday, April 7, 2002	Miss America Handicap	\$100,000 Guaranteed	F & M 3YO & Up	One Mile (Longden Turf Course)	Thursday, March 28, 2002
Saturday, April 13, 2002	California Derby	\$150,000 Guaranteed	3YO	One Mile & One-Eighth	Thursday, April 4, 2002
Saturday, April 27, 2002	Grade II - San Francisco Breeders' Cup Mile	\$250,000 Guaranteed*	3YO & Up	One Mile (Longden Turf Course)	Thursday, April 18, 2002
Saturday, May 11, 2002	Grade III - Bay Meadows Breeders' Cup Sprint	\$200,000 Guaranteed*	3YO & Up	Six Furlongs	Thursday, May 2, 2002
Sunday, May 12, 2002	Grade III - Ascot Handicap	\$100,000 Guaranteed	3YO	One Mile & One-Sixteenth (Longden Turf Course)	Thursday, May 2, 2002
Saturday, May 18, 2002	Grade III - Yerba Buena Breeders' Cup Handicap	\$150,000 Guaranteed*	F & M 3YO & Up	One Mile & Three-Eighths (Longden Turf Course)	Thursday, May 9, 2002
Saturday, June 8, 2002	Grade III - All America Handicap	\$150,000 Guaranteed	3YO & Up	One Mile & One-Sixteenth	Thursday, May 30, 2002

* - Includes \$50,000 in Breeders' Cup Limited Funds

3. Registry or file number for the corporation:
4. Names of all officers and directors, titles, and the number of shares of the corporation held by each:
5. Names (true names) of all persons, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the corporation and the number of shares held by each:
6. Number of outstanding shares in the corporation:
7. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
8. Name of the custodian of the list of shareholders and/or the transfer agent for the share holdings of the corporation:
9. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:
10. Attach the most recent annual financial statement for the corporation, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the corporation and/or the Securities and Exchange Commission and/or the California Corporations Commission.

D. LLC

1. Registered name of the LLC: Bay Meadows Operating Company LLC
2. State where articles of organization are filed: Delaware
3. Registry or file number for the LLC: 8541094 (State of Delaware)
4. Names of all officers and directors, titles, and the number of shares of the LLC held by each:
 - Frank Stronach – Chairman and Director
 - Jim McAlpine – Chief Executive Officer and Director
 - Graham J. Orr – Chief Financial Officer and Director
 - F. Jack Liebau – President and General Manager
 - Bernie Thurman – Vice President and Assistant General Manager
 - Richard Lewis – Vice President
 - Michael A. Scalzo – Vice President Operations
 - Michael Ziegler – Vice President
 - Gary Cohn – Secretary
 - Frank J. DeMarco, Jr. – Assistant Secretary
 - Barbara Helm – Controller
5. Names (true names) of all members, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the LLC and the number of shares held by each:

Magna Entertainment Corporation – 99%

6. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
7. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:

Magna Entertainment Corporation - 99%
8. Attach the most recent annual financial statement for the LLC, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the LLC and/or the Securities and Exchange Commission and/or the California Corporations Commission. To be submitted

E. OTHER

1. Name(s) of partners/sole proprietor:
2. If a partnership, attach partnership agreement.

F. Management and Staff

1. Name and title of the managing officer and/or general manager of the association and the name and title of all department managers and staff, other than those listed in 10B, who will be listed in the official program:

Frank Stronach – Chairman and Director
 Jim McAlpine – Chief Executive Officer and Director
 Graham J. Orr – Chief Financial Officer and Director
 Gary Cohn – Secretary
 Frank DeMarco, Jr. – Assistant Secretary
 F. Jack Liebau – President and General Manager
 Bernie Thurman – Vice President and Assistant General Manager
 Richard Lewis – Vice President
 Michael A. Scalzo – Vice President Operations
 Michael Ziegler – Vice President
 Tony Calo – Track Announcer
 Jim Fetter – Director of Video Operations
 Salvador Ganzon – Director of Security
 Dyan Grealish – Director of Group Sales
 Barbara Helm – Controller
 Paul A. Miller – Director of Food and Beverage
 Bryan Wayte – Mutuel Manager
 Kay Webb – Simulcast Coordinator

2. Name and title of the person(s) authorized to receive notices on behalf of the association and the mailing address of such person(s) if other than the mailing address of the association:

F. Jack Liebau, President

5. PURSE PROGRAM

A. Estimated purse distribution:

1. All races other than stakes: \$7,342,500 (other than stakes, overnight stakes, & overnight handicaps)
2. Overnight stakes: overnight stakes-\$295,000, overnight handicaps-\$495,000
3. Non-overnight stakes: \$1,100,000

B. Stakes Races:

1. Estimated purse distribution for all stakes races: \$1,890,000 - see A(2)
2. Percentage of the estimated purse distribution for all stakes races that will be distributed for California-bred stakes races:

Over the course of the calendar year, approximately 12% of Bay Meadows purse distribution for stakes events will be for California-bred stakes.

C. Estimated funds to be generated for all California-bred incentive awards: \$1,063,197

D. Estimated amount of payment to each recognized horsemen's organization contracting with the association and the name(s) of the organization(s):

Recognized Horsemen's Organization	Estimated Payment
Thoroughbred Owners of California (NTRA contribution)	\$129,000
California Thoroughbred Trainers	\$139,226
Thoroughbred Owners of California	\$92,818

E. Total estimated amount from all sources to be distributed at the meeting in the form of purses or other benefits to horsemen: \$10,656,741

F. Estimated purse funds to be generated from on-track handle and intrastate off-track handle: \$7,662,975

G. Estimated purse funds to be generated from interstate handle: \$1,569,525

H. Bank or depository for the Paymaster of Purses' purse account and the account number:

Wells Fargo – Account #4496-895475

I. Name, address and telephone number of the pari-mutuel audit firm engaged for the meeting:

Bowen McBeth
 10722 Arrow Route, Suite #110
 Rancho Cucamonga, CA 91730 Phone #: (909) 944-6465

NOTICE TO APPLICANT All funds generated and retained from on-track pari-mutuel handle which are obligated by law for distribution in the form of purses, breeders' awards or other benefits to horsemen, **shall not** be deemed as income to the association and **shall**, within 3 calendar days following receipt, be deposited in a segregated and separate liability account in a depository approved by the CHRB and shall be at the disposition of the Paymaster of Purses, who shall pay or distribute such funds to the persons entitled thereto. All funds generated from off-track simulcast wagering, interstate wagering, and out-of-state wagering which are obligated by law for distribution in the form of purses and breeders' awards, shall also be deposited within 3 calendar days following receipt, into such liability account. In the event the association is obligated to the payment of purses prior to those obligated amounts being retained from pari-mutuel wagering for such purpose, or as a result of overpayment of earned purses at the conclusion of the meeting, the association shall transfer from its own funds such amounts as are necessary for the Paymaster of Purses to distribute to the horse owners statutorily or contractually entitled thereto. The association is entitled to recover such transferred funds from the Paymaster of Purses' account; and if insufficient funds remain in the account at the conclusion of the meeting, the association is entitled to carry forward the deficit to its next succeeding meeting as provided by B&P Code Section 19615(c) or (d). In the event of **underpayment** of purses which results in a balance remaining in the Paymaster of Purses' account at the conclusion of the meeting after distribution of amounts due to horsemen and breeders and horsemen's organizations, the association may carry forward the surplus amount to its next succeeding meeting; provided, however, that the amount so retained does not exceed an amount equivalent to the average daily distribution of purses and breeders' awards during the meeting. All amounts in excess shall be distributed retroactively and proportionally in the form of purses and breeders' awards to the horse owners and breeders having earned purses or awards during the conduct of the meeting.

6. STABLE ACCOMMODATIONS

- A. Number of usable stalls available for racehorses at the track where the meeting is held: 900
- B. Minimum number of stalls believed necessary for the meeting: 1,900
- C. Total number of usable stalls to be made available off-site at approved auxiliary stabling areas or approved training centers: 1,000
- D. Name or location of each off-site stabling area and the number of stalls to be maintained at each site:

Golden Gate Fields – 1,000
- E. Attach each contract or agreement between the association and the person(s) furnishing off-site stabling accommodations for eligible racehorses which cannot be provided stabling on-site.

Complete subsections F through I if the association will request reimbursement for off-site stabling as provided by B&P Code Sections 19607, 19607.1, 19607.2, and 19607.3; otherwise, skip to Section 7.

- F. Total number of usable stalls made available on-site for the **1986** meeting: 1,534
- G. Estimated cost to provide off-site stalls for this meeting: \$555,000
- H. Estimated cost to provide vanning from off-site stalls for this meeting. Show fees to be paid for vanning per-horse:

Vanning per horse-\$97.50; estimated vanning cost-\$131,040. Starter fees estimated at \$90,000
- I. Estimated cost for off-site stabling and vanning for this meeting. Show cost per-day per-stall:

\$686,040 estimated stabling & vanning cost, \$776,040 with starter fees included. Stabling per day per stall over the 75 day time frame estimated at \$7.40.

7. PARI-MUTUEL WAGERING PROGRAM

- A. Pursuant to B&P Code Section 19599, and with the approval of the CHRB, associations may elect to offer wagering programs using CHRB Pari-mutuel Rules, the Association of Racing Commissioners International (RCI) Uniform Rules of Racing, Chapter 9, Pari-mutuel Wagering, or a combination of both. Please complete the following schedule for the types of wagering other than WPS and the minimum wager amount for each:

Use DD for daily double, E for exacta (special quinella), LS for limited sweepstakes (pick 6), PK3 for pick three, PK4 for select four, PK6 for pick 6 one pool, PK7 for pick 7, PNP for pick (n) pool, PPN for place pick (n), Q for quinella, SF for superfecta, SS1 for special sweepstakes (pick 6) alternate 1, SS2 for special sweepstakes (pick 6) alternate 2, SS3 for special sweepstakes (pick 6) alternate 3, SRUS for special reserved unlimited sweepstakes (pick 9), SUS for special unlimited sweepstakes (pick 9), TRI for trifecta, and US for unlimited sweepstakes (pick 9).

	TYPE OF WAGERS	APPLICABLE RULES
Example Race:	\$1 E; \$2 Twin Trifecta	CHRB #1959; RCI #VP
Race #1	\$2 DD *; \$1 E; \$2 Q; \$1 PK3 +; \$1 TRI ++; \$1 PPN % \$1 SF #;	CHRB#1957; CHRB #1959; CHRB #1958; CHRB #1977; CHRB #1979; CHRB #1976.8; CHRB #1979.1
Race #2	\$2 DD *; \$1 E; \$2 Q; \$1 PK3 +; \$1 TRI ++; \$1 PPN% \$1 SF #;	CHRB#1957; CHRB #1959; CHRB #1958; CHRB #1977; CHRB #1979; CHRB #1976.8; CHRB #1979.1
Race #3	\$2 DD *; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3 +; \$1 TRI ++ \$1 SF #; \$1 PPN %	CHRB #1957; CHRB #1976.9; CHRB #1959; CHRB #1958; CHRB #1977; CHRB #1979; CHRB # 1979.1; CHRB #1976.8
Race #4	\$2 DD *; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3 +; \$1 TRI ++ \$1 SF #; \$1 PPN %	CHRB #1957; CHRB #1976.9; CHRB #1959; CHRB #1958; CHRB #1977; CHRB #1979; CHRB 1979.1; CHRB #1976.8
Race #5	\$2 DD *; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3 +; \$1 TRI ++ \$1 SF #; \$1 PPN%; \$1 PK4 !	CHRB #1957; CHRB #1976.9; CHRB #1959; CHRB #1958; CHRB #1977; CHRB #1979; CHRB # 1979.1; CHRB #1976.8; CHRB #1978
Race #6	\$2 DD *; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3 +; \$1 TRI ++ \$1 SF #; \$1 PPN %; \$1 PK4!	CHRB #1957; CHRB #1976.9; CHRB #1959; CHRB #1958; CHRB #1977; CHRB #1979; CHRB #1979.1; CHRB #1976.8; CHRB #1978
Race #7	\$2 DD *; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3 +; \$1 TRI ++ \$1 SF #; \$1 PPN %; \$1 PK4 !	CHRB #1957; CHRB #1976.9; CHRB #1959; CHRB #1958; CHRB #1977; CHRB #1979; CHRB #1979.1; CHRB #1976.8; CHRB #1978
Race #8	\$2 DD *; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3 +; \$1 TRI ++ \$1 SF #; \$1 PPN%; \$1 PK4 !	CHRB #1957; CHRB #1976.9; CHRB #1959; CHRB #1958; CHRB #1977; CHRB #1979; CHRB #1979.1; CHRB #1976.8; CHRB #1978
Race #9	\$2 DD *; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3 +; \$1 TRI ++ \$1 SF #; \$1 PPN%; \$1 PK4!	CHRB #1957; CHRB #1976.9; CHRB #1959; CHRB #1958; CHRB #1977; CHRB #1979; CHRB #1979.1; CHRB #1976.8; CHRB #1978
Race #10	\$2 DD *; \$2 PNP @; \$1 E; \$2 Q; \$1 PK3 +; \$1 TRI ++ \$1 SF #; \$1 PPN %; \$1 PK4!	CHRB #1957; CHRB #1976.9; CHRB #1959; CHRB #1958; CHRB #1977; CHRB #1979; CHRB #1979.1; CHRB #1976.8; CHRB #1978

- * - \$2 Daily Double on all races
- @ - \$2 Pick 6 on last six races
- + - \$1 Pick 3 on every race
- ++ - \$1 Trifecta on every eligible race
- # - \$1 Superfecta on all eligible races
- % - \$1 Place Pick All on all races carded
- ! - \$1 Pick 4 on last four races

Additional deduction provided by subdivision (a) of Section 19611.5 will be made.

B. The maximum carryover pool to be allowed to accumulate before its distribution **OR** the date(s) designated for distribution of the carryover pool: June 16, 2002 (closing day)

C. List any options requested with regard to exotic wagering:

Pick (n) pool (pick six) - \$2 minimum wager; 70% to major pool or carryover, 30% to minor pool

- D. Will "advance" or "early bird" wagering be offered? Yes No

If yes, when will such wagering begin:

May 3, 2002 – advance day wagering on the Kentucky Derby
 May 17, 2002 – advance day wagering on the Preakness
 June 7, 2002 – advance day wagering on the Belmont

April 4 through April 7, 2002 - "Derby Future" wagering per ARCI rules

- E. Type(s) of pari-mutuel or totalizator equipment to be used by the association and the simulcast organization, name of the person(s) supplying equipment, and expiration date of the service contract:

Autotote Limited	Probe System
Contact Person:	David Payton
Contract Expires:	September, 2003

8. SIMULCASTING WAGERING PROGRAM

- A. Simulcast organization engaged by the association to conduct simulcast wagering:

Northern California Off-Track Wagering, Inc.

- B. Attach the agreement between the association and simulcast organization permitting the organization to use the association's live audiovisual signal for wagering purposes and providing access to its totalizator for the purpose of combining on-track and off-track pari-mutuel pools.

Agreement is on file with CHRB

- C. California simulcast facilities the association proposes to offer its live audiovisual signal:

NORTHERN CALIFORNIA

Alameda County Fair, Pleasanton
 Big Fresno Fair, Fresno
 California State Fair & Exposition, Sacramento
 Club One, Fresno
 Golden Gate Fields, Albany
 Kern County Fair, Bakersfield
 Monterey County Fair, Monterey
 *Redwood Acres Fair, Eureka
 San Joaquin County Fair, Stockton
 Santa Clara County Fair, San Jose
 Shasta District Fair, Anderson
 Solano County Fair, Vallejo
 Sonoma County Fair, Santa Rosa
 Stanislaus County Fair, Turlock
 Tulare County Fair, Tulare

SOUTHERN CALIFORNIA

Barona Casino, Lakeside
 Fantasy Springs Casino (Cabazon), Indio
 Del Mar Thoroughbred Club, Del Mar
 Hollywood Park, Inglewood
 Desert ExpoCentre, Indio
 The Farmers Fair, Perris
 Antelope Valley Fair, Lancaster
 Santa Barbara County Fair, Santa Maria
 Los Alamitos Racecourse, Los Alamitos
 Mid-State Fair, Paso Robles
 National Orange Show, San Bernardino
 Fairplex Park, Pomona
 Santa Anita, Arcadia
 Viejas Casino & Turf Club, Alpine
 Earl Warren Showgrounds, Santa Barbara
 Sycuan Gaming Center, El Cajon
 Ventura County Fair, Ventura
 San Bernardino County Fair, Victorville

D. Out-of-state wagering systems the association proposes to offer its live audiovisual signal:

Commingle Pools

Acoma Pueblo, NM
 Atlantic City Casino Assn., NJ
 Bettor Racing OTB, SD
 Blue Ribbon Downs, OK
 Brocton Fair (via Suffolk Dws), MA
 Canterbury Park, MN
 Charging Horse Casino (Choctaw), MT
 Churchill Downs, KY
 Coeur d'lene Hotel & Casino, ID
 Columbus Races, NE
 Dairyland Greyhound Park, WI
 Delta Downs, LA
 Ellis Park, KY
 Evangeline Downs, LA
 Fair Meadows, OK
 Fire Lakes (LVDC), OK
 Freehold Raceway, NJ
 Great Lakes Downs, MI
 Harrington Rwy. & Simulcast Facility, DE
 Hinsdale Greyhound Park, NH
 Horsemen's Atokad Park, NE
 John Martin Manor (via Suffolk), ME
 Kentucky OTB, KY
 LVDC, NV, Tribal Locations
 Lewiston OTB, ME
 Lone Star Race Park, TX
 Maryland Jockey Club, MD
 Midway Slots & Simulcast, DE
 Montana Simulcast Partners (IMS), MT
 Mt. Pleasant Meadows, MI
 Nebraska State Fair Park, NE
 Meadowlands/Monmouth
 New York Racing Association, NY
 Northville Racing Corp., MI
 Penn National Race Course, PA
 Plainridge Racecourse, MA
 Portland Meadows, OR
 Raceway Park, OH
 Randall Doc James, JA
 Retama Park, TX
 Rockingham Park, NH
 Saginaw Harness, MI
 Scarborough Downs, ME
 Seven Clans Casino (Choctaw), OK
 Sportsman's Park, IL
 Step Two, LLC (Suffolk), ME
 SunRay Park and Casino, NM
 The Meadows, PA
 Thistledown Racing Club, OH
 Turf Paradise, AZ
 Valley Race Park, TX
 Wheeling Downs, WV
 Woodlands, KS
 Yonkers Raceway, NY

Arapahoe Park, CO
 Atlantic City Race Course, NJ
 Beulah Park, OH
 Bluff's Run, IA
 Buffalo Trotting Association, NY
 Capital District OTB, NY
 Charles Town Races, WV
 Churchill Downs Sports Spectrum, KY
 Colonial Downs, VA
 Connecticut OTB, CT
 Dakota Teletrack, TX
 Dover Downs, DE
 Emerald Downs, WA
 Excelsior Casino (Stevenson), Aruba
 Fairmount Park, IL
 Fonger Park, NE
 Geneva Lakes Kennel Club, WI
 Greentrack, AL
 Hawthorne Race Course, IL
 Holiday Beach Hotel (LVDC), NV
 Horsemen's Park, NE
 Keeneland, KY
 Lakes Region Greyhound Pk (Suffolk), ME
 Lebanon Trotting Club, OH
 Lincoln Park, RI
 Louisiana Downs, LA
 Maywood Park, IL
 Millers Restaurant (Suffolk), ME
 Monticello Raceway, NY
 Multnomah Greyhound Park, OR
 Nevada Pari-Mutuel Association, NV
 New Mexico State Fair, NM
 Newport Jai Alai, RI
 Oaklawn Park, AR
 Philadelphia Park, PA
 Pocono Downs, PA
 Prairie Meadows, IA
 Racing & Gaming Services, St. Kitts, Br.W.I.
 Raynham Greyhound (Suffolk), MA
 Rillito Park, AZ
 Rosecroft Raceway, NY
 Sam Houston Park, TX
 Schenectady OTB, NY
 Southland Greyhound Park, AR
 St. Croix Greyhound Park (Stevenson), WI
 Suffolk Downs, MA
 Tampa Bay Downs, FL
 The Stables (LVDC), OK
 Tri-State Greyhound, WV
 Turfway Park, KY
 Vernon Downs, NY
 Wichita Greyhound Park, KS
 Wyoming OTB, WY

Arlington International Race Course, IL
 Balmoral Park, IL
 Birmingham Race Course, AL
 Boyd Gaming, d/b/a Delta Downs, LA
 Calder Race Course, FL
 Catskill Off-Track Betting, NY
 Choctaw Racing Services, L.L.C., OK
 Citizen Band Potawatomi Indians, IA
 Comanche Nation Games (LVDC), NE
 Corpus Christi Greyhound Track, T
 Delaware Park, DE
 Downs at Albuquerque, NM
 Eureka Downs, KS
 Fair Grounds, LA
 Finger Lakes Race Track, NY
 Foxwoods Casino (LVDC), CT
 Gillespie County Fair, TX
 Gulfstream Park, FL
 Hazel Park, MI
 Hoosier Park, IN
 Jackson Harness Raceway, MI
 Kentucky Downs, KY
 Las Vegas Dissemination Ser., NV
 Les Bois Park, ID
 Lincoln State Fair, NE
 Manor Downs, TX
 Meskwaki Casino (LVDC), NV
 Mobile Greyhound Park, AL
 Mountaineer Park, WV
 Nassau Regional OTB, NY
 New Jersey Sports & Exposition, NJ
 New York City Off-Track Betting Corp.,
 Northfield Downs Partnership, MI
 Ocean Downs, MD
 Philadelphia Park/TRN Intern'l., PA
 Pojoaque Pueblo Gaming, Inc.(LVDC),
 Potawatomi Indian Tribe of OK (LVDC), OK
 Racing Services, Inc., ND
 Remington Park, OK
 River Downs, OH
 Ruidoso Downs, NM
 Saratoga Raceway, NY
 Scioto Downs, OH
 Sports Creek Raceway, MI
 State Fair Park, NE
 Sunland Park Racetrack, NM
 The Greyhound Park at Post Falls, ID
 The Texas Hub/Gulf Greyhound, TX
 Tucson Greyhound Park, AZ
 Turning Stone Casino, NY
 Western Regional OTB, NY
 Will Rogers Downs, OK
 Yavapai Downs, AZ

Separate Pools

Arima Race Club (Stevenson), Trin./Tobago
 Balmoral Hotel (Stevenson), Costa Rica
 Caymanas Park, JA
 Edmonton Northlands, AL, CAN
 Excelsior Hotel (Stevenson & Assoc), MD
 Hiawatha Downs, ON
 Hipodromo Presidente Remon (Stevenson) PAN
 Hipodromo Presidente Remon, PA
 Juarez, MEX
 Marquis Downs, SA
 Pacific Racing Association (Hastings), BC
 Stampede Park, AL
 Windsor Raceway, ON

Assiniboia Downs, CAN
 Barbados Turf Club (Stevenson), Barbados
 Clinton Phipps Racetrack (Stevenson), St.Th
 El Commandante (Stevenson), PR
 Flamboro Downs, ON
 Hipodromo Los Comuneros (Stevenson) COL
 Hipodromo Quinto Centenario (Stevenson) DR
 International Racing Group (Stevenson), Curacao
 Las Vegas Dissemination Co., NV
 Mia Flores Racebook (Stevenson), Peru
 Queensbury Downs, SA
 Stevenson & Associates, MD

Atingua Turf Club (Stevenson), Antigua
 Caliente (Hipodromo De Agua Caliente),
 Crystal Palace Casino (Stevenson), Bahamas
 Elmira Raceway, ON
 Fraser Downs, BC
 Hipodromo Moronas (Stevenson), UR
 Hipodromo d'Aylmer, QU
 Jockey Club de Peru (Stevenson), Peru
 l' Hippodrome de Montreal, ML
 Ontario Jockey Club, ON
 Rideau Carlton, ON
 Western Fair, ON

E. Out-of-state wagering systems that will combine their pari-mutuel pools with those of the association:

Commingled Pools

Acoma Pueblo, NM
 Atlantic City Casino Assn., NJ
 Bettor Racing OTB, SD
 Blue Ribbon Downs, OK
 Brocton Fair (via Suffolk Dws), MA
 Canterbury Park, MN
 Charging Horse Casino (Choctaw), MT
 Churchill Downs, KY
 Coeur d'Leone Hotel & Casino, ID
 Columbus Races, NE
 Dairyland Greyhound Park, WI
 Delta Downs, LA
 Ellis Park, KY
 Evangeline Downs, LA
 Fair Meadows, OK
 Fire Lakes (LVDC), OK
 Freehold Raceway, NJ
 Great Lakes Downs, MI
 Harrington Rwy. & Simulcast Facility, DE
 Hinsdale Greyhound Park, NH
 Horsemen's Atokad Park, NE
 John Martin Manor (via Suffolk), ME
 Kentucky OTB, KY
 LVDC, NV, Tribal Locations
 Lewiston OTB, ME
 Lone Star Race Park, TX
 Maryland Jockey Club, MD
 Midway Slots & Simulcast, DE
 Montana Simulcast Partners (IMS), MT
 Mt. Pleasant Meadows, MI
 Nebraska State Fair Park, NE
 Meadowlands/Monmouth
 New York Racing Association, NY
 Northville Racing Corp., MI
 Penn National Race Course, PA
 Plainridge Racecourse, MA
 Portland Meadows, OR
 Raceway Park, OH
 Randall Doc James, JA
 Retama Park, TX
 Rockingham Park, NH
 Saginaw Harness, MI
 Scarborough Downs, ME
 Seven Clans Casino (Choctaw), OK
 Sportsman's Park, IL
 Step Two, LLC (Suffolk), ME
 SunRay Park and Casino, NM
 The Meadows, PA
 Thistledown Racing Club, OH
 Turf Paradise, AZ
 Valley Race Park, TX
 Wheeling Downs, WV
 Woodlands, KS
 Yonkers Raceway, NY
 Arapahoe Park, CO
 Atlantic City Race Course, NJ
 Beulah Park, OH
 Bluff's Run, IA
 Buffalo Trotting Association, NY
 Capital District OTB, NY
 Charles Town Races, WV
 Churchill Downs Sports Spectrum, KY
 Colonial Downs, VA
 Connecticut OTB, CT
 Dakota Teletrack, TX
 Dover Downs, DE
 Emerald Downs, WA
 Excelsior Casino (Stevenson), Aruba
 Fairmount Park, IL
 Fonner Park, NE
 Geneva Lakes Kennel Club, WI
 Greentrack, AL
 Hawthorne Race Course, IL
 Holiday Beach Hotel (LVDC), NV
 Horsemen's Park, NE
 Keeneland, KY
 Lakes Region Greyhound Pk (Suffolk), ME
 Lebanon Trotting Club, OH
 Lincoln Park, RI
 Louisiana Downs, LA
 Maywood Park, IL
 Millers Restaurant (Suffolk), ME
 Monticello Raceway, NY
 Multnomah Greyhound Park, OR
 Nevada Pari-Mutuel Association, NV
 New Mexico State Fair, NM
 Newport Jai Alai, RI
 Oaklawn Park, AR
 Philadelphia Park, PA
 Pocono Downs, PA
 Prairie Meadows, IA
 Racing & Gaming Services, St. Kitts, Br.W.I.
 Raynham Greyhound (Suffolk), MA
 Rillito Park, AZ
 Rosecroft Raceway, NY
 Sam Houston Park, TX
 Schenectady OTB, NY
 Southland Greyhound Park, AR
 St. Croix Greyhound Park (Stevenson), WI
 Suffolk Downs, MA
 Tampa Bay Downs, FL
 The Stables (LVDC), OK
 Tri-State Greyhound, WV
 Turfway Park, KY
 Vernon Downs, NY
 Wichita Greyhound Park, KS
 Wyoming OTB, WY
 Arlington International Race Course, IL
 Balmoral Park, IL
 Birmingham Race Course, AL
 Boyd Gaming, d/b/a Delta Downs, LA
 Calder Race Course, FL
 Catskill Off-Track Betting, NY
 Choctaw Racing Services, L.L.C., OK
 Citizen Band Potawatomi Indians, IA
 Comanche Nation Games (LVDC), NE
 Corpus Christi Greyhound Track, T
 Delaware Park, DE
 Downs at Albuquerque, NM
 Eureka Downs, KS
 Fair Grounds, LA
 Finger Lakes Race Track, NY
 Foxwoods Casino (LVDC), CT
 Gillespie County Fair, TX
 Gulfstream Park, FL
 Hazel Park, MI
 Hoosier Park, IN
 Jackson Harness Raceway, MI
 Kentucky Downs, KY
 Las Vegas Dissemination Ser., NV
 Les Bois Park, ID
 Lincoln State Fair, NE
 Manor Downs, TX
 Meskwaki Casino (LVDC), NV
 Mobile Greyhound Park, AL
 Mountaineer Park, WV
 Nassau Regional OTB, NY
 New Jersey Sports & Exposition, NJ
 New York City Off-Track Betting Corp.,
 Northfield Downs Partnership, MI
 Ocean Downs, MD
 Philadelphia Park/TRN Intern'l., PA
 Pojoaque Pueblo Gaming, Inc.(LVDC),
 Potawatomi Indian Tribe of OK (LVDC), OK
 Racing Services, Inc., ND
 Remington Park, OK
 River Downs, OH
 Ruidoso Downs, NM
 Saratoga Raceway, NY
 Scioto Downs, OH
 Sports Creek Raceway, MI
 State Fair Park, NE
 Sunland Park Racetrack, NM
 The Greyhound Park at Post Falls, ID
 The Texas Hub/Gulf Greyhound, TX
 Tucson Greyhound Park, AZ
 Turning Stone Casino, NY
 Western Regional OTB, NY
 Will Rogers Downs, OK
 Yavapai Downs, AZ

- F. For **THOROUGHBRED** racing associations, list the host track from which the association proposes to import out-of-state and/or out-of-country thoroughbred races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state “selected feature and/or stakes races”:

NOTICE TO APPLICANT B&P Code Section 19596.2(a) stipulates that on days when live thoroughbred or fair racing is being conducted in the state, the number of thoroughbred races which may be imported by an association or fair during the calendar period the association or fair is conducting its racing meeting cannot exceed a combined daily total of 23 imported thoroughbred races statewide. The limitation of 23 imported thoroughbred races per day statewide does not apply to those races specified in B&P Code Section 19596.2(a)(1), (2), (3) and (4).

THOROUGHBRED SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Race Dates	Full Card or Selected Feature and/or Stakes Races
Examples:		
Calder Race Course	1/1 & 1/2/99	Full Card
Fair Grounds	3/14/99	Selected Feature and/or Stakes Races
NYRA	4/3-6/16/02	Full or Partial Cards
Keeneland	4/5-4/26/02	Full or Partial Cards
Churchill Downs	4/27-6/16/02	Full or Partial Cards
Pimlico	4/4-6/16/02	Full or Partial Cards
Gulfstream Park	4/3-4/21/02	Full or Partial Cards
Arlington Park	6/5-6/16/02	Full or Partial Cards
Thistledown	4/3-6/16/02	Full or Partial Cards
Calder	4/26-6/16/02	Full or Partial Cards

Additional cards and/or races pending negotiations

- G. For **QUARTER HORSE** racing associations, list the host track from which the association proposes to import out-of-state and/or out-of-country quarter horse races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state “selected feature and/or stakes races”:

QUARTER HORSE SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Race Dates	Full Card or Selected Feature and/or Stakes Races
Examples:		
Retama Park	4/8 & 4/9/99	Full Card
Ruidoso Downs	9/6/99	Selected Feature and/or Stakes Races

- H. For **STANDARD**BRED racing associations, list the host tracks from which the association proposes to import out-of-state and/or out-of-country harness races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected feature and/or stakes races":

HARNESS SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Race Dates	Full Card or Selected Feature and/or Stakes Races
Examples:		
Saratoga Raceway	5/8/99	Full Card
Meadowlands	8/7/99	Selected Feature and/or Stakes Races

- I. For **ALL** racing associations, list imported simulcast races the association plans to receive which use breeds other than the breed of the majority of horses racing at its live horse racing meeting. Include the name of the host track, the dates imported races will be held, and how many races will be imported:

OTHER BREED SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Breed of Horse	Race Dates	Number of Races to be Imported
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- J. For **ALL** racing associations, if any out-of-state or out-of-country races will commence outside of the time constraints set forth in B&P Code Section 19596.2(d), attach a copy showing the agreement by the appropriate racing association(s).

NOTICE TO APPLICANT All interstate wagering to be conducted by an association is subject to the provisions of Title 15, United States Codes, which require specific written approval of the CHRB and of the racing commission having jurisdiction in the out-of-state venue. All international wagering to be conducted by an association is subject to the provision of B&P Code Sections 19596, 19596.1, 19596.2, 19601, 19602, and 19616.1, and will require specific written approval of the CHRB.

Every association shall pay over to the simulcast organization within 3 calendar days following the closing of wagering for any day or night racing program, or upon receipt of the proceeds, such amounts that are retained from off-track simulcast wagering, interstate and out-of-state wagering, and which are obligated by statute for guest commissions, simulcast operator's expenses and promotions, equine research, local government in-lieu taxes, and stabling and vanning deductions. Every association shall pay to its Paymaster of Purses' account within 3 calendar days following the closing of wagering for each day or night racing program, or upon receipt of the proceeds, such amounts that are retained or obligated from off-track simulcast wagering, interstate and out-of-state wagering for purses, breeders' awards or other benefits to horsemen. (See Notice to Applicant, Section 5.)

9. CHARITY RACING DAYS

- A. Name and address of the distributing agent (charity foundation) for the net proceeds from charity racing days held by the association:

Bay Meadows Foundation, Melvin Cohn, President, will allocate and distribute for charitable purposes an amount at least equal to that specified in subdivision (b) of Section 19550.

B. Names and addresses of the trustees or directors of the distributing agent:

Melvin E. Cohn, c/o Aaronson, Dickerson, Cohn, & Lanzone
939 Laurel Street, Suite D, San Carlos, CA 94070

Joseph W. Cotchett, c/o Cotchett & Pitre
840 Malcom Road, Suite 200, Burlingame, CA 94010

James Fox, San Mateo District Attorney
401 Marshall Street, Redwood City, CA 94063

Eleanor Nettle
2015 Eucalyptus, San Carlos, CA 94070

Jackie Speier, c/o Electronic Arts
1450 Fashion Island Blvd., San Mateo, CA 94404-2064

Tormey L. Ward
391 Montwood Circle, Redwood City, CA 94062

Robert F. Kane, c/o Judges & Attorneys Resolution Services, Inc.
630 N. San Mateo Drive, San Mateo, CA 94403

C. Dates the association will conduct races as charity racing days OR: Bay Meadows shall pay the distributing agent an amount equal to the maximum amount required by Section 19550 (b)

D. Will the association pay the distributing agent an amount equal to the maximum required under B&P Code Section 19550(b)? Yes

NOTICE TO APPLICANT Net proceeds from charity racing days shall be paid to the designated and approved distributing agent within 180 days following the conclusion of the association's race meeting in accordance with the provisions of B&P Code Section 19555. Thereafter, the distributing agent shall distribute not less than 90% of the aggregate proceeds from such charity racing days within 12 calendar months after the last day of the meeting during which the charity racing days were conducted and shall distribute the remaining funds as soon thereafter as is practicable. At least 20% of the distribution shall be made to charities associated with the horse racing industry in accordance with the provisions of B&P Code Section 19556(b).

10. RACING OFFICIALS, OFFICIALS, AND OFFICIATING EQUIPMENT

A. Racing Officials nominated:

- | | |
|-----------------------------|--|
| Associate Judges | N/A |
| Association Veterinarian(s) | Don Dooley, DVM, Robert Connelly, DVM
Diane Isbell, DVM |
| Clerk of Scales | Paul Nicolo |
| Clerk of the Course | Anne Daftary |
| Horse Identifier | Patrick Kealy |
| Horseshoe Inspector | Jack Hammonds |
| Paddock Judge | Larry Rees |
| Patrol Judges | Larry Rees, Ella Robinson |
| Placing Judges | Tina Walker, Grant Baker |
| Starter | Chuck Burkes |
| Timer | Richard Somers |

D. Management officials in the racing department:

Director of Racing	Thomas S. Robbins
Racing Secretary	C. Gregory Brent, Jr.
Assistant Racing Secretary	Linda Anderson
Paymaster of Purses	Patricia Prospero

Others (identify by name and title)

Assistant Clerk of Scales	John Nommsen
Main Track Superintendent	Robert Turman
Turf Track Superintendent	Bernie Eastridge
Price Maker	Richard Somers
Stable Area Superintendent	JerryLynn Hunter

C. Name, address and telephone number of the reporter employed to record and prepare transcripts of hearings conducted by the stewards:

Christine M. Niccolo, Niccolo Reporting Services
 619 Pilgrim Drive
 Foster City, CA 94404-1707
 (650) 573-9339

D. Photographic device to be used for photographing the finish of all races, name of the person supplying the service, and expiration date of the service contract:

Bill O'Brien, O'Brien Systems, Inc.
 P. O. Box 6379
 Napa, CA 94581
 Expiration Date: 11/02
 Description of Equipment on file with CHRB

E. Photopatrol video equipment to be used to record all races, name of the person supplying the service, and expiration date of the service contract:

Photopatrol service, provided by Bay Meadows Operating Company utilizes seven color cameras, twenty-one videotape recorders, and nine video monitors.

F. Type of electronic timing device to be used for the timing of all races, name of the person supplying the service, and expiration date of the service contract:

Bay Meadows electronic timer, installed and maintained by Bay Meadows personnel

11. SECURITY CONTROLS AND EMERGENCY SERVICES

A. Name and title of the person responsible for security controls on the premises:

Salvador Ganzon, Director of Security

- B. Estimated number of security guards, gatemen, patrolmen or others to be engaged in security tasks on a regular full-time basis. Describe the electronic security system:

Uniformed guards	12
Plain clothesmen	2
Stable gate attendants	5

Security alarm systems, monitored by Hue & Cry, cover the administrative offices, mutuel and catering money rooms. Surveillance systems with time-lapse recorders monitor key locations throughout the plant.

- C. Name, address and emergency telephone number of the ambulance service to be used during workouts and the running of the races:

Bayshore Ambulance
 P. O. Box 4622
 Foster City, CA 94404
 (650) 525-9700

- D. Name, address and emergency telephone number of the ambulance service to be used during workouts at auxiliary sites:

Turf Rescue, LLC
 19615 Barclay Road
 Castro Valley, CA 94546
 (510) 581-8470

- E. Attach a fire clearance from the fire authority having jurisdiction over the premises.

On file with CHRB

- F. Name of the workers' compensation insurance carrier for the association and the number of the insurance policy (if self-insured, provide details):

Liberty International WC1-B71-072827-022

- G. Attach a Certificate of Insurance for workers' compensation coverage. The CHRB is to be named as a certificate holder and given not less than 10 days' notice of any cancellation or termination of insurance which secures the liability of the association for payment of workers' compensation.

12. CONCESSIONAIRES AND SERVICE CONTRACTORS

Names and addresses of all persons to whom a concession or service contract has been given, other than those already identified, and the goods and/or services to be provided by each:

Tip Sheets:

Evan Wasserman (Jack's Blue Card")	127 Sun Avenue	Hayward, CA 94544
Rocky Nator ("U-Pick")	30519 Carroll Ave.	Hayward, CA 94544

Armored Car:

Loomis Armored Car	P. O. Box 44196	San Francisco, CA 94104
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Program Printing:

Del Mar Printing, c/o Golden Gate Fields	1100 Eastshore	Albany, CA 94706
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OFFICE OF THE FIRE CHIEF



1900 O'Farrell Street, Suite 140
San Mateo, California 94403-1332
(650) 522-7900
FAX: (650) 522-7901

July 26, 2001

Mr. Mike Scalzo, Vice President of Operations
California Horse Racing Board
2600 S. Delaware Street
San Mateo, CA 94403

Dear Mr. Scalzo:

Bay Meadows Operating Company/California Jockey Club
Fire Clearance at Bay Meadows Race Course – Fiscal 2001-2002

This letter is to advise that the San Mateo Fire Department has conducted its annual fire clearance inspection of the Bay Meadows Racecourse. A schedule to appropriately address on going fire code maintenance issues has been provided. A reinspection no later than August 31, 2001, will confirm that all fire code items are in full compliance.

The fire clearance has been granted for the entire Bay Meadows facility for a period on one year, beginning July 1, 2001, through June 30, 2002, providing building and grounds conditions remain in compliance with the fire code requirement. In addition, an active Fire Protection Program for the facility will be maintained.

Should you have any questions, please contact this office at 650-522-7940.

Sincerely,

William L. McDonald
Fire Chief

cc: Steve Davis, Building Official
Paul Olkowski, Fire Marshal

ACORD™ CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YY)
01/04/2002

PRODUCER
AON/ALBERT G. RUBEN INSURANCE SERVICES
10880 WILSHIRE BLVD. SUITE 700
LOS ANGELES, CA 90024
CONTACT: KHAN NGUYEN
PHONE: (310) 234-6824

Serial # A1878

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

COMPANIES AFFORDING COVERAGE

INSURED
MAGNA ENTERTAINMENT CORPORATION
BAY MEADOWS
P.O. BOX 60014
285 WEST HUNTINGTON DRIVE
ARCADIA, CA 91066-6014

COMPANY A ZURICH AMERICAN INSURANCE COMPANY
COMPANY B WESTCHESTER FIRE INSURANCE COMPANY
COMPANY C LIBERTY INTERNATIONAL
COMPANY D ROYAL SURPLUS LINES INSURANCE COMPANY

COVERAGES

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED, NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES, LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS
A	GENERAL LIABILITY	GL09302183-00	1/1/2002	1/1/2003	GENERAL AGGREGATE \$ 2,000,000.
	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY				PRODUCTS - COMP/OP AGG \$ 2,000,000.
	<input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR				PERSONAL & ADV INJURY \$ 1,000,000.
	<input type="checkbox"/> OWNER'S & CONTRACTOR'S PROT				EACH OCCURRENCE \$ 1,000,000.
					FIRE DAMAGE (Any one fire) \$ 1,000,000.
					MED EXP (Any one person) \$ 0.
	AUTOMOBILE LIABILITY				COMBINED SINGLE LIMIT \$
	<input type="checkbox"/> ANY AUTO				BODILY INJURY (Per person) \$
	<input type="checkbox"/> ALL OWNED AUTOS				BODILY INJURY (Per accident) \$
	<input type="checkbox"/> SCHEDULED AUTOS				PROPERTY DAMAGE \$
	GARAGE LIABILITY				AUTO ONLY - EA ACCIDENT \$
	<input type="checkbox"/> ANY AUTO				OTHER THAN AUTO ONLY:
					EACH ACCIDENT \$
					AGGREGATE \$
B	EXCESS LIABILITY	CUA1508670	12/31/2001	1/1/2003	EACH OCCURRENCE \$ 30,000,000.
	<input checked="" type="checkbox"/> UMBRELLA FORM				AGGREGATE \$ 30,000,000.
	<input type="checkbox"/> OTHER THAN UMBRELLA FORM				\$
C	WORKER'S COMPENSATION AND EMPLOYERS' LIABILITY	WC1-B71-072827-022	1/1/2002	1/1/2003	EL EACH ACCIDENT \$ 1,000,000.
	<input checked="" type="checkbox"/> INCL				EL DISEASE - POLICY LIMIT \$ 1,000,000.
	<input type="checkbox"/> EXCL				EL DISEASE - EA EMPLOYEE \$ 1,000,000.
D	OTHER EXCESS LIABILITY	KHA016921	12/31/2001	1/1/2003	\$20,000,000 EACH OCCURRENCE \$20,000,000 AGGREGATE

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS
THE CERTIFICATE HOLDER IS INCLUDED AS ADDITIONAL INSURED AS THEIR INTERESTS MAY APPEAR ON ABOVE LIABILITY POLICIES.

CERTIFICATE HOLDER

CALIFORNIA HORSE RACING BOARD
1010 HURLEY WAY, SUITE 300
SACRAMENTO, CALIFORNIA 95825

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE OF INDEPENDENT INSURANCE AGENCY

Edward G. Simon

Track Photographer:
 Vassar Photography 1167 Sapphire Drive Livermore, CA 94550

Jockey's Laundry:
 F. Lorene Dutton
 Bailey's Mobile Laundry 3263 Vineyard Ave. Pleasanton, CA 94566

Starting Gate:
 Mike Costello
 United/Puett Starting Gate Company P. O. Box 18 S. Salem, NY 10590

13. SCHEDULE OF CHARGES

A. Proposed charges for admissions, seating or boxes, parking and programs. Note any changes from the previous year:

Admission (general)	\$3.00
Admission (clubhouse)	\$6.00
Admission (turf club on weekdays)	\$10.00
Admission (turf club on weekends)	\$15.00
Reserved seating (general)	\$3.00
Reserved seating (clubhouse)	\$3.00
Parking (general)	\$4.00
Parking (preferred)	\$7.00
Parking (valet)	\$7.00
Programs (on-track)	\$2.00
(off-track)	\$2.00

B. Describe any "Season Boxes" and "Turf Club Membership" fees:

Bay Meadows Jockey Club:

Single Membership	\$ 600
Double Membership	\$ 1,000
Full Season (6 seat table)	\$ 2,400
Full Season (4 seat table)	\$ 2,000
Weekday Membership (4 seats)	\$ 600
Weekend/Holiday Membership (4 seats)	\$ 1,500

Bay Meadows Reserved Box Seating:

Clubhouse Box (6 seats)	\$ 1,000
Special Horsemen's Rate	\$ 700
Grandstand Box (6 seats)	\$ 1,350
Special Horsemen's Rate	\$ 900
Grandstand Box (4 seats)	\$ 1,100
Special Horsemen's Rate	\$ 800

C. Describe any "package" plans such as combined parking, admission and program:

None

14. JOCKEYS/DRIVERS' QUARTERS

A. Check the applicable amenities available in the jockeys/drivers' quarters:

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> Corners (lockers and cubicles) | How many | <input type="text" value="25"/> |
| <input checked="" type="checkbox"/> Showers | <input checked="" type="checkbox"/> Steam room, sauna or steam cabinets | <input checked="" type="checkbox"/> Lounge area |
| <input checked="" type="checkbox"/> Masseur | <input checked="" type="checkbox"/> Food/beverage service | <input checked="" type="checkbox"/> Certified platform scale |

B. Describe the quarters to be used for female jockeys/drivers:

Fifteen by seventeen foot room with a private entrance hall; room has windows, TV, heating unit, bunk beds, and a single stall shower. Attached is a private rest room with sink & toilet.

15. BACKSTRETCH EMPLOYEE HOUSING

A. Attach written certification that an inspection of the backstretch employee housing has been conducted by a lead agency designated by the CHRB and the applicant is not aware of any known violations of the local housing ordinances.

B. Number of rooms used for housing on the backstretch of the racetrack:

69 rooms in the barn area, plus 53 rooms in the dormitory for a total of 122

C. Number of restrooms available on the backstretch of the racetrack:

Barn area has 10 restrooms with 35 toilets & 26 showers
 Dorm area has 6 restrooms, 3 for men, 3 for women

D. Estimated ratio of restroom facilities to the number of backstretch personnel:

One toilet for every seven people

16. TRACK SAFETY

A. Total distance of the racecourse - measured from the finish line counterclockwise (3' from the inner railing) back to the finish line: feet.

B. Describe the type(s) of materials used for the inner and outer railings of the race course, the type of inner railing supports (i.e., metal gooseneck, wood 4" x 4" uprights, offset wood 4" x 4" supports, etc.), the coverings, if any, on the top of the inner railing, and the approximate height of the top of the inner railing from the level of the race course.

Inner rail is a metal gooseneck Fontana safety rail, 42" in height from track to top of rail
 Outer rail is a metal rounded pipe rail

C. Name of the person responsible for supervision of the maintenance of the racetrack safety standards pursuant to CHRB Rule 1474: Caesar Roldan

- D. Attach a Track Safety Maintenance Program pursuant to CHRB Rule 1474.
- E. If the association is requesting approval to implement alternate methodologies to the provisions of Article 3.5, Track Safety Standards, pursuant to CHRB Rule 1471, attach a Certificate of Insurance for liability insurance which will be in force for the duration of the meeting specified in Section 2. The CHRB is to be named as a certificate holder and given not less than 10 days' notice of any cancellation or termination of liability insurance. Additionally, the CHRB must be listed as additionally insured on the liability policy at a minimum amount of \$3 million per incident. The liability insurance certificate must be on file in the CHRB headquarters office prior to the conduct of any racing.

17. DECLARATIONS

- A. All labor and lease agreements and concession and service contracts necessary to conduct the entire meeting have been finalized except as follows (if no exceptions, so state): No exceptions
- B. Attach each horsemen's agreement pursuant to CHRB Rule 2044. To be submitted
- C. Attach a lease agreement permitting the association to occupy the racing facility during the entire term of the meeting. (In the absence of either a lease agreement or a horsemen's agreement, a request for an extension pursuant to CHRB Rule 1407 shall be made). Lease is on file with CHRB
- D. All service contractors and concessionaires have valid state, county or city licenses authorizing each to engage in the type of service to be provided and have valid labor agreements, when applicable, which remain in effect for the entire term of the meeting except as follows (if no exceptions, so state): No exceptions
- E. Absent natural disasters or causes beyond the control of the association, its service contractors, concessionaires or horsemen participating at the meeting, no reasons are believed to exist that may result in a stoppage to racing at the meeting or the withholding of any vital service to the association except as follows (if no exceptions, so state): No exceptions

NOTICE TO APPLICANT Pursuant to CHRB Rules 1870 and 1871, the CHRB shall be given 15 days' notice in writing of any intention to terminate a horse racing meeting or the engagements or services of any licensee, approved concessionaire, or approved service contractor.

18. CERTIFICATION BY APPLICANT

I hereby certify under penalty of perjury that I have examined this application, that all of the foregoing statements in this application are true and correct, and that I am authorized by the association to attest to this application on its behalf.

BERNIE THURMAN

Print Name



Signature

ASST GENERAL MANAGER

Print Title

1/18/02

Date

STAFF ANALYSIS
February 21, 2002

Issue: APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING OF CHURCHILL DOWNS CALIFORNIA COMPANY AT HOLLYWOOD PARK FROM APRIL 24, 2002 THROUGH JULY 21, 2002.

Churchill Downs California Company filed its application for license to conduct a thoroughbred horse racing meeting at Hollywood Park:

- April 24 through July 21, 2002, or 65 days, one less than 2001. The association proposes to race a total of 559 races, or 8.6 per day.
 - They will meet the 10% requirement of stakes purses paid for Cal-bred stakes races with their spring and fall meet.

Sun	Mon	Tue	Wed	Thu	Fri	Sat
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30				

Sun	Mon	Tue	Wed	Thu	Fri	Sat
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27 H	28	29	30	31	

Sun	Mon	Tue	Wed	Thu	Fri	Sat
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23/30	24	25	26	27	28	29

Sun	Mon	Tue	Wed	Thu	Fri	Sat
	1	2	3	4 H	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

- Racing 5 days per week, Wednesday through Sunday, with 8 races per day Wednesdays, Thursdays and Fridays, 9 or 10 races on a selected basis on Saturdays and 10 races on Sundays and holidays and 9 races Friday, April 26.
 - Racing Monday, May 27.
 - No racing Wednesday, May 29.
- First post 1:20 p.m. daily and 7:05 p.m. Fridays.
 - 1:00 to 1:10 p.m. post Friday, May 3 and Saturdays, May 4, 28 and June 8.
- Specific changes from the 2001 license application:
 - Daily post was 12:30 p.m.
- Request Diane Piper be appointed horse identifier pursuant to CHRB Rule 1525.

- Track safety requirements have been fulfilled.
- The wagering program will use CHRB rules.
 - Early wagering 8:00 a.m. on the day of and advance-day wagering.
 - \$ 1 trifecta on any race that complies with Rule 1979 and a \$1 superfecta in any race that complies with Rule 1979.1.

Simulcasting conducted with out-of-state racing jurisdictions pursuant to Business and Professions Code Section 19602; and with authorized locations throughout California.

Specific information **still needed** to complete this application includes:

1. Horsemen's agreement.
2. Fire clearance.
3. Workers' compensation insurance.

RECOMMENDATION:

Staff recommends the Board approve the application conditioned upon receiving the additional information necessary to conduct the racing meeting.

STATE OF CALIFORNIA
CALIFORNIA HORSE RACING BOARD
APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING
CHRB-17 (Rev. 7/01)

Application is hereby made to the California Horse Racing Board (CHRB) for a license to conduct a horse racing meeting in accordance with the California Business and Professions (B&P) Code, Chapter 4, Division 8, Horse Racing Law, and the California Code of Regulations, Title 4, Division 4, CHRB Rules and Regulations.

1. APPLICANT ASSOCIATION

- A. **Churchill Downs California Company, a wholly owned subsidiary of Churchill Downs Incorporated 1050 South Prairie Avenue, Inglewood, California 90301 (phone) 310-419-1500 (fax) 310-671-4460**
- B. Breed of horse: TB QH H
- C. Racetrack name: **Hollywood Park**
- D. Attach a certified check payable to the Treasurer of the State of California in the amount of \$10,000 as deposit for license fees pursuant to B&P Code Section 19490. **On file.**

NOTICE TO APPLICANT Application must be filed not later than 90 days before the scheduled start date for the proposed meeting pursuant to CHRB Rule 1433.

2. DATES OF MEETING

- A. Inclusive dates for the entire meeting: **April 24 through July 21, 2002.**
- B. Actual dates racing will be held: **April 24, 25, 26, 27, 28 May 1, 2, 3, 4, 5, 8, 9 10, 11, 12, 15,16, 17, 18, 19, 22, 23, 24, 25, 26, 27, 30, 31 June 1, 2, 5, 6, 7, 8, 9, 12, 13, 14, 15, 16, 19, 20, 21, 22, 23, 26, 27, 28, 29, 30 July 3, 4, 5,6, 7, 10, 11, 12, 13, 14, 17, 18, 19, 20, 21.**
- C. Total number of days or nights of racing: **65**
- D. Days or nights of the week races will be held:
- Wed - Sun Tues - Sat **Other (specify)**
Racing Memorial Day, Monday, May 27
& Dark Wednesday, May 29
- E. Number of days or nights of racing per week: **5**

3. RACING PROGRAM

- A. Total number of races: **559**

CHRB CERTIFICATION

Application received: *1-24-02 MG*
Deposit received: *on file*
Reviewed: *PN*

Hearing date: *2-21-02*
Approved date:
License number:

- B. Number of races for each day or night: **8 races on Wednesdays, Thursdays and Fridays except 9 races on Friday, April 26; 9 or 10 races on a selected basis on Saturdays, and 10 races on Sundays and holidays.**
- C. Total number of stakes races: **51 (40 stakes and 11 overnight stakes)**
- D. Attach a listing of all stakes races and indicate the date to be run and the added money or guaranteed purse for each. Note the races that are designated for California-bred horses. **Attached**
- E. Will provisions be made for owners and trainers to use their own registered colors?
 Yes No If no, what racing colors are to be used:
- F. List all post times for the daily racing program:

RACE	Wednesdays, Thursdays, Saturdays & Sundays (except Sat. 5/4, 5/18 & 6/8)	Friday Nights (except Friday, May 3)	Friday, May 3, Saturdays, May 4, May 18 and June 8
1st	1:20 p.m.	7:05 p.m.	First post time from 1:00 pm to 1:10 pm. All post times to be coordinated with Bay Meadows to accommodate the simulcasting of the Kentucky Oaks & Triple Crown programs.
2nd	1:50 p.m.	7:35 p.m.	
3rd	2:20 p.m.	8:05 p.m.	
4th	2:50 p.m.	8:35 p.m.	
5th	3:20 p.m.	9:05 p.m.	
6th	3:50 p.m.	9:35 p.m.	
7th	4:20 p.m.	10:05 p.m.	
8th	4:50 p.m.	10:32p.m.	
9th*	5:20 p.m.	10:59 p.m.	
10th*	5:50 p.m.		

* When applicable

NOTICE TO APPLICANT Every licensee conducting a horse racing meeting shall each racing day provide for the running of at least one race limited to California-bred horses, to be known as the "California-bred race" pursuant to CHRB Rule 1813. For thoroughbred and quarter horse meetings, the total amount distributed for California-bred stakes races from the purse account, including overnight stakes, shall not be less than 10% of the total amount distributed for all stakes races pursuant to B&P Code Section 19568(b).

4. RACING ASSOCIATION

- A. Association is a: Corporation (complete subsection C)
 LLC (complete subsection D)
 Other (specify, and complete subsection E)

HOLLYWOOD PARK
PROPOSED 2002 SPRING/SUMMER STAKES

Friday	WILSHIRE HANDICAP (GRADE III)	\$100,000 Added
April 26	Fillies & Mares, Three Year Olds & Upward	One Mile (Turf)
	Nominations close Wednesday, April 17	
Saturday	HAWTHORNE HANDICAP (GRADE III)	\$100,000 Added
April 27	Fillies & Mares, Three Year Olds & Upward	One Mile & One Sixteenth
	Nominations close Wednesday, April 17	
*****CAL FED CALIFORNIA GOLD RUSH*****		
Sunday	CAL FED SNOW CHIEF STAKES	\$250,000 #
April 28	Three Year Olds, Bred in California	One Mile & One Eighth
	Nominations close Friday, April 5	
	MELAIR STAKES	\$200,000 @
	Fillies, Three Years Old, Bred in California	One Mile & One Sixteenth
	Nominations close Friday, April 5	
	KHALED STAKES	\$175,000 @
	Four Year Olds & Upward, California Bred	One Mile & One Sixteenth (Turf)
	Nominations close Friday, April 5	
	FRAN'S VALENTINE STAKES	\$175,000 @
	Fillies & Mares, Four Year Olds & Upward	One Mile & One Sixteenth (Turf)
	Bred in California	
	Nominations close Friday, April 5	
	B. THOUGHTFUL STAKES	\$150,000
	Fillies & Mares, Four Year Olds & Upward	Seven Furlongs
	Bred in California	
	Nominations close Friday, April 5	
	QUICKEN TREE STAKES	\$100,000
	Four-Year-Olds & Upward, Bred in California	One Mile & One Half (Turf)
	Nominations close Friday, April 5	

Saturday	SENorITA STAKES (GRADE III)	\$100,000 Added
May 4	Fillies, Three Years Old	One Mile (Turf)
	Nominations close Wednesday, April 24	
Sunday	INGLEWOOD HANDICAP (GRADE III)	\$100,000 Added
May 5	Three Year Olds & Upward	One Mile & One Sixteenth (Turf)
	Nominations close Wednesday, April 24	
Sunday	MERVYN LEROY HANDICAP (GRADE II)	\$150,000
May 12	Three Year Olds & Upward	One Mile & One Sixteenth
	Nominations close Wednesday, May 1	
Saturday	RAILBIRD STAKES (GRADE III)	\$100,000 Added
May 18	Fillies, Three Years Old	Seven Furlongs
	Nominations close Wednesday, May 8	
Saturday	MILADY BREEDERS' CUP HANDICAP (GRADE I)	\$200,000 Added *
May 25	Fillies & Mares, Three Year Olds & Upward	One Mile & One Sixteenth
	Nominations close Wednesday, May 15	
Sunday	CALIFORNIA SIRE STAKES	\$100,000 Added
May 26	Three Year Olds, Cal-Breds	One Mile & One Sixteenth (Turf)
	From registered California Sires	
*****MEMORIAL DAY FESTIVAL*****		
Monday	THE GAMELY BREEDERS' CUP HANDICAP (GR I)	\$500,000 +
May 27	Fillies & Mares, Three Year Olds & Upward	One Mile & One Eighth (Turf)
	Nominations close Friday, March 1	

	SHOEMAKER BREEDERS' CUP MILE (GR I)	\$500,000 +
	Three Year Olds & Upward	One Mile (Turf)
	Nominations close Friday, March 1	
	LAZARO S. BARRERA MEMORIAL STAKES (GII)	\$150,000
	Three Year Olds	Seven Furlongs
	Nominations close Wednesday, May 15	
*****	*****	*****
Friday	CALIFORNIA SIRE STAKES	\$100,000 Added
May 31	Three Year Old Fillies, Cal-Bred	One Mile & One Sixteenth (Turf)
	From registered California Sires	
Saturday	WILL ROGERS STAKES (GRADE III)	\$100,000 Added
June 1	Three Year Olds	One Mile (Turf)
	Nominations close Wednesday, May 22	
Sunday	LOS ANGELES HANDICAP (GRADE III)	\$100,000 Added
June 2	Three Year Olds & Upward	Six Furlongs
	Nominations close Wednesday, May 22	
Friday	DESERT STORMER HANDICAP (GR III)	\$100,000 Added
June 7	Fillies & Mares, Three Year Olds & Upward	Six Furlongs
	Nominations close Wednesday, May 30	
Saturday	HONEYMOON BREEDERS' CUP STAKES (GR II)	\$200,000 Added *
June 8	Fillies, Three Years Old	One Mile & One Eighth (Turf)
	Nominations close Wednesday, May 30	
*****	***** THE GOVERNOR'S FESTIVAL *****	*****
Saturday	THE CALIFORNIAN (GRADE II)	\$500,000
June 15	Three Year Olds & Upward	One Mile & One Eighth
	Nominations close Wednesday, June 5	
	CHARLES WHITTINGHAM MEMORIAL HCP (GR I)	\$350,000
	Three Year Olds & Upward	One Mile & One Quarter (Turf)
	Nominations close Wednesday, June 5	
	HOLLYWOOD BREEDERS' CUP OAKS (GRADE II)	\$250,000 Added *
	Fillies, Three Years Old	One Mile & One Sixteenth
	Nominations close Wednesday, June 5	
*****	*****	*****
Saturday	VANITY HANDICAP (GRADE I)	\$250,000
June 22	Fillies & Mares, Three Year Olds & Upward	One Mile & One Eighth
	Nominations close Wednesday, June 12	
Sunday	AFFIRMED HANDICAP (GRADE III)	\$100,000 Added
June 23	Three Year Olds	One Mile & One Sixteenth
	Nominations close Wednesday, June 12	
Saturday	BEVERLY HILLS HANDICAP (GRADE I)	\$250,000
June 29	Fillies & Mares, Three Year Olds & Upward	One Mile & One Quarter (Turf)
	Nominations close Wednesday, June 19	
Sunday	CINEMA BREEDERS' CUP HANDICAP (GR III)	\$200,000 Added *
June 30	Three Year Olds	One Mile & One Eighth (Turf)
	Nominations close Wednesday, June 19	
Thurs.	AMERICAN HANDICAP (GRADE II)	\$150,000
July 4	Three Year Olds & Upward	One Mile & One Eighth (Turf)
	Nominations close Wednesday, June 26	
	LANDALUCE STAKES (GRADE III)	\$100,000 Added
	Fillies, Two Years Old	Six Furlongs
	Nominations close Wednesday, June 26	
Friday	FLAWLESSLY STAKES	\$100,000 Added
July 5	Fillies, Three Years Old	One Mile (Turf)
	Nominations close Wednesday June 26	

*****	***THE INTERNATIONAL FESTIVAL***	*****
Saturday	AMERICAN OAKS	\$500,000
July 6	Three Year Old Fillies (Invitational)	One Mile & One Quarter (Turf)
	TRIPLE BEND BREEDERS CUP HANDICAP (GRADE II)	\$300,000 *
	Three Year Olds & Upward (Invitational)	Seven Furlongs
	ROYAL HEROINE STAKES (GRADE III)	\$100,000 Added
	Fillies & Mares, Three Years Old & Upward	One Mile (Turf)
	Nominations close Wednesday, June 26	
*****	****GOLD CUP FESTIVAL****	*****
Sunday	HOLLYWOOD GOLD CUP (GRADE I)	\$750,000
July 14	Three Year Olds & Upward	One Mile & One Quarter
	Nominations close Friday, March 1	
	SWAPS STAKES (GRADE II)	\$500,000
	Three Year Olds	One Mile & One Eighth
	Nominations close Friday, March 1	
	A GLEAM HANDICAP (GRADE II)	\$200,000
	Fillies & Mares, Three Year Olds & Upward	Seven Furlongs
	Nominations close Wednesday, July 3	
*****	*****	*****
Saturday	HOLLYWOOD JUVENILE CHAMPIONSHIP (GR III)	\$100,000 Added
July 20	Two Year Olds	Six Furlongs
	Nominations close Wednesday, July 10	
Sunday	SUNSET HANDICAP (GRADE II)	\$250,000
July 21	Three Year Olds & Upward	One Mile & One Half (Turf)
	Nominations close Wednesday, July 10	

+ \$100,000 from Breeders' Cup Fund.
* \$ 50,000 from Breeders' Cup Fund.

\$ 50,000 from California Bred Fund.
@ \$25,000 from California Bred Fund.

HOLLYWOOD PARK
PROPOSED
2002 SPRING/SUMMER OVERNIGHT STAKES SCHEDULE

<u>DATE</u>	<u>STAKE</u>	<u>PURSE/DISTANCE</u>
Wed April 24	HARRY HENSON STAKES Three Year Olds Nominations close Wednesday, April 17	\$75,000 Added Five and One Half Furlongs (Turf)
Saturday May 11	NURSERY STAKES Fillies, Two Years Old which have not won two races Nominations close Wednesday, May 1	\$65,000 Added Five Furlongs
Sunday May 19	JIM MURRAY MEMORIAL HANDICAP Three Year Olds & Upward which have Not Won \$60,000 at a Mile or Over in 2001 Nominations close Wednesday, May 8	\$75,000 Added One Mile & One Half (Turf)
Sunday May 26	WILLARD L. PROCTOR MEMORIAL STAKES Two Year Olds which have not won two races Nominations close Wednesday, May 15 Nominations close Wednesday, May 22	\$65,000 Added Five Furlongs
Sunday June 2	CINDERELLA STAKES Fillies, Two Years Old Nominations close Wednesday, May 22	\$75,000 Added Five & One Half Furlongs
Sunday June 9	MANHATTAN BEACH STAKES Fillies, Three Years Old Nominations close Wednesday, May 30	\$75,000 Added Five & One Half Furlongs (Turf)
Friday June 14	ROBERT KERLAN MEMORIAL HANDICAP Three Year Olds & Upward Nominations close Wednesday, June 5	\$75,000 Added Five & One Half Furlongs (Turf)
Sunday June 16	HAGGIN STAKES Two Year Olds Nominations close Wednesday, June 5	\$75,000 Added Five & One Half Furlongs
Sunday July 7	GREAT LADY M. HANDICAP Fillies & Mares, Three Years Old & Upward Nominations close Wednesday, June 26	\$75,000 Added Five & One Half Furlongs (Turf)
Saturday July 13	ANSWER DO STAKES Three Year Olds & Upward, Bred in California Nominations close Wednesday, July 3	\$75,000 Added Five & One Half Furlongs (Turf)
Friday July 19	VALKYR STAKES Fillies & Mares, Three Year Olds & Up, <u>Cal-Bred</u> Non-winners of three races other than maiden, claiming or starter Nominations close Wednesday, July 10	\$75,000 Added One Mile (Turf)

B. Complete the applicable subsection and attached Addendum, Background Information and Ownership.

C. CORPORATION

1. Registered name of the corporation: **Churchill Downs California Company**
2. State where incorporated: **Kentucky**
3. Registry or file number for the corporation: **9913**
4. Names of all officers and directors, titles, and the number of shares of the corporation held by each: **See Attachment A**
5. Names (true names) of all persons, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the corporation and the number of shares held by each: **The corporation is a wholly-owned subsidiary of Churchill Downs Incorporated, a company publicly traded on the Nasdaq national market.**
6. Number of outstanding shares in the corporation: **1000 no par value**
7. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
8. Name of the custodian of the list of shareholders and/or the transfer agent for the share holdings of the corporation: **Mary Ann Guenther, Corporate Counsel & Assistant Secretary**
9. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity: **Churchill Downs Incorporated**
10. Attach the most recent annual financial statement for the corporation, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the corporation and/or the Securities and Exchange Commission and/or the California Corporations Commission. **On File**

D. LLC

1. Registered name of the LLC:
2. State where articles of organization are filed:
3. Registry or file number for the LLC:
4. Names of all officers and directors, titles, and the number of shares of the LLC held by each:
5. Names (true names) of all members, other than the officers and directors listed above, that hold 5% or more of the outstanding shares in the LLC and the number of shares held by each:

Attachment A

CHURCHILL DOWNS CALIFORNIA COMPANY

NAME	TITLE	NUMBER OF SHARES (Beneficially Owned)*
Thomas H. Meeker	Chairman of the Board	0
John R. Long	Director and Vice President	0
Robert L. Decker	Director	0
Rebecca C. Reed	Director & Secretary	0
Frederick M. Baedeker, Jr.	Director and President	0
Vicki L. Baumgardner	Assistant Treasurer	0
Mary Ann Guenther	Assistant Secretary	0
Allen N. Gutterman	Vice President, Marketing	0
Steve Arnold	Vice President, Finance, and Treasurer	0

*Shares beneficially owned in Churchill Downs California Company. The most current proxy statement for shares beneficially owned in Churchill Downs Incorporated on file.

6. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
7. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:
6. Attach the most recent annual financial statement for the LLC, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the LLC and/or the Securities and Exchange Commission and/or the California Corporations Commission.

E. OTHER

1. Name(s) of partners/sole proprietor:
2. If a partnership, attach partnership agreement.

F. Management and Staff

1. Name and title of the managing officer and/or general manager of the association and the name and title of all department managers and staff, other than those listed in 10B, who will be listed in the official program:

Frederick M. Baedeker, Jr., President
Eual G. Wyatt, Jr., General Manager
Steve Arnold, Vice President, Finance, and Treasurer
Don Barney, Director of Security/Operations
Tim Barden, Management Liason & Simulcast Coordinator
Benoit & Associates, Inc., Track Photographer
Cleon Bounds, Plant Superintendent
Susan Brooks, Turf Club
Allen Gutterman, Vice President, Marketing
Diane Hudak, Horsemen's Liason
Russell Hudak, Timer, Morning Line Maker
Ted Jakubanis, Television
Kerlan-Jobe Orthopedic, Jockeys' Physician
Michael Mooney, Director of Media Relations
O'Brien Systems, Inc. (Plusmic, USA)
Robert Poole, Director of Parimutuels
Robert Toma, Turf Course Superintendent
Vic Stauffer, Track Announcer

2. Name and title of the person(s) authorized to receive notices on behalf of the association and the mailing address of such person(s) if other than the mailing address of the association:
(a) Mary Ann Guenther, Corporate Counsel and Assistant Secretary, 700 Central Avenue, Louisville, Kentucky 40208 and (b) Frederick M. Baedeker, Jr., President or (c) Eual G. Wyatt, Jr. General Manager, 1050 South Prairie Avenue, Inglewood, California 90301.

5. PURSE PROGRAM

- A. Estimated purse distribution:
 - 1. All races other than stakes: **\$ 17,537,150**
 - 2. Overnight stakes: **\$ 825,000**
 - 3. Non-overnight stakes: **\$ 7,400,000**
- B. Stakes Races:
 - 1. Estimated purse distribution for all stakes races: **\$ 8,225,000**
 - 2. Percentage of the estimated purse distribution for all stakes races that will be distributed for California-bred stakes races: **14%**
- C. Estimated funds to be generated for all California-bred incentive awards: **\$ 2,500,000**
- D. Estimated amount of payment to each recognized horsemen's organization contracting with the association and the name(s) of the organization(s):

TOC	\$ 264,227
CTT	\$ 396,341
- E. Total estimated amount from all sources to be distributed at the meeting in the form of purses or other benefits to horsemen: **\$ 28,922,718**
- F. Estimated purse funds to be generated from on-track handle and intrastate off-track handle: **\$20,996,357**
- G. Estimated purse funds to be generated from interstate handle: **\$ 4,765,793**
- H. Bank or depository for the Paymaster of Purses' purse account and the account number: **California Federal Bank #2654174990**
- I. Name, address and telephone number of the pari-mutuel audit firm engaged for the meeting: **Bowen-McBeth, Inc. 10722 Arrow Route, Suite 110, Rancho Cucamonga, California 91730 (909) 944-6465.**

NOTICE TO APPLICANT All funds generated and retained from on-track pari-mutuel handle which are obligated by law for distribution in the form of purses, breeders' awards or other benefits to horsemen, **shall not** be deemed as income to the association and **shall**, within 3 calendar days following receipt, be deposited in a segregated and separate liability account in a depository approved by the CHRB and shall be at the disposition of the Paymaster of Purses, who shall pay or distribute such funds to the persons entitled thereto. All funds generated from off-track simulcast wagering, interstate wagering, and out-of-state wagering which are obligated by law for distribution in the form of purses and breeders' awards, shall also be deposited within 3 calendar days following receipt, into such liability account. In the event the association is obligated to the payment of purses prior to those obligated amounts being retained from pari-mutuel wagering for such purpose, or as a result of overpayment of earned purses at the conclusion of the meeting, the association shall transfer from its own funds such amounts as are necessary for the Paymaster of Purses to distribute to the horse owners statutorily or contractually entitled thereto. The association is entitled to recover such transferred funds from the Paymaster of Purses' account; and if insufficient funds remain in the account at the conclusion of the meeting, the association is entitled to carry forward

the deficit to its next succeeding meeting as provided by B&P Code Section 19615(c) or (d). In the event of **underpayment** of purses which results in a balance remaining in the Paymaster of Purses' account at the conclusion of the meeting after distribution of amounts due to horsemen and breeders and horsemen's organizations, the association may carry forward the surplus amount to its next succeeding meeting; provided, however, that the amount so retained does not exceed an amount equivalent to the average daily distribution of purses and

breeders' awards during the meeting. All amounts in excess shall be distributed retroactively and proportionally in the form of purses and breeders' awards to the horse owners and breeders having earned purses or awards during the conduct of the meeting.

6. STABLE ACCOMMODATIONS

- A. Number of usable stalls available for racehorses at the track where the meeting is held: **1,950**
- B. Minimum number of stalls believed necessary for the meeting: **1,950**
- C. Total number of usable stalls to be made available off-site at approved auxiliary stabling areas or approved training centers: **2,500**
- D. Name or location of each off-site stabling area and the number of stalls to be maintained at each site:

Santa Anita	1,500
Pomona	500
San Luis Rey Downs	500
- E. Attach each contract or agreement between the association and the person(s) furnishing off-site stabling accommodations for eligible racehorses, which cannot be provided stabling on-site. **On file.**

Complete subsections F through I if the association will request reimbursement for off-site stabling as provided by B&P Code Sections 19607, 19607.1, 19607.2, and 19607.3; otherwise, skip to Section 7.

- F. Total number of usable stalls made available on-site for the **1986** meeting: **2,000**
- G. Estimated cost to provide off-site stalls for this meeting: **\$1,700,000 Cost per available stall - \$7.64 per day**
- H. Estimated cost to provide vanning from off-site stalls for this meeting. Show fees to be paid for vanning per-horse: **\$350,000**

Roundtrip from:

Santa Anita	\$160	Los Alamitos	\$160
Pomona	\$180	Gallaway Downs	\$290
San Luis Rey	\$290		

- I. Estimated cost for off-site stabling and vanning for this meeting. **\$2,050,000**

7. PARI-MUTUEL WAGERING PROGRAM

- A. Pursuant to B&P Code Section 19599, and with the approval of the CHRB, associations may elect to offer wagering programs using CHRB Pari-mutuel Rules, the Association of Racing

Commissioners International (RCI) Uniform Rules of Racing, Chapter 9, Pari-mutuel Wagering, or a combination of both. Please complete the following schedule for the types of wagering other than WPS and the minimum wager amount for each:

Use DD for daily double, E for exacta (special quinella), LS for limited sweepstakes (pick 6), PK3 for pick three, PK4 for select four, PK6 for pick 6 one pool, PK7 for pick 7, PNP for pick (n) pool, PPN for place pick (n), Q for quinella, SF for superfecta, SS1 for special sweepstakes (pick 6) alternate 1, SS2 for special sweepstakes (pick 6) alternate 2, SS3 for special sweepstakes (pick 6) alternate 3, SRUS for special reserved unlimited sweepstakes (pick 9), SUS for special unlimited sweepstakes (pick 9), TRI for trifecta, and US for unlimited sweepstakes (pick 9).

	TYPE OF WAGERS	APPLICABLE RULES
Race #1 *	\$2DD	CHRB 1957
	\$1E	CHRB 1959
	\$1PPN	CHRB 1976.8
	\$1PK3	CHRB 1977
	\$2Q	CHRB 1958
Race #2 *	\$2DD	CHRB 1957
	\$1E	CHRB 1959
	\$1PK3	CHRB 1977
	\$2Q	CHRB 1958
Race #3 *	\$2DD	CHRB 1957
	\$1E	CHRB 1959
	\$1PK3	CHRB 1977
	\$2Q	CHRB 1958
	\$2 P(n)P (Pick 6) (when 8 races)	CHRB 1976.9
Race #4 *	\$2DD	CHRB 1957
	\$1E	CHRB 1959
	\$1PK3	CHRB 1977
	\$2Q	CHRB 1958
	\$2 P(n)P (Pick 6) (when 9 races)	CHRB 1976.9
Race #5 *	\$2DD	CHRB 1957
	\$1E	CHRB 1959
	\$1PK3	CHRB 1977
	\$2Q	CHRB 1958
	\$2 P(n)P (Pick 6) (when 10 races)	CHRB 1976.9
	\$1 PK4 (when 8 races)	CHRB 1978
Race #6 *	\$2DD	CHRB 1957
	\$1E	CHRB 1959
	\$1PK3	CHRB 1977
	\$2Q	CHRB 1958
	\$1 PK4 (when 9 races)	CHRB 1978
Race #7 *	\$2DD	CHRB 1957
	\$1E	CHRB 1959
	\$1PK3 (when 9 or more races)	CHRB 1977

	\$2Q	CHRB 1958
	\$1 PK4 (when 10 races)	CHRB 1978
Race #8 *	\$2 DD (when 9 or more races)	CHRB 1957
	\$1E	CHRB 1959
	\$1PK3 (when 10 races)	CHRB 1977
	\$2Q	CHRB 1958
Race #9 *	\$1E	CHRB 1959
	\$2Q	CHRB 1958
	\$2 DD (when 10 races)	CHRB 1957
Race #10*	\$1E	CHRB 1959
	\$2Q	CHRB 1958

* \$1Trifecta in any race when we can comply with CHRB Rule 1979 and a \$1 Superfecta in any race when we can comply with CHRB Rule 1979.1. The Pick 6 [P(n)P] will be offered on the last 6 races of the card. In accordance with CHRB Rule 1976.9 we designate that seventy percent (70%) of the net pool be retained for the jackpot and that no cap be set on the jackpot. Additionally, we will offer our patrons the option of an alternate selection pick in both the Place Pick 9 and Pick 6. Additionally we will offer Win, Place or Show parlay wagering in accordance with CHRB 1954.1.

NOTE: Applicant reserves the right to offer or substitute additional wagers approved prior to or during its meeting.

- B. The maximum carryover pool to be allowed to accumulate before its distribution **OR** the date(s) designated for distribution of the carryover pool: **n/a**
- C. List any options requested with regard to exotic wagering: **B & P code Section 19611.5**
- D. Will "advance" or "early bird" wagering be offered? Yes No
If yes, when will such wagering begin: **8:00 am on the day of and advance-day wagering.**
- E. Type(s) of pari-mutuel or totalizator equipment to be used by the association and the simulcast organization, name of the person(s) supplying equipment, and expiration date of the service contract:
Autotote: September, 2003

8. SIMULCASTING WAGERING PROGRAM

- A. Simulcast organization engaged by the association to conduct simulcast wagering: **Southern California Off-Track Wagering, Inc.**
- B. Attach the agreement between the association and simulcast organization permitting the organization to use the association's live audiovisual signal for wagering purposes and providing access to its totalizator for the purpose of combining on-track and off-track pari-mutuel pools. **On file with CHRB.**
- C. California simulcast facilities the association proposes to offer its live audiovisual signal:

National Orange Show (San Bernardino)
Del Mar Fair (Del Mar)
Ventura County Fair

Barona Indian Reservation
Sycuan Tribe
Cabazon Indian Reservation

- | | |
|--|--|
| Riverside County Nat'l Date Fest. (Indio) | Viejas Indian Reservation |
| Lake Perris Fairgrounds | Santa Anita Racetrack |
| Santa Barbara Horse & Flower Show (S.B.) | L.A. County Fair (Pomona) |
| Santa Barbara County Fair (Santa Maria) | Los Alamitos Race Course |
| Antelope Val. Fair & Alfalfa Fest. (Lancaster) | San Bernardino County Fair (Victorville) |
| Bay Meadows/Golden Gate/CARF and NOTWINC locations | |

- D. Out-of-state wagering systems the association proposes to offer its live audiovisual signal: **See Attachment B**
- E. Out-of-state wagering systems that will combine their pari-mutuel pools with those of the association: **See Attachment B**
- F. For **THOROUGHBRED** racing associations, list the host track from which the association proposes to import out-of-state and/or out-of-country thoroughbred races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected feature and/or stakes races": **See Attachment B**

NOTICE TO APPLICANT B&P Code Section 19596.2(a) stipulates that on days when live thoroughbred or fair racing is being conducted in the state, the number of thoroughbred races which may be imported by an association or fair during the calendar period the association or fair is conducting its racing meeting cannot exceed a combined daily total of 23 imported thoroughbred races statewide. The limitation of 23 imported thoroughbred races per day statewide does not apply to those races specified in B&P Code Section 19596.2(a)(1), (2), (3) and (4).

THOROUGHBRED SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Race Dates	Full Card or Selected Feature and/or Stakes Races
Examples:		
Calder Race Course	1/1 & 1/2/99	Full Card
Fair Grounds	3/14/99	Selected Feature and/or Stakes Races

- G. For **QUARTER HORSE** racing associations, list the host track from which the association proposes to import out-of-state and/or out-of-country quarter horse races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected feature and/or stakes races":

QUARTER HORSE SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Race Dates	Full Card or Selected Feature and/or Stakes Races
Examples:		
Retama Park	4/8 & 4/9/99	Full Card
Ruidoso Downs	9/6/99	Selected Feature and/or Stakes Races

- H. For **STANDARD BRED** racing associations, list the host tracks from which the association proposes to import out-of-state and/or out-of-country harness races. Include the dates imported races will be held, and whether or not a full card will be accepted. If the full card will not be imported, state "selected

Attachment B

(8) SIMULCAST WAGERING PROGRAM

Acoma Pueblo Casino	Hawthorne
Arapahoe Park	Hazel Park
Arlington International	Hilaeah Park
Atlantic City Race Course	Hinsdale Greyhound Park
Balmoral Park	Hoosier Park
Batavia Downs	Horsemen's Atokad Downs
Beulah Park	Horsemen's Park
Birmingham Race Course	Jackson Harness
Blue Ribbon Downs	Keeneland
Bluff's Run Greyhound Park	Ladbroke Meadows
Buffalo Raceway	*LVDC
Calder Race Course	Lebanon Raceway
Camptown Greyhound Park	Les Bois Park
Canterbury Park	Lewiston Raceway
Capital District OTB	Lincoln Greyhound Park
Catskill OTB	Lincoln State Fair Park
Charles Town Race Course	Lone Star Park
Choctaw Racing	Louisiana Downs
Churchill Downs	Manor Downs
Colonial Downs	Maryland Jockey Club
Columbus Races	Maywood Park
Connecticut OTB	Meadowlands
Corpus Christie Greyhound Park	Mesquaki Casino
Dairyland Greyhound	Mobile Greyhound Park
Dakota Teletrack	Monmouth Park
Delaware Park	Montana Simulcast Parnters
Delta Downs	Monticello Raceway
Dover Downs	Mountaineer Park
Downs at Albuquerque	Mt. Pleasant Meadows
Ellis Park	Multnomah Kennel Club
Emerald Downs	Nassau Regional OTB
Eureka	Nevada Pari-Mutuel Association
Evangeline Downs	New Jersey Casinos
Excelsior Casino	New York City OTB
Fairgrounds	NYRA
Fairmount Park	Northfield Park
Finger Lakes	Northville Downs
Fonner Park	Oaklawn Park
Fort Tuthill Downs	Ocean Downs Racetrack
Foxwoods Casino	Penn National
Freehold Raceway	Philadelphia Park
Geneva Lakes Kennel Club	Plainridge
Great Lakes Downs	Suffolk Downs
Greentrack	Suffolk OTB
Gulf Greyhound Park	Sunland Park
Harrington Raceway	Sun Ray Park

(8) SIMULCAST WAGERING PROGRAM

Pocono Downs	Tampa Bay Downs
Pojoaque Casino	T VG
Portland Meadows	Thistledown
Potawatomi Casino	Tonkowa Casino
Prairie Meadows	Tri-State Greyhound Park
Raceway Park	Turf Paradise
Racing Services, Inc.	Turfway Park
Remington Park	Valley Race Park
Retama Park	Vernon Dwons
RGS	Western Regional OTB
River Downs	Wichita Greyhound Park
Rockingham Park	Will Rogers Downs
Ruidoso Downs	Wonderland Greyhound Park
Saginaw Harness	Woodlands
St. Croix Meadows	Wyoming OTB
Sam Houston	Yavapi Downs
Saratoga Harness	Yonkers Raceway
Scarborough Downs	Youbet Racing Operations
Scioto Downs	
Southland Greyhound Park	
Sports Creek	
Sportsman's Park	
Stables Casino	
Stevenson & Associates	

* Out-of-state wagering systems which will not combine their pari-mutuel pools with those of the association.

The following is a list of international wagering systems to which the Association proposes to offer its live audiovisual signal for wagering purposes:

Hastings Park	Canada
Hippodrome de Montreal	Canada
Hipodromo Presidente Ramon	Panama
Holiday Beach Hotel Casino	Curacao
Juarez	Mexico
Northlands Park	Canada
Ontario Jockey Club	Canada
Stampede Park	Canada

MIR Caliente Group:

Agua Caliente	Mexico
MIR	Brazil
MIR	Colombia
MIR	Ecuador
MIR	Peru
MIR	Uruguay

Attachment B (continued)

(8) Simulcast Wagering Program (continued)

Stevenson & Associates:

Casino Rivera	Antigua
Crystal Casino	Aruba
Federal Bookmakers	Barbados
Triple Crown	Bermuda
Hipodromo Los Comuneros	Colombia
Track Price Plus	Jamaica
RGS, Inc.	St. Kitts
Lightning	St. Marten
Fair Chance	Trinidad & Tobago
Arima	Trinidad & Tobago
Goodwood	Trinidad & Tobago
RPM Teletheater	Venezuela

Wagering systems in Northern California:

CARF
Golden Gate Fields

Other out-of-state wagering systems to be determined.

(F) Please note the attached 2001 April-July calendars which include single-feature events which were imported during the 2001 Spring/Summer Meeting. It is anticipated Hollywood Park may import many of these same events as well as others – to be determined during the 2002 Spring/Summer Meeting.

Also:

Full and/or partial cards from The New York Racing Association & Churchill Downs, with other events to be determined.

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
[23] 1 10:57 AQUEDUCT(7)3-9 11:05 OAKLAWN(10)1-10 12:30 SANTA ANITA 12:34 SPORTSMAN'S(8)4-9 12:45 GOLDEN GATE 5:40/5:30 LOS ALAMITOS QH	2	3	[17] 4 10:55 AQUEDUCT(7)3-9 11:35 OAKLAWN(10)1-10 12:45 BAY MEADOWS-Opens 1:00 SANTA ANITA 4:50/5:35 CAL-EXPO H	[17] 5 10:55 AQUEDUCT(7)3-9 11:35 OAKLAWN(10)1-10 12:45 BAY MEADOWS 1:00 SANTA ANITA 4:50/5:45 CAL-EXPO H	[23] 6 10:40 KEENELAND(8)2-9-Opens 10:55 AQUEDUCT(7)3-9 1:03 OAKLAWN(8)4-11 3:00 SANTA ANITA 7:15 BAY MEADOWS 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS	[23] 7 DERBY PICK 3 10:40 KEENELAND(8)2-9 10:57 AQUEDUCT(7)3-9 12:10 SANTA ANITA(#5 S.A.Derby-2:45) 12:30 BAY MEADOWS 2:33 OAKLAWN(5)8-12 2:12 SPORTSMAN'S(1)#7 ILL Derby 2:15 HIALEAH(1)#11 Flamingo 2:25 LONE STAR(1)#6 LS Derby 4:40/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH
[23] 8 10:40 KEENELAND(8)2-9 DARK AQUEDUCT 12:04 OAKLAWN(10)2-11 12:30 SANTA ANITA 12:45 BAY MEADOWS 1:30 SPORTSMAN'S(5)8-10 5:40/5:30 LOS ALAMITOS QH	9	10	[22] 11 10:40 KEENELAND(8)2-9 10:55 AQUEDUCT(7)3-9 12:45 BAY MEADOWS 1:00 SANTA ANITA 1:03 OAKLAWN(7)4-10 4:50/5:35 CAL-EXPO H	[20] 12 10:40 KEENELAND(8)2-9 10:55 AQUEDUCT(7)3-9 12:45 BAY MEADOWS 1:00 SANTA ANITA 2:00 OAKLAWN(5)6-10 4:50/5:45 CAL-EXPO H	[23] 13 10:40 KEENELAND(8)2-9 10:55 AQUEDUCT(7)3-9 1:02 OAKLAWN(8)4-11 3:00 SANTA ANITA 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS 7:00 BAY MEADOWS	[23] 14 BIG 3 PICK 3 10:42 KEENELAND(9)2-10 10:57 AQUEDUCT(8)3-10 12:30 SANTA ANITA 12:45 BAY MEADOWS 2:08 OAKLAWN(5)8-12-Closes 2:28 SPORTSMAN'S(1)#8 J.C. Oaks 4:40/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH
[20] EASTER 15 DARK AQUEDUCT DARK KEENELAND 10:45 HIALEAH(10)2-11 11:35 LONE STAR(10)1-10 12:30 SANTA ANITA 12:45 BAY MEADOWS 5:40/5:30 LOS ALAMITOS QH	[23] 16 DARK KEENELAND DARK AQUEDUCT 10:52 THISTLEDOWN(7)3-9 11:38 SPORTSMAN'S(9)2-10 12:30 SANTA ANITA-Closes 12:45 BAY MEADOWS 1:39 TURF PARADISE(7)3-9 4:50/5:35 CAL-EXPO H	17	18	19	[23] 20 10:40 KEENELAND(8)2-9 10:55 AQUEDUCT(7)3-9 1:00 TURF PARADISE(4)2-5 6:52 LONE STAR(4)6-9 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS 7:00 BAY MEADOWS 7:15 HOLLYWOOD-Opens	[23] 21 10:42 KEENELAND(9)2-10 10:57 AQUEDUCT(7)3-9 3:13 TURF PARADISE(5)6-10 2:08 PIMLICO(1)#9 Federico Teslo Hcp. 2:37 PIMLICO(1)#10 Jennings Hcp. 12:45 BAY MEADOWS 1:00 HOLLYWOOD 4:40/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH
[23] 22 10:40 KEENELAND(8)2-9 10:57 AQUEDUCT(7)3-9 2:09 TURF PARADISE(7)3-9 2:28 SPORTSMAN'S(1)#8 Nat'L J.C. 12:45 BAY MEADOWS 1:00 HOLLYWOOD 5:40/5:30 LOS ALAMITOS QH	23	24	[17] 25 10:27 AQUEDUCT(8)2-9 10:40 KEENELAND(8)2-9 12:50 BAY MEADOWS 1:10 HOLLYWOOD 2:07 THISTLEDOWN(1)#13 4:50/5:35 CAL-EXPO H	[16] 26 10:27 AQUEDUCT(8)2-9 10:40 KEENELAND(8)2-9 12:50 BAY MEADOWS 1:10 HOLLYWOOD 4:50/5:45 CAL-EXPO H 5:30/7:15 LOS ALAMITOS	[23] 27 10:55 AQUEDUCT(7)3-9 11:10 KEENELAND(8)3-10-Closes 3:30 HOLLYWOOD 4:42 TURF PARADISE(4)7-10 6:52 LONE STAR(4)8-9 7:00 BAY MEADOWS 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS	[23] 28 10:35 >CHURCHILL(8)3-10-Opens 10:57 AQUEDUCT(7)3-9 12:45 BAY MEADOWS 1:00 HOLLYWOOD 2:27 TURF PARADISE(7)3-9 3:18 LONE STAR(1)#9 Texas Mile 4:40/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH
[23] 29 10:35 CHURCHILL(8)3-10 10:57 AQUEDUCT(7)3-9 2:28 SPORTSMAN'S(1)#8 Sixty Sails 2:53 SPORTSMAN'S(1)#9 3:27 SPORTSMAN'S(1)#10 3:30 TURF PARADISE(5)5-9 12:45 BAY MEADOWS 1:00 HOLLYWOOD 5:40/5:30 LOS ALAMITOS QH	30	1	[16] 2 10:27 AQUEDUCT(8)2-9 10:35 CHURCHILL(7)3-9 2:28 THISTLEDOWN(1)#14 12:50 BAY MEADOWS 1:10 HOLLYWOOD 4:50/5:35 CAL-EXPO H	[15] 3 10:27 AQUEDUCT(8)2-9 10:35 CHURCHILL(7)3-9 12:50 BAY MEADOWS 1:10 HOLLYWOOD 4:50/5:45 CAL-EXPO H 5:30/7:15 LOS ALAMITOS	[27] OAKS DAY 4 8:30 CHURCHILL(10)1-10 10:00 AQUEDUCT(9)1-9 3:30 HOLLYWOOD 4:45 TURF PARADISE(4)7-10 6:52 LONE STAR(4)8-9 7:00 BAY MEADOWS 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS	[26] KENTUCKY DERBY DAY 5 8:30 CHURCHILL(10)1-10 10:00 AQUEDUCT(10)1-10 12:45 BAY MEADOWS 1:00 HOLLYWOOD 4:28 TURF PARADISE(3)8-10 4:42 EMERALD(3)7-9 4:40/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH

NO RACING

2001 NORTHERN CALIFORNIA SIMULCASTS

Date: 5/23/01 >Denotes revisions

MAY

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
<p>[23] 29</p> <p>10:35 CHURCHILL(8)3-10 10:57 AQUEDUCT(7)3-9 2:26 SPORTSMAN(S)1#8 Sixty Sails 2:53 SPORTSMAN(S)1#9 3:27 SPORTSMAN(S)1#10 3:30 TURF PARADISE(5)5-9 12:45 BAY MEADOWS 1:00 HOLLYWOOD 5:40/5:30 LOS ALAMITOS QH</p>	<p>30</p>	<p>1</p>	<p>[16] 2</p> <p>10:27 AQUEDUCT(8)2-9 10:35 CHURCHILL(7)3-9 2:28 THISTLEDOWN(1)#14 12:50 BAY MEADOWS 1:10 HOLLYWOOD 4:50/5:35 CAL-EXPO H</p>	<p>[15] 3</p> <p>10:27 AQUEDUCT(8)2-9 10:35 CHURCHILL(7)3-9 12:50 BAY MEADOWS 1:10 HOLLYWOOD 4:50/5:45 CAL-EXPO H 5:30/7:15 LOS ALAMITOS</p>	<p>[26] 4</p> <p>OAKS DAY 8:30 CHURCHILL(10)1-10 10:00 AQUEDUCT(9)1-9 3:30 HOLLYWOOD 4:45 TURF PARADISE(4)7-10 6:52 LONE STAR(4)6-9 LONE STAR #9 CANCELLED 7:00 BAY MEADOWS 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS</p>	<p>[26] 5</p> <p>KENTUCKY DERBY DAY 8:30 CHURCHILL(10)1-10 10:00 AQUEDUCT(10)1-10 12:45 BAY MEADOWS 1:00 HOLLYWOOD 4:28 TURF PARADISE(3)8-10 4:42 EMERALD(3)7-9 4:40/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH</p>
<p>[23] 6</p> <p>DARK CHURCHILL 10:57 AQUEDUCT(7)3-9-Closes 11:10 HAWTHORNE(9)1-9 12:45 BAY MEADOWS 1:00 HOLLYWOOD 2:59 TURF PARADISE(5)4-8 4:14 EMERALD(1)#7 Federal Way Hcp. 4:44 EMERALD(1)#8 5:40/5:30 LOS ALAMITOS QH</p>	<p>7</p>	<p>8</p>	<p>[18] 9</p> <p>11:02 BELMONT(7)3-9-Opens 12:00 CHURCHILL(10)1-10 12:50 BAY MEADOWS 1:10 HOLLYWOOD 2:07 THISTLEDOWN(1)#43 4:50/5:35 CAL-EXPO H</p>	<p>[17] 10</p> <p>11:02 BELMONT(7)3-9 12:00 CHURCHILL(10)1-10 12:50 BAY MEADOWS 1:10 HOLLYWOOD 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS</p>	<p>[23] 11</p> <p>12:00 CHURCHILL(10)1-10 12:05 BELMONT(9)1-9 3:30 HOLLYWOOD 5:10 TURF PARADISE(2)8-9 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS 7:00 BAY MEADOWS 7:44 LONE STAR(2)8-9</p>	<p>[23] 12</p> <p>10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 12:34 HAWTHORNE(6)4-9 12:45 BAY MEADOWS 1:00 HOLLYWOOD 2:05 PIMLICO(1)9 2:40 PIMLICO(1)10 4:40/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH</p>
<p>[23] 13</p> <p>10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 11:10 HAWTHORNE(8)1-8 12:45 BAY MEADOWS 1:00 HOLLYWOOD 5:40/5:30 LOS ALAMITOS QH</p>	<p>[23] 14</p> <p>DARK BELMONT DARK CHURCHILL 10:53 THISTLEDOWN(7)3-9 11:10 HAWTHORNE(9)1-9 12:50 BAY MEADOWS 1:10 HOLLYWOOD 1:25 TURF PARADISE(7)1-7 DARK LOS ALAMITOS QH DARK CAL EXPO H</p>	<p>15</p>	<p>[18] 16</p> <p>11:02 BELMONT(7)3-9 12:00 CHURCHILL(10)1-10 12:50 BAY MEADOWS 1:10 HOLLYWOOD 2:28 THISTLEDOWN(1)#14 4:50/5:35 CAL-EXPO H</p>	<p>[17] 17</p> <p>11:02 BELMONT(7)3-9 12:00 CHURCHILL(10)1-10 12:50 BAY MEADOWS 1:10 HOLLYWOOD 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS QH</p>	<p>[23] 18</p> <p>12:00 CHURCHILL(10)1-10 12:05 BELMONT(9)1-9 2:40 PIMLICO(1)#11 BlackEyedSusan 3:30 HOLLYWOOD 5:38 TURF PARADISE(1)#9 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS QH 7:00 BAY MEADOWS 7:44 LONE STAR(2)8-9</p>	<p>[28] 19</p> <p>PREAKNESS DAY 10:44 CHURCHILL(8)3-10 10:53 PIMLICO(7)6-12 11:04 BELMONT(7)3-9 2:12 HAWTHORNE(4)7,8,10,11 12:45 BAY MEADOWS 1:00 HOLLYWOOD 4:40 TURF PARADISE(3)#6-8 4:40/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH</p>
<p>[23] 20</p> <p>10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 12:34 HAWTHORNE(6)4-9 12:45 BAY MEADOWS 1:00 HOLLYWOOD 4:14 EMERALD(1)#7 4:44 EMERALD(1)#8 5:40/5:30 LOS ALAMITOS QH</p>	<p>21</p>	<p>22</p>	<p>[18] 23</p> <p>11:02 BELMONT(7)3-9 12:00 CHURCHILL(10)1-10 12:50 BAY MEADOWS 1:10 HOLLYWOOD 2:07 THISTLEDOWN(1)#13 4:50/5:35 CAL-EXPO H</p>	<p>[23] 24</p> <p>11:02 BELMONT(7)3-9 11:22 CALDER(6)5-10 12:00 CHURCHILL(10)1-10 12:50 BAY MEADOWS 1:10 HOLLYWOOD 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS QH</p>	<p>[23] 25</p> <p>12:00 CHURCHILL(10)1-10 12:46 CALDER(3)8-10 1:06 BELMONT(7)3-9 3:30 HOLLYWOOD 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS QH 7:00 BAY MEADOWS 7:17 LONE STAR(3)7-9</p>	<p>[23] 26</p> <p>10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 12:52 CALDER(4)8-11 12:45 BAY MEADOWS 1:00 HOLLYWOOD 1:57 HAWTHORNE(4)7-10 4:40/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH</p>
<p>[23] 27</p> <p>10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 12:45 BAY MEADOWS 1:00 HOLLYWOOD 12:46 CALDER(3)8-10 1:30 HAWTHORNE(4)6-9 3:55 LONE STAR(1)#10 5:40/5:30 LOS ALAMITOS QH</p>	<p>[23] 28</p> <p>Memorial Day 10:35 CHURCHILL(8)3-10 11:38 BELMONT(7)4-10 12:45 BAY MEADOWS 1:00 HOLLYWOOD 1:31 LONE STAR(7)5-11 1:55 MONMOUTH(1)#9 RedBankHcp 4:50/5:35 CAL-EXPO H DARK LOS ALAMITOS QH</p>	<p>29</p>	<p>[15] 30</p> <p>DARK BELMONT DARK CHURCHILL 11:06 DELAWARE(5)4-8 12:50 BAY MEADOWS 1:10 HOLLYWOOD 1:25 GREAT LAKES(9)1-9 2:28 THISTLEDOWN(1)#14 4:50/5:35 CAL-EXPO H</p>	<p>[23] 31</p> <p>11:02 BELMONT(7)3-9 11:24 MONMOUTH(6)4-9 12:00 CHURCHILL(10)1-10 12:50 BAY MEADOWS 1:10 HOLLYWOOD 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS QH</p>	<p>[23] 1</p> <p>12:00 CHURCHILL(10)1-10 1:06 BELMONT(7)3-9 12:46 CALDER(3)8-10 3:30 HOLLYWOOD 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS QH 7:00 BAY MEADOWS 7:17 LONE STAR(3)7-9</p>	<p>[23] 2</p> <p>10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 12:45 BAY MEADOWS 1:00 HOLLYWOOD 2:30-3:00TBD CANTERBURY(1)#TBD >2:34 SUFFOLK-MASS CAP(1or3)#13 4:40/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH</p>

2001 NORTHERN CALIFORNIA SIMULCASTS

Revised:6/29/01

>Denotes Revisions

JUNE

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
[23] 27 10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 12:45 BAY MEADOWS 12:46 CALDER(3)8-10 1:00 HOLLYWOOD 1:30 HAWTHORNE(4)6-9 3:55 LONE STAR(1)#10 5:40/5:30 LOS ALAMITOS QH	[23] <i>Memorial Day</i> 28 10:35 CHURCHILL(8)3-10 11:38 BELMONT(7)4-10 12:45 BAY MEADOWS 1:00 HOLLYWOOD 1:31 LONE STAR(7)5-11 1:55 MONMOUTH(1)#9 RedBankHcp 4:50/5:35 CAL-EXPO H DARK LOS ALAMITOS QH	29 [15] 30 DARK BELMONT DARK CHURCHILL 11:06 DELAWARE(5)4-8 12:50 BAY MEADOWS 1:10 HOLLYWOOD 1:25 GREAT LAKES(9)1-9 2:28 THISTLEDOWN(1)#14 4:50/5:35 CAL-EXPO H	[23] 31 11:02 BELMONT(7)3-9 11:24 MONMOUTH(6)4-9 12:00 CHURCHILL(10)1-10 12:50 BAY MEADOWS 1:10 HOLLYWOOD 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 1 12:00 CHURCHILL(10)1-10 12:46 CALDER(3)8-10 1:06 BELMONT(7)3-9 3:30 HOLLYWOOD 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS QH 7:00 BAY MEADOWS 7:17 LONE STAR(3)7-9	[23] 2 10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 12:45 BAY MEADOWS 1:00 HOLLYWOOD 1:22 CALDER(3)#9-11 2:29 HAWTHORNE(3)#8-10 2:34 SUFFOLK-MASS CAP(1)#13 2:45 CANTERBURY(1)#8 4:40/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH	
[23] 3 10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 12:45 BAY MEADOWS 1:00 HOLLYWOOD 12:17 CALDER(4)#7-10 1:58 HAWTHORNE(3)7-9 3:58 LONE STAR(1)#10 5:40/5:30 LOS ALAMITOS QH	4	5 [21] 6 11:02 BELMONT(7)3-9 12:00 CHURCHILL(10)1-10 12:50 BAY MEADOWS 1:10 HOLLYWOOD 1:57 HAWTHORNE(3)7-9 2:35 THISTLEDOWN(1)#14 4:50/5:35 CAL-EXPO H	[21] 7 11:02 BELMONT(7)3-9 12:00 CHURCHILL(10)1-10 12:25 MONMOUTH(4)6-9 12:50 BAY MEADOWS 5:30/7:15 LOS ALAMITOS QH	[23] 8 12:00 CHURCHILL(10)1-10 12:46 CALDER(3)8-10 1:06 BELMONT(7)3-9 3:30 HOLLYWOOD 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS QH 7:00 BAY MEADOWS 7:17 LONE STAR(3)7-9	[37] <i>BELMONT</i> 9 9:30 BELMONT(12)1-12 9:40 CHURCHILL(10)1-10 12:46 CALDER(5)#8-12 12:45 BAY MEADOWS 1:00 HOLLYWOOD 2:12 HAWTHORNE(4)#7,8,10,11 4:23 LONE STAR(2)10-11 5:07 EMERALD(2)#8,9 5:10/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH	
[23] <i>CALIFORNIAN</i> 10 10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 12:00 HOLLYWOOD 12:45 BAY MEADOWS 12:17 CALDER(4)#7-10 1:57 HAWTHORNE(3)#7-9-Closes 4:15 HASTINGS(1)#7 John Longden Hcp. 5:40/5:30 LOS ALAMITOS QH	11	12 [23] 13 11:02 BELMONT(7)3-9 12:00 CHURCHILL(10)1-10 12:23 ARLINGTON(6)4-9 Opens 12:45 STOCKTON-Opens 12:50 BAY MEADOWS 1:10 HOLLYWOOD 4:50/5:35 CAL-EXPO H	[23] 14 11:02 BELMONT(7)3-9 12:00 CHURCHILL(10)1-10 12:23 ARLINGTON(6)4-9 12:45 STOCKTON 12:50 BAY MEADOWS 1:10 HOLLYWOOD 5:30/7:15 LOS ALAMITOS QH	[23] 15 12:00 CHURCHILL(10)1-10 1:06 BELMONT(7)3-9 3:15 STOCKTON 3:30 HOLLYWOOD 4:14 ARLINGTON(3)8-10 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS QH 7:00 BAY MEADOWS 7:17 LONE STAR(3)7-9	[23] 16 10:35 CHURCHILL(9)3-11 11:06 BELMONT(7)3-9 12:01 ARLINGTON(6)#4-9 12:30 STOCKTON 12:45 BAY MEADOWS 1:00 HOLLYWOOD 1:44 CALDER(1)#10 5:10/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH	
[23] 17 10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 12:30 STOCKTON 12:45 BAY MEADOWS - CLOSES 12:50 ARLINGTON(6)5-10 1:00 HOLLYWOOD 1:44 CALDER(1)#10 5:17 EMERALD(1)#9 Emerald Hcp 5:40/5:30 LOS ALAMITOS QH	18	19 [19] 20 11:02 BELMONT(7)3-9 12:00 CHURCHILL(10)1-10 12:45 STOCKTON 1:10 HOLLYWOOD 2:11 ARLINGTON(2)8,9 4:50/5:35 CAL-EXPO H	[19] 21 11:02 BELMONT(7)3-9 12:00 CHURCHILL(10)1-10 12:45 STOCKTON 1:10 HOLLYWOOD 2:11 ARLINGTON(2)8,9 5:30/7:15 LOS ALAMITOS QH	[23] 22 12:00 CHURCHILL(10)1-10 1:06 BELMONT(7)3-9 3:15 STOCKTON 3:30 HOLLYWOOD 4:14 ARLINGTON(3)#8-10 5:39 LONE STAR(3)3-5 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 23 10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 12:45 STOCKTON 12:21 ARLINGTON(6)4-9 1:00 HOLLYWOOD 1:52 CALDER(1)#10 3:18 LONE STAR(1)#9 Miller Lite Stk 5:10/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH	
[23] 24 10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 12:45 STOCKTON-Closes 1:00 HOLLYWOOD 11:57 ARLINGTON(7)3-9 1:44 CALDER(1)#10 5:40/5:30 LOS ALAMITOS QH	25	26 [19] 27 11:02 BELMONT(7)3-9 12:00 CHURCHILL(10)1-10 12:15 PLEASANTON-Opens 1:10 HOLLYWOOD 2:11 ARLINGTON(2)8,9 4:50/5:35 CAL-EXPO H	[19] 28 11:02 BELMONT(7)3-9 12:00 CHURCHILL(10)1-10 12:15 PLEASANTON 1:10 HOLLYWOOD 2:11 ARLINGTON(2)8,9 5:30/7:15 LOS ALAMITOS QH	[23] 29 12:00 CHURCHILL(10)1-10 12:15 PLEASANTON 1:06 BELMONT(7)3-9 2:50 ARLINGTON(6)5-10 3:30 HOLLYWOOD 4:50/5:35 CAL-EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 30 10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 12:15 PLEASANTON >>>12:29 ARLINGTON(6)4-9 1:00 HOLLYWOOD 1:55 CALDER(1)#10 >>>2:15 MONMOUTH(1)#10 Moly Pitcher 5:10/5:40 CAL-EXPO H 5:30/6:30 LOS ALAMITOS QH	

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
[23] 1 10:35 CHURCHILL(8)3-10 11:06 BELMONT(7)3-9 12:00 PLEASANTON 12:15 HOLLYWOOD 12:58 ARLINGTON(6)5-10 1:15 CALDER(1)9 2:15 MONMOUTH(1)#10 U.N. 5:40/5:30 LOS ALAMITOS QH	2	[20] 3 11:22 CALDER(6)5-10 12:09 PHILLY PARK(4)7-10 12:15 PLEASANTON 2:30 PRAIRIE MEADOWS(6)1-6 3:00 LONE STAR(4)1-4 DARK HOLLYWOOD 4:49/4:15 CAL EXPO H	[23] Independence Day 4 10:35 CHURCHILL(9)3-11 11:06 BELMONT(8)3-10 12:15 PLEASANTON 1:22 ARLINGTON(4)6-9 1:00 HOLLYWOOD 1:48 CALDER(1)#10 2:30 THISTLEDOWN(1)#14 DARK CAL EXPO H	[18] 5 11:02 BELMONT(7)3-9 12:00 CHURCHILL(10)1-10 12:15 PLEASANTON 1:10 HOLLYWOOD 2:11 ARLINGTON(2)8,9 5:30/7:15 LOS ALAMITOS QH	[23] 6 12:00 CHURCHILL(10)1-10 12:15 PLEASANTON 1:06 BELMONT(7)3-9 2:50 ARLINGTON(6)5-10 3:30 HOLLYWOOD 4:50/5:35 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 7 10:35 CHURCHILL(9)3-11 11:06 BELMONT(7)3-9 12:15 PLEASANTON 12:50 ARLINGTON(5)5-9 1:00 HOLLYWOOD 1:52 CALDER(1)#10 5:25 PRAIRIE MEADOWS(1)#4 5:10/5:40 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH
[23] 8 10:35 CHURCHILL(9)3-11 Closes 11:06 BELMONT(7)3-9 12:15 PLEASANTON-Closes 12:21 ARLINGTON(6)4-9 1:00 HOLLYWOOD 1:44 CALDER(1)#10 5:40/5:30 LOS ALAMITOS QH	9	10	[20] 11 11:00 ARLINGTON(9)1-9 11:02 BELMONT(7)3-9 12:15 VALLEJO-Opens 1:43 ELLIS PARK(4)7-10 1:10 HOLLYWOOD 4:50/5:45 CAL EXPO H	[20] 12 11:00 ARLINGTON(9)1-9 11:02 BELMONT(7)3-9 12:15 VALLEJO 1:43 ELLIS PARK(4)7-10 1:10 HOLLYWOOD 5:30/7:15 LOS ALAMITOS QH	[23] 13 12:05 BELMONT(9)1-9 12:15 VALLEJO 12:18 CALDER(4)7-10 1:00 ARLINGTON(10)1-10 3:30 HOLLYWOOD 4:50/5:35 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 14 11:06 BELMONT(7)3-9 11:00 ARLINGTON(9)1-9 12:15 VALLEJO 1:00 HOLLYWOOD 1:19 CALDER(5)9-13 2:41 ELLIS(2)9,10 5:10/5:40 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH
[23] 15 11:00 ARLINGTON(9)1-9 11:06 BELMONT(7)3-9 12:15 VALLEJO 12:46 CALDER(3)8-10 1:00 HOLLYWOOD 3:05 LONE STAR(4)8-11-Closes 5:40/5:30 LOS ALAMITOS QH	[16] 16 10:26 CALDER(8)3-10 10:33 THISTLEDOWN(8)3-10 12:15 VALLEJO 1:10 HOLLYWOOD-Closes	17	[21] 18 10:00 BELMONT(9)1-9 11:00 ARLINGTON(9)1-9 12:45 VALLEJO 12:48 MONMOUTH(3)7-9 2:00 DEL MAR-Opens 4:50/5:45 CAL EXPO H	[21] 19 10:00 BELMONT(9)1-9 11:00 ARLINGTON(9)1-9 12:45 VALLEJO 12:48 MONMOUTH(3)7-9 2:00 DEL MAR 5:30/7:15 LOS ALAMITOS QH	[21] 20 12:05 BELMONT(9)1-9 12:45 VALLEJO 12:48 MONMOUTH(3)7-9 1:27 ARLINGTON(9)2-10 4:00 DEL MAR 4:50/5:35 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 21 10:00 BELMONT(9)1-9 11:56 ARLINGTON(8)3-10 12:45 VALLEJO 12:48 MONMOUTH(3)7-9 1:20 DELAWARE(1)#8 Oaks 2:00 DEL MAR 2:41 ELLIS PARK(2)9,10 5:10/5:40 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH
[23] 22 10:00 BELMONT(9)1-9 Closes 11:29 ARLINGTON(9)2-10 12:45 VALLEJO 12:48 MONMOUTH(3)7-9 1:20 DELAWARE(1)#8 DelawareHcp. 2:00 DEL MAR 3:07 HORSEMEN'S PK(1)#4 OmahaHcp 5:40/5:30 LOS ALAMITOS QH	[16] 23 10:26 CALDER(8)3-10 11:02 THISTLEDOWN(8)3-10 12:45 VALLEJO-Closes 2:00 DEL MAR	24	[21] 25 10:00 SARATOGA(10)1-10 Opens 11:27 ARLINGTON(8)2-9 12:45 SANTA ROSA-Opens 12:55 MONMOUTH(3)7-9 2:00 DEL MAR 4:50/5:45 CAL EXPO H	[21] 26 10:00 SARATOGA(9)1-9 >11:00 ARLINGTON(9)1-9 12:45 SANTA ROSA 12:55 MONMOUTH(3)7-9 2:00 DEL MAR 5:30/7:15 LOS ALAMITOS QH	[21] 27 10:00 SARATOGA(9)1-9 12:45 SANTA ROSA 12:55 MONMOUTH(3)7-9 1:27 ARLINGTON(9)2-10 4:00 DEL MAR 4:50/5:35 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 28 10:00 SARATOGA(10)1-10 11:56 ARLINGTON(9)3-11 12:45 SANTA ROSA 1:25 MONMOUTH(4)8-11 *1:00 Breeders' Crown-Meadowlds.Harness 2:00 DEL MAR *1:00/5:40 CAL EXPO H-Closes 5:30/6:30 LOS ALAMITOS QH
[23] 29 10:00 SARATOGA(10)1-10 11:00 ARLINGTON(9)1-9 12:45 SANTA ROSA 1:55 MONMOUTH(3)9-11 2:00 DEL MAR 2:50 EMERALD(1)#4 Mt.RainierHcp. 5:40/5:30 LOS ALAMITOS QH	[17] 30 10:00 SARATOGA(9)1-9 10:26 CALDER(8)3-10 12:45 SANTA ROSA 2:00 DEL MAR	31	[21] 1 10:00 SARATOGA(9)1-9 >11:00 ARLINGTON(9)1-9 12:45 SANTA ROSA-Opens 12:55 MONMOUTH(3)7-9 2:00 DEL MAR	[21] 2 10:00 SARATOGA(9)1-9 >11:00 ARLINGTON(9)1-9 12:45 SANTA ROSA 12:55 MONMOUTH(3)7-9 2:00 DEL MAR 5:30/7:15 LOS ALAMITOS QH	[21] 3 10:00 SARATOGA(9)1-9 12:45 SANTA ROSA 12:55 MONMOUTH(3)7-9 1:27 ARLINGTON(9)2-10 4:00 DEL MAR 5:30/7:15 LOS ALAMITOS QH	[23] 4 10:00 SARATOGA(10)1-10 11:50 ARLINGTON(7)4-10 12:45 SANTA ROSA 12:52 CANTERBURY(6)3-8 Claim.Crown 2:00 DEL MAR 5:30/6:30 LOS ALAMITOS QH

feature and/or stakes races”:

HARNESS SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Race Dates	Full Card or Selected Feature and/or Stakes Races
Examples:		
Saratoga Raceway	5/8/99	Full Card
Meadowlands	8/7/99	Selected Feature and/or Stakes Races

- I. For ALL racing associations, list imported simulcast races the association plans to receive which use breeds other than the breed of the majority of horses racing at its live horse racing meeting. Include the name of the host track, the dates imported races will be held, and how many races will be imported:

OTHER BREED SIMULCAST RACES TO BE IMPORTED

Name of Host Track	Breed of Horse	Race Dates	Number of Races to be Imported
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- J. For ALL racing associations, if any out-of-state or out-of-country races will commence outside of the time constraints set forth in B&P Code Section 19596.2(d), attach a copy showing the agreement by the appropriate racing association(s). **To be submitted under separate cover if the above eventuality occurs.**

NOTICE TO APPLICANT All interstate wagering to be conducted by an association is subject to the provisions of Title 15, United States Codes, which require specific written approval of the CHRB and of the racing commission having jurisdiction in the out-of-state venue. All international wagering to be conducted by an association is subject to the provision of B&P Code Sections 19596, 19596.1, 19596.2, 19601, 19602, and 19616.1, and will require specific written approval of the CHRB.

Every association shall pay over to the simulcast organization within 3 calendar days following the closing of wagering for any day or night racing program, or upon receipt of the proceeds, such amounts that are retained from off-track simulcast wagering, interstate and out-of-state wagering, and which are obligated by statute for guest commissions, simulcast operator's expenses and promotions, equine research, local government in-lieu taxes, and stabling and vanning deductions. Every association shall pay to its Paymaster of Purses' account within 3 calendar days following the closing of wagering for each day or night racing program, or upon receipt of the proceeds, such amounts that are retained or obligated from off-track simulcast wagering, interstate and out-of-state wagering for purses, breeders' awards or other benefits to horsemen. (See Notice to Applicant, Section 5.)

9. CHARITY RACING DAYS

- A. Name and address of the distributing agent (charity foundation) for the net proceeds from charity racing days held by the association: **Hollywood Park Racing Charities 1050 South Prairie Avenue Inglewood, California 90301 310-419-1518**
- B. Names and addresses of the trustees or directors of the distributing agent:

Tirso del Junco, M.D. Chairman & President 4924 Sunset Boulevard Los Angeles, CA 90027	Miss Angie Dickinson Treasurer P. O. Box 369 Inglewood, CA 90306
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Mr. Willie D. Davis
 Vice-President
 P. O. Box 369
 Inglewood, CA 90306

Mrs. Barbara Knight
 Secretary
 P. O. Box 369
 Inglewood, CA 90306

Rick Baedeker
 President
 Hollywood Park Race Track
 1050 South Prairie Avenue
 Inglewood, CA 90301

Alvin Segel, Esq.
 Irell & Manella
 1800 Avenue of the Stars, #900
 Los Angeles, CA 90067

- C. Dates the association will conduct races as charity racing days OR:
- D. Will the association pay the distributing agent an amount equal to the maximum required under B&P Code Section 19550(b)? Yes

NOTICE TO APPLICANT Net proceeds from charity racing days shall be paid to the designated and approved distributing agent within 180 days following the conclusion of the association's race meeting in accordance with the provisions of B&P Code Section 19555. Thereafter, the distributing agent shall distribute not less than 90% of the aggregate proceeds from such charity racing days within 12 calendar months after the last day of the meeting during which the charity racing days were conducted and shall distribute the remaining funds as soon thereafter as is practicable. At least 20% of the distribution shall be made to charities associated with the horse racing industry in accordance with the provisions of B&P Code Section 19556(b).

10. RACING OFFICIALS, OFFICIALS, AND OFFICIATING EQUIPMENT

A. Racing Officials nominated:

Associate Judges	n/a
Association Veterinarian(s)	Ray Baran, D.V.M.
Clerk of Scales	Dino Perez
Clerk of the Course	Lisa Jones
Horse Identifier	Diane Piper
Horseshoe Inspector	Harry Toston
Paddock Judge	Ken Goldberg
Patrol Judges	Charles McCaul Zachery Soto
Placing Judges	Dave Samuels Kevin Colosi
Starter	Gary Brinson
Timer	Russell Hudak

B. Management officials in the racing department:

Director of Racing	n/a
--------------------	-----

Racing Secretary	Martin Panza
Assistant Racing Secretary	Richard Wheeler and Douglas Bredar
Paymaster of Purses	James D. Miller
Others (Asst. Clerk of Scales)	Dennis Flowers

- C. Name, address and telephone number of the reporter employed to record and prepare transcripts of hearings conducted by the stewards: **Weinstein Court Reporters 9582 Hamilton Avenue, Suite 265 Huntington Beach, California 92646 (714)964-7102**
- D. Photographic device to be used for photographing the finish of all races, name of the person supplying the service, and expiration date of the service contract: **O'Brien Systems, Inc. 12/31/02**
- E. Photopatrol video equipment to be used to record all races, name of the person supplying the service, and expiration date of the service contract: **Association provides its own service and equipment. Equipment utilized is described in Attachment C.**
- F. Type of electronic timing device to be used for the timing of all races, name of the person supplying the service, and expiration date of the service contract: **American Teletimer, 12/31/02**

11. SECURITY CONTROLS AND EMERGENCY SERVICES

- A. Name and title of the person responsible for security controls on the premises: **Don Barney**
- B. Estimated number of security guards, gatemen, patrolmen or others to be engaged in security tasks on a regular full-time basis. Describe the electronic security system: **Approximately 49 guards, 10 Gatemen, 1 Fireguard/surveillance cameras throughout grandstand.**
- C. Name, address and emergency telephone number of the ambulance service to be used during workouts and the running of the races: **Huntington Ambulance Service Box 145 Sunset Beach, California 562/904-1550**
- D. Name, address and emergency telephone number of the ambulance service to be used during workouts at auxiliary sites: **Santa Anita - Huntington Ambulance Service Box 145 Sunset Beach, California 562/904-1550 Pomona – Event Medical, EMS Los Alamitos, CA 714/821-6166 San Luis Rey Downs – North County Fire Protection District, Fallbrook, CA 760/723-2005**
- E. Attach a fire clearance from the fire authority having jurisdiction over the premises.
- F. Name of the workers' compensation insurance carrier for the association and the number of the insurance policy (if self-insured, provide details): **Travelers Indemnity Company of IL #TC2JUB 134D2157-01**
- G. Attach a Certificate of Insurance for workers' compensation coverage. The CHRB is to be named as a certificate holder and given not less than 10 days' notice of any cancellation or termination of insurance which secures the liability of the association for payment of workers' compensation.

Attachment C

VIDEO EQUIPMENT

CAMERAS

Two DXC-35 Sony Cameras
Eight DXC-637 Sony Cameras
Five DXC-m7 Sony Cameras
Three DXC-M7 Sony Cameras
Pan (Wide) w/44X1 Fuji Lens
Pan (Close up) w/55X1 Fuji Lens
7/8 Dirt Tower w/45X1 Canon Lens
7/8 Turf Tower w/33X1 Canon Lens
1/4 Tower w/18X1 Canon Lens
3/8 Tower w/45X1 Canon Lens
Winner's Circle w/15X1 Canon Lens
Paddock view Camera w/18X1
Ground Level Finish w/15X1 Canon Lens
Gate Start Camera w/15X1 Canon Lens
Horse Tunnel Camera w/15X1 Canon Lens
Studio Camera w/15X1 Canon Lens
Paddock view Camera w/15X1

VIDEO TAPE RECORDING EQUIPMENT

Nine Betacom Format VTR's
1 - DVW - A500 Digital Beta (slo-mo) Master
2 - BVW - 75 Beta SP (slo-mo)
6 - PVW - 2800 Beta SP

DISTRIBUTION/SWITCHING EQUIPMENT

Utah 132X132 A/V Router
Ross RVS 424 Production Switcher
Pinnacle "Prizm" Dual Channel Digital Effects Unit

OTHER

Four "Autotote" VGS Units - Betting Screens
Data links wagering system
2 - Chyron Graphics Systems - Max and Maxine
Charlson O'Hare Computer Graphics System
1 - GVG (Dubner) 20K CG (Crawl information)
Clear-com "Matrix" Intercom System
Approximately 1,100 Color Televisions

12. CONCESSIONAIRES AND SERVICE CONTRACTORS

Names and addresses of all persons to whom a concession or service contract has been given, other than those already identified, and the goods and/or services to be provided by each: **See Attachment F**

13. SCHEDULE OF CHARGES

A. Proposed charges for admissions, seating or boxes, parking and programs. Note any changes from the previous year:

1) General Admission	\$ 7.00
a. 17 yrs. old and under	Free
b. Wed & Thur Senior Citizens	\$ 4.00
(2) Clubhouse Admission	\$ 10.00
(3) Turf Club	\$ 20.00
(4) Reserved seating	\$ 2.00
(5) General Parking	Free
(6) Preferred (Premium) Parking	\$ 3.00
(7) Valet Parking	\$ 8.00
(8) Programs	\$ 2.00

(On/Off Track)

B. Describe any "Season Boxes" and "Turf Club Membership" fees:

Box Seats	Turf Club Membership
4 seat Box \$1,600	Single Turf Club \$ 1,000
6 seat Box \$2,000	Double Turf Club \$ 1,500
8 seat Box \$2,600	Corporate Membership \$ 1,750
	Guest \$ 12

Includes Spring/Summer, Fall Meets and Simulcast

C. Describe any "package" plans such as combined parking, admission and program: **Admission includes parking and program.**

14. JOCKEYS/DRIVERS' QUARTERS

A. Check the applicable amenities available in the jockeys/drivers' quarters:

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> Corners (lockers and cubicles) | How many | <input type="text" value="73"/> |
| <input checked="" type="checkbox"/> Showers | <input checked="" type="checkbox"/> Steam room, sauna or steam cabinets | <input checked="" type="checkbox"/> Lounge area |
| <input checked="" type="checkbox"/> Masseur | <input checked="" type="checkbox"/> Food/beverage service | <input checked="" type="checkbox"/> Certified platform scale |

Attachment F

Concessionaires and Service Contractors

Levy Premium Food Service Limited Partnership
980 North Michigan Avenue, Suite 400
Chicago, IL 60611

Food, Beverage, Liquor

Robert J. Baedeker
Baedeker's Guide
130 West El Portal
San Clemente, California 92672

Tip Sheet

Harry Aquarelli
Duke Racing Selections
6632 West 87th Street
Los Angeles, California 90045

Tip Sheet

Winners
Toby Turrell
14112 Enfield Circle
Westminster, California 92683

Tip Sheet

Bob's Card, Inc.
Tiffany Boland
420 South Rolling Hills Place
Anaheim, California 92807

Tip Sheet

Today's Racing Digest
P. O. Box 85007
San Diego, California 92138

Thorograph
541 Hudson Street
New York City, New York 10014

New World Service, Inc.
1050 South Prairie
Inglewood, California 90301

Janitorial

Miscellaneous

Ann Roper Silks
c/o Ann Roper
P. O. Box 3547
Lennox, CA 90304

Western Saddlery
c/o A. Liederman
206 E. Hillsdale Blvd.
San Mateo, CA 94403

- B. Describe the quarters to be used for female jockeys/drivers: **Separate quarters including restroom facilities, showers, cubicles, scale, televisions, couch, food services, etc.**

15. BACKSTRETCH EMPLOYEE HOUSING

- A. Attach written certification that an inspection of the backstretch employee housing has been conducted by a lead agency designated by the CHRB and the applicant is not aware of any known violations of the local housing ordinances. **County of Los Angeles Public Health Licenses attached.**
- B. Number of rooms used for housing on the backstretch of the racetrack: **Approximately 450**
- C. Number of restrooms available on the backstretch of the racetrack: **77 including: 155 toilets, 81 urinals and 167 sinks**
- D. Estimated ratio of restroom facilities to the number of backstretch personnel: **Minimum of 1 to 10 including non-resident personnel**

16. TRACK SAFETY

- A. Total distance of the racecourse - measured from the finish line counterclockwise (3' from the inner railing) back to the finish line: **Main Track – 1 mile & 1/8 Turf Course – 1 mile & 165 feet**
- B. Describe the type(s) of materials used for the inner and outer railings of the race course, the type of inner railing supports (i.e., metal gooseneck, wood 4" x 4" uprights, offset wood 4" x 4" supports, etc.), the coverings, if any, on the top of the inner railing, and the approximate height of the top of the inner railing from the level of the race course. **Main Track – inner rail sheet metal panel covering over metal goosenecks supports – 40" in height, outer rail – metal uprights. Turf Course – inner rail – Fontana turf rail 40" in height, outer rail – metal uprights.**
- C. Name of the person responsible for supervision of the maintenance of the racetrack safety standards pursuant to CHRB Rule 1474: **Dennis Moore**
- D. Attach a Track Safety Maintenance Program pursuant to CHRB Rule 1474. **On File**
- E. If the association is requesting approval to implement alternate methodologies to the provisions of Article 3.5, Track Safety Standards, pursuant to CHRB Rule 1471, attach a Certificate of Insurance for liability insurance which will be in force for the duration of the meeting specified in Section 2. The CHRB is to be named as a certificate holder and given not less than 10 days' notice of any cancellation or termination of liability insurance. Additionally, the CHRB must be listed as additionally insured on the liability policy at a minimum amount of \$3 million per incident. The liability insurance certificate must be on file in the CHRB headquarters office prior to the conduct of any racing. **On File**

17. DECLARATIONS

- A. All labor and lease agreements and concession and service contracts necessary to conduct the entire meeting have been finalized except as follows (if no exceptions, so state): **no exceptions**

- B. Attach each horsemen's agreement pursuant to CHRB Rule 2044. **To be submitted under separate cover**
- C. Attach a lease agreement permitting the association to occupy the racing facility during the entire term of the meeting. (In the absence of either a lease agreement or a horsemen's agreement, a request for an extension pursuant to CHRB Rule 1407 shall be made). **n/a**
- D. All service contractors and concessionaires have valid state, county or city licenses authorizing each to engage in the type of service to be provided and have valid labor agreements, when applicable, which remain in effect for the entire term of the meeting except as follows (if no exceptions, so state): **no exceptions**
- E. Absent natural disasters or causes beyond the control of the association, its service contractors, concessionaires or horsemen participating at the meeting, no reasons are believed to exist that may result in a stoppage to racing at the meeting or the withholding of any vital service to the association except as follows (if no exceptions, so state): **no exceptions**

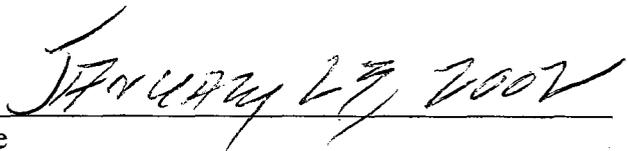
NOTICE TO APPLICANT Pursuant to CHRB Rules 1870 and 1871, the CHRB shall be given 15 days' notice in writing of any intention to terminate a horse racing meeting or the engagements or services of any licensee, approved concessionaire, or approved service contractor.

18. CERTIFICATION BY APPLICANT

I hereby certify under penalty of perjury that I have examined this application, that all of the foregoing statements in this application are true and correct, and that I am authorized by the association to attest to this application on its behalf.



 Eual G. Wyatt, Jr.
 General Manager



 Date

STAFF ANALYSIS

February 21, 2002

ITEM 3

ISSUE: APPLICATION FOR LICENSE TO CONDUCT ADVANCE DEPOSIT WAGERING OF YOUBET.COM (Youbet).

Youbet filed its application as an out-of-state multi-jurisdictional wagering hub. The term of approval is two years and will start when the application is approved.

- Dates of operation will be 7 days a week.
- Hours of operation will be approximately 7:00 a.m. to 11:00 p.m. Pacific Time.
- Youbet entered into an agreement with Television Games Network (TVG) that gave Youbet a license to utilize TVG's patents. The systems, software and processes are owned and operated by Youbet. In addition to the license for the patents, the agreement grants Youbet a license to the right to video stream and accept online pari-mutuel wagers on horse racing from virtually all of TVG's exclusive partner racetracks. The California racetracks included under this agreement are Del Mar, Hollywood Park, Los Alamitos and Oak Tree at Santa Anita. Youbet will provide services for the following associations on the dates listed:
 - Los Alamitos Racing Association at Los Alamitos Race Course.
Approval date through December 22, 2002.
 - Churchill Downs Incorporated at Hollywood Park.
April 24, 2002 through July 21, 2002.
November 6, 2002 through December 22, 2002.
 - Del Mar Thoroughbred Club at Del Mar.
July 24, 2002 through September 11, 2002.
 - Oak Tree Racing Association at Santa Anita Park.
October 2, 2002 through November 3, 2002.
- Youbet does not have a direct contractual agreement with Los Alamitos or any other racing association. They do however, through the agreement with TVG, have a sublicense agreement with Los Alamitos and the consent of the Pacific Coast Quarter Horse Racing Association, which represents quarter horsemen and sublicense agreements with Del Mar, Hollywood Park and Oak Tree at Santa Anita. Youbet also has the consent of the Thoroughbred Owners of California (TOC).
- TVG was granted a one-year approval at the January 24, 2002, board meeting. The approval allows them to provide service for California residents to place wagers on quarter horse races only. TVG does not have the consent of TOC to accept wagers on thoroughbred races in California.

RECOMMENDATION:

Staff recommends that the Board hear from all parties on this approval.

STATE OF CALIFORNIA
CALIFORNIA HORSE RACING BOARD (CHRB)
APPLICATION FOR APPROVAL TO CONDUCT ADVANCE DEPOSIT WAGERING
CHRB-133 (New 9/01)

Application is made to the CHRB for approval to conduct Advance Deposit Wagering in accordance with the California Business and Professions (B&P) Code and CHRB Rules and Regulations (Rule) and the provisions of the Interstate Horseracing Act, 15 U.S.C. 3001 to 3007.

NOTICE – By submitting the Application the out-of-state Applicant consents to the jurisdiction of California courts and the application of California law as to all California wagers and operations.

Application must be filed not later than 90 days in advance of the date scheduled to conduct Advance Deposit Wagering and must be accompanied by a bond from a surety company admitted in the state of California or other form of financial security in the amount of \$500,000.

1. OUT-OF-STATE MULTI-JURISDICTIONAL WAGERING HUB (out-of-state Hub)

A. Name, mailing address, telephone and fax numbers:

Youbet.com, Inc.
5901 De Soto Avenue
Woodland Hills, CA 91367
(818) 668-2100 Telephone
(818) 668-2101 Fax

B. Name, title, license number and racing jurisdiction where licensed for all management personnel:

Joseph Hasson, Vice President, 200310746, State of Oregon
Rick Boonstra, GM/Controller Youbet Oregon, 200410299, State of Oregon

C. Name, title and mailing address of the California agent for receipt of service of process:

Mr. Brent Bradley, Attorney
Christiansen Miller Fink
2121 Avenue of the Stars, 18th Floor
Los Angeles, CA 90067

D. Attach the contract with the California racing association or fair and the required horsemen's approval under the Interstate Horseracing Act that permits you to provide Advance Deposit Wagering services and identify the amount of the market access fee to be paid to the California racing association or fair for access to the California market for wagering purposes.

In May of 2001 Youbet.com entered into an agreement with Television Games Network ("TVG") that gave Youbet.com a license to utilize TVG's patents. The systems, software and processes are owned and operated by Youbet.com. In addition to the license for the patents, the agreement grants Youbet.com a license to the right to video stream and accept online pari-mutuel wagers on horse racing from virtually all of TVG's exclusive partner

CHRB CERTIFICATION

Application received:
Reviewed: *PN*

*Originally received 11-19-01
Revised application received 2-8-02*

Hearing date: *2-21-02*
Approval date:

racetracks. The California race tracks included under this agreement are as follows: Del Mar, Hollywood Park, Los Alamitos and Oak Tree at Santa Anita. The market access fees are defined in the TVG contract with the California racetracks and signed consents can be found under Attachment 2.

2. DATES OF OPERATION

A. Dates Advance Deposit Wagering will be conducted:

7 days a week

B. Hours Advance Deposit Wagering will be conducted:

The Yobet service is currently available 16 hours a day 7 days a week with hours of operation being approximately 7:00 a.m. – 11: p.m. PSD

3. BUSINESS STRUCTURE

- A. Corporation (complete subsection B)
- LLC (complete subsection C)
- Other (specify, and complete subsection D)

Complete the applicable subsection

B. CORPORATION

- 1. Registered name of the corporation:
Yobet.com, Inc.
- 2. State where incorporated:
Delaware
- 3. Registry or file number for the corporation:
95-4627253 – Federal ID Number

4. Name of all officers and directors, titles, and number of shares of the corporation held by each:

Name	Title	# of Shares Owned
Robert M. Fell	Chairman, President and Chief Executive Officer	204,500
Phillip C. Hermann	Executive Vice President and Chief Financial Officer	0
Cesar P. Kimmel	Director	16,000
Ron W. Luniewski	Executive Vice President and Chief Operating Officer	0
Chris McCarron	Director	10,000
William H. Roedy	Director	100,000

5. Names (true names) of all persons, **other than the officers and directors listed above**, that hold 5% or more of the outstanding shares in the corporation and the number of shares held by each:

David Marshall, 1,851,287 shares
 Russell Fine, 1,557,887 shares

6. Number of outstanding shares in the corporation: 19,532,950 shares

7. Are the shares listed for public trading? Yes No
 If yes, on what exchange and how is the stock listed: NASDAQ; UBET

8. Name of the custodian of the list of shareholders and/or the transfer agent for the share holdings of the corporation:

American Stock Transfer and Trust Company

9. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:

N/A

10. Attach the most recent annual financial statement for the corporation, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the corporation and/or the Securities and Exchange Commission and/or the corresponding state where you registered your corporation.

The attachment contains the 2000 annual report (SEC Form 10K) and the first two quarterly reports for 2001 (SEC Form 10Q)

ATTACHMENT 3

11. Attach a business plan to include a detailed budget that shows anticipated revenue, expenditures and cash flow by month projected for the term of the approval.

ATTACHMENT 4*Confidential Proprietary Information

C. LLC

1. Registered name of the LLC:
2. State where articles of organization are filed:
3. Registry or file number for the LLC:
4. Names of all officers and directors, titles, and the number of shares of the LLC held by each:
5. Names (true names) of all members, **other than the officers and directors listed above**, that hold 5% or more of the outstanding shares in the LLC and the number of shares held by each:
6. Are the shares listed for public trading? Yes No
If yes, on what exchange and how is the stock listed:
7. If more than 50% of the shares are held by a parent corporation or are paired with any other corporation or entity, give the name of the parent and/or paired corporation or entity:
8. Attach the most recent annual financial statement for the LLC, including balance sheet and profit and loss statement, and a copy of a report made during the preceding 12 months to shareholders in the LLC and/or the Securities and Exchange Commission and/or the corresponding state where you registered your corporation.
9. Attach a business plan to include a detailed budget that shows anticipated revenue, expenditures and cash flow by month projected for the term of the approval.

D. OTHER

1. Name(s) of partners/sole proprietor:
2. If a partnership, attach partnership agreement.
3. Attach a business plan to include a detailed budget that shows anticipated revenue, expenditures and cash flow by month projected for the term of the approval.

4. ESTABLISHING ADVANCE DEPOSIT WAGERING ACCOUNTS – must comply with Rule 2074.

A. List the procedures to establish an Account:

An interested individual must complete several steps in order to become a Youbet.com subscriber and to open a wagering account. Youbet.com complies with the Oregon Racing Regulation OAR 462-210-0030.

Verifying the customer's qualifications to become a subscriber is an integral part of the Youbet.com sign-up process. Youbet.com is concerned with two major issues; state of residence and age. To become a Youbet.com Network subscriber, an applicant must be resident in one of

the 39 jurisdictions (**ATTACHMENT 5**) in which Youbet.com provides service and must be 21 years or older. Accounts may be established by phone, mail or the Youbet.com website. Youbet.com reserves the right to close or to refuse to open an account.

The account holder must provide the following information:

- Full legal name
- Principal place of residence
- Telephone number
- Social Security Number
- Proper identification or certification the account holder is at least 21 years of age

Youbet.com, using the verification services of Equifax Credit Reporting, validates the information provided by the account holder. This information will be subject to electronic verification through Equifax, and should a discrepancy be found during verification, the account holder will be contacted to provide satisfactory supporting documentation to establish identity and residence. After the validation process is complete a wager account is established and the customer is now permitted to fund the account. Then, and only then, are funds transferred into the wagering account permitted. At that point, the applicant is considered a “subscriber” to the You Bet Network.

For more operational details see **ATTACHMENT 7**

- B. If an application form is used to establish an Account attach a copy of the form.

ATTACHMENT 6

- C. Name and address of the third party you will use to verify identity, residence and age verification:

Equifax Credit Information Systems, Inc.
P.O. Box 740006
Atlanta, GA 30374

5. OPERATION OF ADVANCE DEPOSIT WAGERING ACCOUNTS – must comply with Rule 2073.

- A. Submit a copy of your plan for operation.

ATTACHMENT 7

- B. List the type of deposits you will accept:

Credit card, electronic check, check, money order, wire transfer. See operating plans for detail of velocity limits and overall policies for depositing funds into a wagering account. (Attachment 7)

- C. Identify any fees or transaction-related charges and the amount that will be assessed:

Currently, in certain cases, Youbet.com charges \$0.25 per wager.

6. SECURITY ACCESS

A. Attach your security access policy and safeguards pursuant to B&P Section 19604 (c) (2). Policy must include the following:

1. Description of the technology to ensure identity, residence, and age verification when an Account is established:

Youbet.com uses the services from Equifax Credit Information Services, Inc.

The customers Social Security number is used to search Equifax's consumer credit database. As a secondary search, the customer's driver's license number is used to search against a nation wide database. Together these searches provide Youbet with a match or no match indication. If a match is returned, Youbet verifies the customer is of a legal age and in a legal State. In addition, if a customer submits a post office box as an address, the customer is contacted for a residences address that is used to verify the customer's residences address. If the customer submits a second address but requests to use the PO box as the mailing address, Youbet stores the residence address as the address of record and the PO box as the mailing address. Further, both addresses must be in the same state.

Customers must supply the following information:

- First Name
- Last Name
- Residence Address
- Drivers License
- Drivers License Expiration Date
- Date of Birth
- Social Security Number

2. Description of the technology to ensure confidentiality of the Means of Personal Identification:

All sensitive data is stored in an encrypted state in Youbet's database. The data is only decrypted when used by internal secure applications. The customers Social Security Number, Drivers License and password / PIN is encrypted and cannot be viewed by non-authorized Youbet personnel.

The following data is encrypted:

- Password
- Social Security Number
- Credit Card Numbers
- Checking Account Number
- Drivers License

In addition these other steps are taken to insure security of the PIN:

- The customers PIN must differ from their Handle or User ID.
- The customers PIN must be four digits in length
- The customer's account is locked on the consecutive third unsuccessful attempt to log in. The customer must contact Youbet customer support and provide appropriate

identification to have the account unlocked.

- If the customer forgets their password, they must supply their handle / user ID, date of birth and registered email address to obtain the password.
- The password memory feature of Microsoft's operating system and browser are disabled for all Youbet' products and Web sites.

3. Methods and locations available for Account Holders to withdraw funds from their Account:

Youbet customers must mail or fax a signed withdrawal slip to Youbet's Oregon office

4. If the Advance Deposit Wagering records will be maintained at a site other than the out-of-state Hub provide the name, address, telephone and fax numbers and the hours of operation:

All records are maintained at Youbet.com. The following entities also store certain information:

Youbet Oregon, Inc. - 19545 NW Von Neumann Drive, Suite 225 Beaverton, OR 97006,
Telephone: (503) 748-3694, Fax: (503) 748-3693

Amtote International, Inc. - 11200 Pepper Road, Huntvalley, MD 21031, *Telephone: (410) 771-8700, Fax: (410) 785-5273*

Autotote - 750 Lexington Avenue, 25th Floor, New York, NY 10022, *Telephone: 212-754-2233, Fax: 212-754-2372*

7. PARI-MUTUEL

A. Name, address and telephone number of the pari-mutuel audit firm:

BDO Seidman, 1900 Avenue of the Stars, 11 Floor, Los Angeles, CA 90067
Telephone (310) 557-0300

B. Type(s) of pari-mutuel or totalizator equipment to be used and the simulcast organization, name of the entity supplying equipment, and expiration date of the service contract:

Totalizer equipment: Amtote Spectrum System, 3-year term through June 31, 2004.

Simulcast organization: Youbet ITSP is provided by Robertson Communication, 3-year term through June 30, 2004.

C. List the locations of the racing venues on which Advance Deposit Wagering will be accepted:

- Arlington
- Calder
- Belmont
- Keeneland
- Saratoga
- Beulah Park
- Churchill Downs
- Delaware Park
- Ellis Park
- Evangeline Downs
- Fairmount Park
- Hoosier Park
- Los Alamitos
- Louisiana Downs
- Mountaineer
- Retama
- Rockingham
- Ruidoso
- Suffolk Downs
- Turfway Park
- The Red Mile
- Fort Erie
- Hazel Park
- Hasting Park
- Lebanon Raceway
- Windsor Raceway
- Woodbine (Thoroughbred)
- Scioto Downs
- Northfield
- Harrington
- Mohawk
- Northville
- Kentucky Downs
- Woodbine (Harness)
- Delaware County Fair
- Colonial Downs
- Fraser Downs
- Elmira Raceway
- Australia A
- Australia B

NOTICE – The pari-mutuel system used must use a device or combination of devices authorized and operated exclusively for placing, receiving, or otherwise making a wager and by which a person must subscribe to in order to place, receive or otherwise make a wager; an effective customer and age verification system and the appropriate data security standards to prevent unauthorized access by any person who has not subscribed or who is under the age of 18.

8. CONTRACTS AND AGREEMENTS

- A. List name and address of all organizations you will contract with to facilitate Advance Deposit Wagering that are not provided in other sections of this application:

Robertson Communications Network, Inc., 4175 Cameron Street, Suite B-10, Las Vegas, NV 89103

- B. List each contract or agreement to facilitate Advance Deposit Wagering that is not finalized and signed:

N/A

9. ADVERTISING

Name and address of the advertising agency you will use:

Youbet.com recently decided to move all advertising in-house, with Don Scott, VP of Marketing overseeing our advertising needs and requirements and the use of freelance talent.

NOTICE – Pursuant to Rule 2072 (h) all advertisements shall contain a statement that persons under 18 are not allowed to open or have access to Accounts. All advertisements shall contain contact information for a recognized problem-gambling support organization. Additionally, pursuant to B&P Section 19604 (D) (3) advertisements shall not be deceptive to the public.

10. CERTIFICATION

I hereby certify under penalty of perjury that I have examined this Application, that all of the foregoing statements in this Application are true and correct, and that I am authorized to attest to this Application.

Ron Lun, avst,
Print Name


Signature

CO-CEO
Print Title

11-15-01
Date

ITEM # 4

**THERE IS NO BOARD PACKAGE MATERIAL FOR
THIS ITEM**

ITEM HAS BEEN WITHDRAWN

**STAFF ANALYSIS
STAFF REPORT ON ADW RESULTS**

**REGULAR BOARD MEETING
FEBRUARY 21, 2002**

Background:

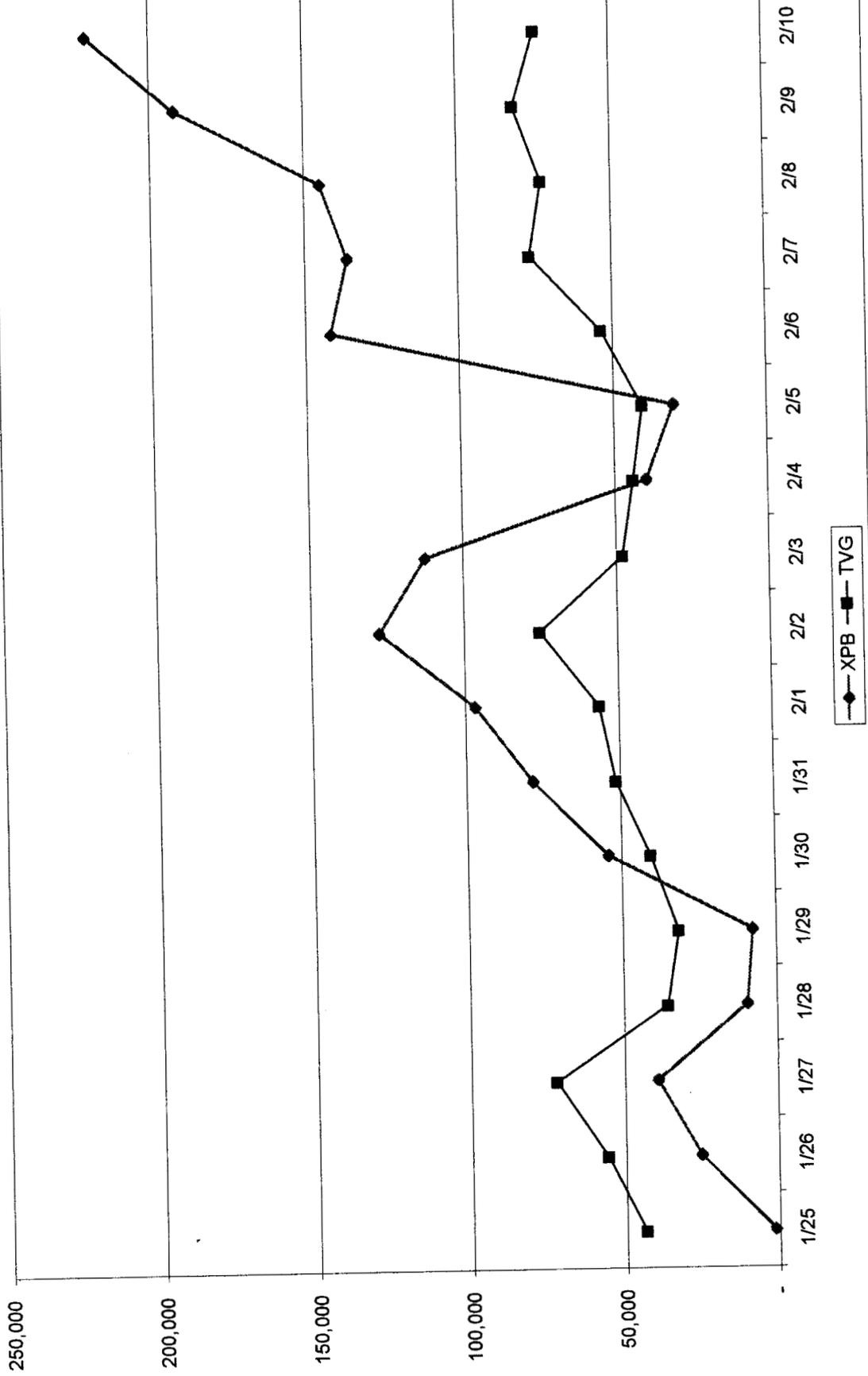
After the Board approval of two Advanced Deposit Wagering (ADW) hubs at the January 24 meeting, staff has monitored the new ADW handle as well as the live and simulcast handles in California. As of this date the ADW handle appears to have had little impact on the California handle averaging less than 2% of the California handle. A review of the daily average California handle (on track and off track) for the three weeks before ADW and the three weeks after the approval of ADW show that the California handle is essentially unchanged (on track down .19%; off track up .45%). The total ADW handle is \$2.4 million (daily average of \$143,013). The attached graph shows the ADW handle since inception including live race days and dark days.

Staff will have further updated handle information for the Board meeting as well as information regarding the distributions of that handle.

Recommendation:

This item is for information and discussion.

ADVANCED DEPOSIT WAGERING



AVE. DAILY HANDLE	Jan 2 - Jan 21	Jan 24 - Feb 10	CHANGE	% CHANGE
On-track	\$2,944,972	\$2,939,342	(\$5,630)	-0.1912%
Off-track	4,713,332	4,734,546	21,214	0.4501%
Out-of-state	7,125,366	7,412,755	287,389	4.0333%
Total Average Daily	\$14,783,669	\$15,086,641	\$302,971	2.0494%
ADW		\$143,013		
Notes:				
(1) Average daily handle from Jan 2 through Jan 21 is for 15 days.				
(2) Average daily handle from Jan 24 through Feb 10 is for 14 days.				
(3) ADW average daily handle from Jan 24 through Feb 10 is for 17 days.				

ITEM # 6

**THERE IS NO BOARD PACKAGE MATERIAL FOR
THIS ITEM**

**REPORT TO BE PRESENTED AT THE BOARD
MEETING**

**STAFF ANALYSIS
REQUEST FOR APPROVAL OF
CHARITY DISTRIBUTION**

**REGULAR BOARD MEETING
FEBRUARY 21, 2002**

Background:

The Los Angeles Turf Club is requesting that the Board approve its proposed distribution of charity racing day proceeds of \$281,250. The list of 35 beneficiaries is attached for your review. Approximately 86% of the total dollars distributed will go to charities associated with the horse racing industry.

Recommendation:

Staff recommends that the Board approve this request.



2002 FEB 11 11 1:23
February 7, 2002

Frank De Marco, Jr., Esq.
General Counsel and Assistant Secretary

California Horse Racing Board
1010 Hurley Way, Suite 300
Sacramento, California 95825

Attention: John Reagan

Re: Los Angeles Turf Club, Incorporated Charity Days

Gentlemen:

Los Angeles Turf Club, Incorporated, doing business as "Santa Anita Park," has determined the beneficiaries of proceeds from "Charity Days" races conducted at Santa Anita Park during its 2000-2001 winter meet. The net proceeds from the five Charity Days totaled \$281,250. Listed on Exhibit "A" attached hereto are the organizations selected to be the beneficiaries of the Charity Days proceeds. Distributions will be made upon approval of the proposed amounts.

Please note that approximately 86% of the distributions are to horse related charities.

Should you have any questions regarding the distributions or the matters set forth herein, please do not hesitate to contact the undersigned.

Very truly yours,



Frank De Marco, Jr.

FDM:mr

Enclosure

**Los Angeles Turf Club, Incorporated
Distribution of Charity Days' Proceeds**

Horse Related Charities	
California Council on Problem Gambling	10,000.00
California Equine Retirement Foundation	2,000.00
California Thoroughbred Breeders Foundation	5,000.00
California Thoroughbred Horsemen's Foundation	45,000.00
Edwin J. Gregson Foundation	70,000.00
Holy Angels Church (Backside Permanent Deacon)	15,000.00
International Conference of Racing Analysts & Veterinarians	2,500.00
Kids to the Cup Foundation	5,000.00
Don MacBeth Memorial Jockey Fund (Pledge)	3,500.00
Piedra Foundation	5,000.00
Race Track Chaplaincy of America (So. CA Council)	20,000.00
Race Track Chaplaincy of America (No. CA Council)	7,500.00
Race Track Chaplaincy (San Luis Rey Downs)	5,000.00
Race Track Chaplaincy of America (Pledge)	5,000.00
Thoroughbred Adoption and Retirement Association, Inc.	2,000.00
Tranquility Farm	5,000.00
United Pegasus Foundation	2,500.00
UC Regents Center of Equine Health (Del Mar)	5,000.00
UC Regents Center for Equine Health Davis, CA	2,000.00
Winners Foundation	25,000.00
	242,000.00
Non-Horse Related Charities	
Arcadia Community Coordinating Council	1,000.00
Arcadia Public Library Foundation	3,000.00
Los Angeles Arboretum Foundation	5,000.00
Arcadia White Christmas	1,000.00
Boys and Girls Club of the Foothills	1,000.00
Christopher Burrows Memorial Scholarship Fund	1,000.00
Church of the Good Shepherd, Pasadena	250.00
Community Media of the Foothills	1,000.00
Five Acres Foundation, Altadena	5,000.00
Junior League of Pasadena	5,000.00
Kidspace Museum	5,000.00
Holy Angels Church, Arcadia, CA	2,500.00
Holy Angels School, Arcadia, CA	2,500.00
West San Gabriel Valley Boys and Girls Club	1,000.00
Young and Healthy	5,000.00
	39,250.00
Grand Total	281,250.00