

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 19, 2004**, commencing at **9:30 a.m.**, at the **Arcadia City Hall**, 240 West Huntington Drive, Arcadia, California.

AGENDA

Action Items

1. Approval of the **minutes** of the regular meeting of **December 4, 2003**.
2. 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)**, from April 7 through **June 20, 2004, inclusive**.
3. Discussion and action by the Board on the **Application for License to Conduct a Horse Racing Meeting of Churchill Downs California Company (T)**, from April 21 through **July 18, 2004, inclusive**.
4. Discussion and action by the Board on the **Application for License to Conduct a Horse Racing Meeting of Capitol Racing, LLC. (H)**, from March 5 through **July 31, 2004, inclusive**.
5. Discussion and action by the Board on the **Application for License to Conduct a Horse Racing Meeting of the Cal Expo Racing Association, LLC. (H)**, from March 5 through **July 31, 2004, inclusive**.
6. Discussion by the Board on the **Jockeys' Guild proposal for jockey weight allowances**.
7. Discussion and action by the Board on the **request of the Jockeys' Guild to extend the provisions of their prior agreement with the Thoroughbred Owners of California regarding the Health and Welfare Program for California jockeys until a subsequent agreement can be completed**.
8. Discussion and report by Magna and other impacted parties on the **downward trends of handle at the current California race meets and the efforts to reverse these trends**.

9. Staff report on the following **concluded race meetings**:
 - A. **Los Alamitos Quarter Horse Racing Association** at Los Alamitos from December 26, 2002, through December 21, 2003.
10. Election of **Board Vice Chairman**.

Other Business

11. **General Business**: Communications, reports, requests for future action of the Board.
12. **Old Business**: Issues that may be raised for discussion purposes only, which have already been brought before the Board.
13. **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. *Information for requesting disability related accommodation for persons with a disability who requires aids or services in order to participate in this public meeting, should contact Roy Minami.

CALIFORNIA HORSE RACING BOARD

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

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PENDING LITIGATION
FEBRUARY 2004

CASE

CASE NUMBER

MARTIN, JOHN v.
California Horse Racing Board

Sacramento County Superior Court
No. 98CS00952

BURNETT-NUTTER, LAURIE v.
California Horse Racing Board

Riverside County Superior Court
No. RIC 382077

DUFFY, NORMA v.
California Horse Racing Board
and Pacific Racing Association

Hayward Superior Court
No. VG03079504

LONG, GREGORY ALLEN v.
California Horse Racing Board

Los Angeles County Superior Court
No. BS082483

**CALIFORNIA HARNESS HORSEMEN'S
ASSOCIATION and CAPITOL RACING,
LLC, v.**
California Horse Racing Board

Sacramento County Superior Court
No. 03CS01033

BUCHANAN, BRIAN v.
California Horse Racing Board

Sacramento County Superior Court
No. 03AS05594

CALIFORNIA HORSE RACING BOARD

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

Date : February 4, 2004

To : **California Horse Racing Board**
John C. Harris, Chairman
Sheryl L. Granzella, Vice Chairman
William A. Bianco, Member
Alan W. Landsburg, Member
Roger H. Licht, Member
Marie G. Moretti, Member
John C. Sperry, Member

From : Sharyn S. Jolly *[Signature]*
Administrative Hearings Unit

Subject : PROPOSED DECISIONS SCHEDULED FOR ACTION-EXECUTIVE SESSION

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

NUNEZ, Jesus
SAC 01-017
Appellant

Appeal from Board of Stewards Ruling
51, Los Alamitos Quarter Horse Racing
Racing Association, dated April 1, 2001.

CONTRERAS, Baltazar
SAC 03-067
Appellant

Appeal from Board of Stewards Ruling
15, Fairplex Park, dated September 21,
2003.

LEYVA, Juan
SAC 03-071
Appellant

Appeal from Board of Stewards Ruling
214, Los Alamitos Quarter Horse
Racing Association, dated October 10,
2003.

1010 Hurley Way, Suite 300, Sacramento, CA 95825

Phone: (916) 263-6000 □ FAX: (916) 263-6042

PROCEEDINGS of the Regular Meeting of the **California Horse Racing Board** held at the **Cypress Golf Club**, 4921 Katella Avenue, Los Alamitos, California, on **December 4, 2003**.

Present: Roger H. Licht, Chairman
John C. Harris, Vice-Chairman
William A. Bianco, Member
Sheryl L. Granzella, Member
Alan W. Landsburg, Member
John C. Sperry, Member
Roy C. Wood, Jr., Executive Director
Derry Knight, Deputy Attorney General

MINUTES

Chairman Licht asked for approval of the minutes of the Regular Board Meeting of October 23, 2003. Commissioner Sperry **motioned** to approve the minutes. Commissioner Granzella **seconded** the motion, which was **unanimously carried**.

DISCUSSION AND ACTION BY THE BOARD ON THE REQUEST OF THE BAY MEADOWS FOUNDATION TO DISTRIBUTE \$70,000 IN CHARITY RACE DAY PROCEEDS TO 25 BENEFICIARIES.

John Reagan, CHRB staff, said staff reviewed the request of the Bay Meadows Foundation (BMF) to distribute charity race day proceeds and found it in order. He stated staff recommended the Board approve the request. Jack Liebau of Bay Meadows Operating Company (BMOC) said his organization requested the proposed distribution be approved with the stipulation that BMOC have the right to direct the portion of the funds allocated to equine charities. Mr. Liebau stated after litigation, BMOC had the right to direct the amounts given to horse racing related charities. Commissioner Bianco **motioned** to approve the request of the BMF to distribute \$70,000 in charity

race day proceeds with the stipulation that BMOC direct the portion of the funds allocated to equine charities. Commissioner Sperry **seconded** the motion, which was **unanimously carried**.

DISCUSSION AND ACTION BY THE BOARD ON THE APPLICATION FOR LICENSE RENEWAL TO CONDUCT ADVANCE DEPOSIT WAGERING (ADW) BY XPRESSBET.

Roy Minami, CHRB staff, said the application would renew XpressBet's license from January 24, 2004, through January 24, 2006. Mr. Minami stated staff had received a horsemen's agreement from Thoroughbred Owners of California (TOC) and California Authority of Racing Fairs (CARF). Both agreements would be effective through December 25, 2004. Chairman Licht asked if XpressBet could describe its future television distribution. Ron Luniewski of XpressBet said his organization was currently on a number of cable systems throughout California. In the near future it would add Bakersfield, Santa Barbara and Sacramento to the list. Mr. Luniewski stated the additional cities would put XpressBet in 340,000 digital subscribers homes. XpressBet also had a fulltime salesperson in the California marketplace and would continue to get additional carriage on cable systems. Mr. Luniewski said XpressBet was still in discussions with a national satellite system. Mr. Luniewski stated XpressBet wished to amend its application to extend its license for one year versus two years. He said a one-year license would be more consistent with XpressBet's agreements with TOC and CARF, and it would bring XpressBet's expiration in line with the other ADW providers. Vice-Chairman Harris asked is cable subscribers had to pay an extra fee for

reception. Mr. Luniewski said he did not know which tier of service one had to receive, but the horse racing channels were not an extra cost. He stated if a fan subscribed to the Racing Television Network, they could receive the service on a disk for \$99 per month. Vice-Chairman Harris said he was concerned that some fans could receive the channels for free via cable television, while those with a dish had to pay. Mr. Luniewski said that was why XpressBet was seeking additional carriage. Chairman Licht asked if XpressBet had any data indicating it was creating new horse racing fans. Mr. Luniewski said the data indicated there was an increase in the frequency softer fans made wagers. Chairman Licht asked if more jobs had been created in California. Mr. Luniewski said the Horse Racing Television facilities at Santa Anita employed 27 persons, 12 of which were union employees. In addition, seven persons manned XpressBet booths. Commissioner Landsburg said the ADW providers needed to find a way to reach new fans. He stated such fans should not only use the ADW services, but should also want to go to the track. Commissioner Landsburg said he did not see any effort to find fans that would place ADW wagers and also go to the tracks. Commissioner Granzella **motioned** to approve the application by XpressBet for a period of one year. Vice-Chairman Harris **seconded** the motion, which was **unanimously carried**.

DISCUSSION AND ACTION BY THE BOARD ON THE REQUEST OF THE HOLLYWOOD PARK RACING CHARITIES, INC. TO DISTRIBUTE \$230,000 IN CHARITY RACE DAY PROCEEDS TO 25 BENEFICIARIES.

John Reagan, CHRB staff, said the amount to be distributed was actually \$235,500. He stated the amount indicated in the notice was an estimate, as the charitable organization meet after the notice of meeting was mailed. Mr. Reagan said staff found the request in order and recommended approval. Commissioner Bianco **motioned** to approve the request of Hollywood Park Racing Charities, Inc. to distribute \$235,500 in charity race day proceeds. Commissioner Landsburg **seconded** the motion, which was **unanimously carried**.

DISCUSSION ON THE USE OF SECURITY BARNES DURING RACE MEETINGS.

Chairman Licht said the item was placed on the agenda after numerous persons contacted him regarding alleged violations of racing rules. He stated it was clear the industry had a problem with the perception that alleged drug violations were taking place. Chairman Licht said he wanted to state for the record that he believed the Board's investigative staff did an outstanding job with their limited resources. He stated staff did their utmost to protect the industry. In addition, the Board's drug testing program was without peer. Chairman Licht said he would like the discussion regarding security barns to be constructive; not the type of finger-pointing that had occurred. The discussion would be on the record and those who testified should do so with facts, not rumor. Ed Halpern of California Thoroughbred Trainers (CTT) thanked the Board for discussing the issue. He stated it was an important issue on the

backstretch, and with other sports discussing undetectable drugs and substances, it was appropriate the Board also look at the subject. Mr. Halpern said he could not say drug violations were occurring on the backstretch. He stated, however, that the CTT, the Thoroughbred Owners of California (TOC) and the racing associations – as well as the Board – had been looking at improving backstretch security for a number of years. Mr. Halpern said a number of trainers were going to present the Board with a petition for a security barn. He stated the petition indicated that those closest to the backstretch perceived a problem and it was time for the Board to engage in a more aggressive approach to both perception and a possible reality. Mr. Halpern said he understood money would be an issue, however, the industry was in a situation where the interests of its public – and its own reputation – needed protecting. The public needed to trust racing for it to be successful so the industry had no choice but to confront the issue. Chairman Licht asked if the CTT had a formal position. Mr. Halpern said the CTT board believed there were many things that should have been implemented over the last three years, or conducted to a greater degree than they have been. He stated the items included increased surveillance on the backside; unannounced visits immediately preceding a race – when some activity, theoretically, would most likely take place; more complete testing; more extensive use of security cameras; the use of security barns or security stalls; and finally, saving blood samples. Mr. Halpern said saving blood samples was probably as important as any other security measure because new drugs, for which there was no method of detection, were frequently appearing. He stated the industry needed to find a way to deal with new drugs. One way was to let

the industry know blood samples were retained, and if a new test revealed the use of previously undetectable drugs, the trainer would be punished. Chairman Licht asked if the CTT had any evidence illegal drugs were being administered on the backstretch. Mr. Halpern said he did not have any evidence of illegal drug use, but if one looked back over time one could see the use of certain substances nationally. Chairman Licht said he understood the concept, but what made the CTT think illegal drug use was contemporaneously occurring? Mr. Halpern said the CTT did not say illegal acts were taking place; it had no evidence they were. However, it was not beyond the realm of possibility that undetectable drugs were being administered. Mr. Halpern said other professional sports were currently involved in a situation where drugs were appearing that had not been tested for; what made horse racing think it was immune? Vice-Chairman Harris said the Board was testing. He stated the issue with professional baseball was steroids. Mr. Halpern said that was correct, however, there were other substances involved in baseball that were not steroids. Chairman Licht said he agreed a major problem with perception existed on the backstretch, and owners, trainers and fans needed to be satisfied the sport was clean. However, when individuals and groups within the industry claim there was rampant drug abuse, but offer no proof, it only exacerbated the problem. Mr. Halpern said the Board and the CTT were on the same side of the issue. He stated he did not believe it was important to demonstrate illegal drugs were actually being used; it was important to show that everything possible was being done to ensure they were not. Regarding the issue of a detention barn: Mr. Halpern said the CTT learned most trainers believe every other option should be tried

before such measures are initiated. Commissioner Landsburg said throughout the history of the issue he was not aware of one trainer who had come forward with accusations of another trainer indulging in illegal activities. He stated he respected trainers' need to participate in a sport free of illegal drugs, but the trainers also had to help the Board. If that were the case, the Board probably could work towards security barns. Commissioner Landsburg added, however, money was a problem. He stated the industry was already looking at paying a portion of trainers' workmen's compensation costs - now it was being told if it did not provide more security, there would be no racing. It would be helpful if there were an organized attempt to provide information regarding who might be using illegal drugs so the Board could focus on them. If such information proved to be only the result of someone's dislike of another at least the Board would be on-track in its effort to determine the veracity of such rumors. However, there had not been one legitimate report from any trainers. Vladimir Cerin, a licensed trainer stated he had been involved in horse racing for almost 30 years. He said he started training in harness. Mr. Cerin stated harness racing was destroyed in California because of the perception the races were fixed. Now the same thing was happening to the other breeds. Mr. Cerin said the perception was that either trainers were using illegal drugs, or they were not training properly, and the perception was being fueled by the media. Mr. Cerin said articles in trade publications claimed top trainers were using improper practices. Other trainers read the articles and start believing the good trainers are cheating. Leaving the perception out in the open, under a cloud of suspicion would be a mistake. Mr. Cerin stated the Board

should do all it could to demonstrate that superior trainers were using legitimate methods. Mr. Cerin said he talked to a number of trainers and none of them wanted a detention barn. He stated trainers did not want to move their horses into unfamiliar environments. A lot of trainers might have signed a petition in favor of instituting detention barns, but none really wanted them. Mr. Cerin said what trainers really wanted was more surveillance. Vice-Chairman Harris commended Mr. Cerin for his role in the issue. He stated the perception on the backstretch was that there was not a level playing field. Vice-Chairman Harris said he believed the Board's testing program was good and not much was escaping it, but the concern was not with testing; rather, it was with the four hours before a race in which a horse might be receiving something to improve its performance. Mr. Cerin said he agreed the Board's testing was good, and staff was working well with their resources, but when a newspaper analyzed the performance of a trainer with and without surveillance and there was a drastic drop in the performance of horses, one had to come to certain conclusions. Either there was illegal activity, or the trainer had legitimate practices he did not want to divulge. It would not be fair to make a trainer divulge legitimate practices – so if there were surveillance cameras in a certain number of stalls – only the Board would know. However, it would go a long way towards restoring integrity in racing if the tape of every winner on a given day was reviewed. Mr. Cerin said drug testing was wonderful, but tests for a new drug tended to come a couple years after the drug. He stated he did not believe anyone was cheating, but he would like to see the wagering public have the same confidence. Mr. Cerin stated he would like to see a detention

surveillance system in place as quickly as possible. Install surveillance in a few barns, try it for one or more races a day, and announce the races were monitored, and then see what the handle was. Drew Couto of TOC said his organization's board discussed the issue. Mr. Couto said TOC felt the issue was serious. The TOC board was unanimous in its support of the trainers and would like to see a surveillance detention program initiated within 60-days. To accomplish the task an ad-hoc committee consisting of representatives of the tracks, TOC, CTT and the Board - as well as any trainers who wished to participate. Mr. Couto said one of the TOC board members had employees who dealt strictly with security and surveillance cameras. The TOC member volunteered those employees to assist the committee in exploring ways of dealing with the issues raised by the trainers. Mr. Couto stated cost would be an issue, but the industry would find the money. Commissioner Landsburg said one of the suggestions heard by the Board involved four-stall videotaping surveillance. He said he thought the ad-hoc committee should go forward, but he also thought the Board should consider taking immediate action by directing the track to immediately install several systems. At least it would be a step in the right direction. Was there any reason video cameras could not be installed in five to ten barns? Mr. Couto said Commissioner Landsburg's suggestion had merit, but haste might not be the proper course. A bit of prudence in implementing surveillance might result in something more effective. Mr. Couto said 60-days was on the outside. If the ad-hoc committee could implement a program sooner, it would. Chairman Licht said he thought Mr. Couto was correct. He stated he would form an ad-hoc committee. He stated he wanted the committee to meet

as soon as possible with TOC's assistance. Commissioner Bianco said if there was suspicion regarding a trainer whose horse won a race, the blood sample could receive expanded testing. He stated he did not want to see emphasis placed on just one aspect of horse racing integrity. Sherwood Chillingworth of Oak Tree Racing Association (OTRA) said his organization had surveillance on every stall, for every rated race in its meeting. He stated one either had a detention barn, or one had additional security personnel and cameras. Mr. Chillingworth said that when OTRA increased its surveillance complaints of unfair advantage for some trainers was minimized. Dr. Ron Jensen, CHRB Equine Medical Director, said he had experience with detention barns. He stated there was a lot more to a security barn than security. Horses would need to be fed, groomed, and the stalls cleaned, so there would be a lot of personnel coming and going, and theoretically, any of those persons, at any point, could administer a prohibited substance to the horse. Dr. Jensen said, based on the discussion before the Board, perhaps the industry was moving away from the security barn, but he wanted the industry to know it was a huge undertaking. Dr. Jensen stated drug testing was not perfect and could be improved. The Board utilized two testing laboratories: Truesdale Laboratories, which had been in the equine drug testing business for at least 50 years, and the University of California Davis Maddy Laboratory, which was new, state-of-the-art, and very well-staffed. Dr. Jensen said both laboratories did an excellent job. Two years ago the National Thoroughbred Racing Association originated the super test. One thousand two hundred seventy two samples that had been declared negative were subjected to the most rigorous equine drug testing available. Of the samples tested,

98.7 percent were negative. Dr. Jensen stated he was sometimes a little disappointed that people in the industry feel drug testing was not done as well as it could be. He added the Maddy Laboratory was one of the two laboratories chosen to conduct the super test. California's samples were sent to Cornell University. Alan Horowitz of Capitol Racing said Breathalyzer testing for harness drivers was instituted over 22 years ago. About six years ago, the harness industry began a blood gas-testing program independent of the Board. Horses in every race participate in such testing. Mr. Horowitz stated that in September of 2003 a 24-hour detention barn with 40 stalls was instituted at Cal-Expo. He said the barn was patrolled by state fair police for the horses in the California Sires stakes and special events. The horses arrive at the barn at 5:00 p.m. the day before their race and are sequestered through the evening and the following day up to race time. The only time they leave the barn is to warm up on the track.

STAFF REPORT ON THE FOLLOWING CONCLUDED RACE MEETINGS:

- A. **FRESNO DISTRICT FAIR AT FRESNO FROM OCTOBER 1 THROUGH OCTOBER 13, 2003.**
 - B. **CAPITAL RACING, LLC. AT CAL EXPO FROM DECEMBER 26, 2002 TO JULY 26, 2003.**
 - C. **OAK TREE RACING ASSOCIATION AT SANTA ANITA FROM OCTOBER 1 THROUGH NOVEMBER 9, 2003.**
-

John Reagan, CHRB staff, said Oak Tree had a terrific meeting with outstanding numbers. He stated staff would wait to see how the numbers compared with the 2004 meeting.

ELECTION OF BOARD CHAIRMAN AND VICE-CHAIRMAN.

Chairman Licht **nominated** Vice-Chairman Harris for the position of Chairman. Commissioner Bianco **seconded** the nomination, which was **unanimously carried**. Commissioner Licht **nominated** Commissioner Granzella for the position of Vice-Chairman. Commissioner Sperry **seconded** the nomination, which was **unanimously carried**.

REPORT FROM THE PARI-MUTUEL OPERATIONS COMMITTEE

Commissioner Landsburg said the Pari-Mutuel Operations (PMO) committee met on December 4, 2003. He stated the committee discussed a proposal to begin the regulatory process to require each racing association to submit a list of the advance deposit-wagering (ADW) providers who receive their signal. Commissioner Landsburg said the committee also discussed a proposal to adjust the scratch time for "also eligible" runners. He stated the committee heard a considerable amount of testimony from individuals who were concerned that leaving horses on the also eligible lists until the last moment would hurt out-of-state wagering. The PMO committee put the issue aside. Chairman Licht said it was his understanding that the racing community was opposed to compelling distribution of the signal to ADW providers. Commissioner Landsburg said there was a question regarding Thoroughbred Owners of California's (TOC) position on the issue. He stated the full Board needed to discuss the proposal. Drew Couto of TOC said his organization had not taken a position on the issue. Mr. Couto said the TOC thought the Board should explore the distinction between the ADW

signal and a right to wager, and if the right to wager was something that should be distributed among all ADWs – while protecting exclusive television images. Mr. Couto said the TOC would not consider exclusivity in 2004, and would look at the performance of the ADW providers from an economic standpoint. He stated he did not want to elaborate on TOC bargaining position, however, the ADW providers had been warned. Commissioner Landsburg said it was his understanding that the committee would move forward with a regulation. Chairman Licht said he understood there would be fuller discussion of the issue as opposed to initiating the regulatory process. He stated he would informally poll the Board. Commissioners Sperry and Granzella said they believed the Board should see a proposal for a regulation. Vice-Chairman Harris said he did not know if it would make a lot of difference with regards to a discussion of the issue, but it would be “ok” to have a starting point. Chairman Licht said it was clear some of the Commissioners wanted to have a regulation for discussion. Jack Liebau of Santa Anita said the Board should consider whether the ADW contracts constituted a property right. He stated the Board should also address whether that would constitute a taking for which there would have to be compensation. Chairman Licht said he had discussed the issue with Deputy Attorney General Derry Knight. He believed there were other matters that should be considered as well, however, the Board would look at a rule and discuss the issues at a future meeting.

MEETING ADJOURNED AT 4:53 P.M.

A full and complete transcript of the aforesaid proceedings are on file at the office of the California Horse Racing Board, 1010 Hurley Way, Suite 300, Sacramento, California, and therefore made a part hereof:

Chairman

Executive Director

STAFF ANALYSIS
February 19, 2004

Issue: APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING OF BAY MEADOWS OPERATING COMPANY, LLC AT BAY MEADOWS APRIL 7, 2004 THROUGH JUNE 20, 2004.

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

- April 7 through June 20, 2004, or 55 days, the same as 2003. 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.
 - During the 2004 calendar year they will satisfy the 10% requirement of stakes purses paid for Cal-bred stakes races.

April - 2004						
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 - 2004						
						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	H				

June - 2004						
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			

- Racing 5 days per week, Wednesday through Sunday, with 8 races Wednesdays, Thursdays and Fridays, 9 or 10 Saturdays, Sundays, holidays and days of special interest.
 - Racing Monday, May 31.
 - No racing Wednesday, June 2.
- First post 12:45 p.m. daily through April 18.
 - 1:00 p.m. April 21 through June 20.
 - 7:20 p.m. Friday April 23, May 7, 14, 21, 28, June 4, 11 and 18.
- Request Patrick Kealy be appointed horse identifier pursuant to CHRB Rule 1525.
- Track safety requirements have been fulfilled.
- Wagering program will use CHRB rules.
 - Pick (n) pool (pick 6), 70% to major pool or carryover and 30% to minor pool.
 - Advance wagering April 30 for Kentucky Derby, May 14 Preakness and June 4 Belmont.
- Simulcasting conducted with out-of-state racing jurisdictions pursuant to Business and Professions Code Section 19602; and with authorized locations throughout California.
- Inspection of backstretch worker housing completed.

RECOMMENDATION:

Staff recommends the Board approve the application.

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 7th through June 20th, 2004

B. Actual dates racing will be held: April 7-11, 14-18, 21-25, 28-30, May 1-2, 5-9, 12-16, 19-23, 26-31, June 3-6, 9-13, 16-20

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)

Memorial Day Holiday week – Monday, Thursday through Sunday (dark Wednesday, 6/2/04)

E. Number of days or nights of racing per week: 5

3. RACING PROGRAM

A. Total number of races: 473

CHRB CERTIFICATION

Application received: 1/6/04 YP
Deposit received: on file
Reviewed: PN

Hearing date: 2/19/04
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 the horse population permits additional races.
- C. Total number of stakes races: Seven listed stakes and seven overnight stakes/handicaps
- 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:
 We reserve the right to adjust post times as necessary to conform to post times in Southern California.

Race	Day Cards (4/7-4/18) (Coordinating with LATC)	Day Cards (4/21-6/20) (Coordinating with HP)	Friday Nights (4/23, 5/7, 5/14, 5/21, 5/28, 6/4, 6/11 & 6/18)
1	12:45	1:00	7:20
2	1:15	1:33	7:47
3	1:45	2:05	8:14
4	2:15	2:36	8:41
5	2:45	3:07	9:09
6	3:15	3:38	9:37
7	3:45	4:08	10:05
8	4:15	4:38	10:33
9	4:45	5:08	
10	5:15	5:38	

*Post time for Friday, April 9 & 16 will be 12:45 PM. Post time on Friday, April 30 will be 1:00 PM.

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 2004 Spring Meet Stakes Schedule

Saturday, April 10, 2004

MISS AMERICA HANDICAP

\$75,000 Guaranteed

Fillies and Mares, Three Year Olds & Up One Mile and a Sixteenth (Longden Turf Course)

Saturday, April 17, 2004

CALIFORNIA DERBY

\$100,000 Guaranteed

Three Year Olds One Mile and an Eighth

Sunday, April 18, 2004-Overnight Stakes

STANFORD STAKES-\$55,000 Added

Fillies, Three Year Olds Six Furlongs

Saturday, April 24, 2004

SAN FRANCISCO BREEDERS' CUP MILE – Grade II

\$150,000 Guaranteed

(Includes \$50,000 from the Breeders' Cup Fund)

Three Year Olds & Up One Mile (Longden Turf Course)

Sunday, May 2, 2004-Overnight Handicap

WOODSIDE HANDICAP-\$55,000 Added

Fillies & Mares, Three Year Olds & Up Six Furlongs

Saturday, May 8, 2004

YERBA BUENA BREEDERS' CUP HANDICAP – Grade III

\$125,000 Guaranteed

(Includes \$50,000 from the Breeders' Cup Fund)

Fillies & Mares, Three Year Olds & Up One Mile & an Eighth (Longden Turf Course)

Saturday, May 15, 2004-Overnight Stakes

SAN JOSE STAKES-\$55,000 Added

Fillies, Three Year Olds One Mile & a Sixteenth

Saturday, May 22, 2004-Overnight Handicap

SARATOGA-\$55,000 Added

Three Year Olds & Up Six Furlongs

Saturday, May 29, 2004-Overnight Handicap

SANTA CLARA HANDICAP-\$55,000 Added

Fillies & Mares, Three Year Olds & up One Mile

Monday, May 31, 2004

SEABISCUIT BREEDERS' CUP HANDICAP – Grade III
\$100,000 Guaranteed

(Includes \$25,000 from the Breeders' Cup Fund)

Three Year Olds & Up

One Mile and a Sixteenth

Saturday, June 12, 2004

BAY MEADOWS OAKS
\$75,000 Guaranteed

Fillies, Three Year Olds

One Mile and a Sixteenth (Longden Turf Course)

Sunday, June 13, 2004-Overnight Stake

MALCOLM ANDERSON-\$55,000 Added

Two Year Olds

Four and a Half Furlongs

Saturday, June 19, 2004

BAY MEADOWS BREEDERS' CUP SPRINT – Grade III
\$125,000 Guaranteed

(Includes \$50,000 from the Breeders' Cup Fund)

Three Year Olds & Up

Six Furlongs

Sunday, June 20, 2004-Overnight Handicap

FOSTER CITY HANDICAP-\$55,000 Added

Three Year Olds & Up

One Mile and a Sixteenth (Longden Turf Course)

- 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
 - Bernie Thurman – Vice President and General Manager
 - Michael 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. On file

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
 Gary Cohn – Secretary
 Frank DeMarco, Jr. – Assistant Secretary
 Bernie Thurman – Vice President and General Manager
 Michael Scalzo – Vice President Operations
 Michael Ziegler – Vice President
 Tony Calo – Track Announcer
 Jim Fetter – Director of Video Operations
 Jerry Gonzales – Chief of Security
 Dyan Grealish – Director of Group Sales
 Barbara Helm – Controller
 Paul 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:
Bernie Thurman, General Manager

5. PURSE PROGRAM

A. Estimated purse distribution:

1. All races other than stakes: \$7,166,500 (Excludes listed stakes, overnight stakes & handicaps)
2. Overnight stakes: \$ 385,000 (Includes overnight handicaps and supplemental funds)
3. Non-overnight stakes: \$ 750,000 (Includes Breeders' Cup supplemental funds)

B. Stakes Races:

1. Estimated purse distribution for all stakes races: \$1,135,000
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, over 10% of the purse distribution for stakes events will be for California-bred stakes.

- C. Estimated funds to be generated for all California-bred incentive awards: \$1,044,509
- D. Estimated amount of payment to each recognized horsemen's organization contracting with the association and the name(s) of the organization(s):

<u>Recognized Horsemen's Organization</u>	<u>Estimated Payment</u>
Thoroughbred Owners of California (NTRA contribution)	\$ 118,329
Thoroughbred Owners of California	\$ 81,265
California Thoroughbred Trainers (Administration)	\$ 40,633
California Thoroughbred Trainers (Pension)	<u>\$ 81,265</u>
Total	\$ 321,492

- E. Total estimated amount from all sources to be distributed at the meeting in the form of purses or other benefits to horsemen: \$9,667,501
- F. Estimated purse funds to be generated from on-track handle and intrastate off-track handle: \$6,878,625
- G. Estimated purse funds to be generated from interstate handle: \$1,422,875
- 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, (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: \$561,600
- H. Estimated cost to provide vanning from off-site stalls for this meeting. Show fees to be paid for vanning per-horse:

Vanning cost per horse \$100; estimated total vanning cost \$112,500. Estimated starter fees for Pleasanton based runners \$85,000
- I. Estimated cost for off-site stabling and vanning for this meeting. Show cost per-day per-stall:
Estimated off-site stabling and vanning - \$674,100; stabling cost per day per stall - \$7.49; cost per day per stall including both stabling and vanning - \$8.99

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; 1959; 1958; 1977; 1979; 1976.8; 1979.1
Race #2	\$2 DD*; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$1 PPN%; \$1 SF#	CHRB#1957; 1959; 1958; 1977; 1979; 1976.8; 1979.1
Race #3	\$2 DD*; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$1 SF#; \$1 PPN%	CHRB#1957; 1976.9; 1959; 1958; 1977; 1979; 1979.1; 1976.8
Race #4	\$2 DD*; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$1 SF#; \$1 PPN%	CHRB#1957; 1976.9; 1959; 1958; 1977; 1979; 1979.1; #1976.8
Race #5	\$2 DD*; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$1 SF#; \$1 PPN%; \$1 PK4!	CHRB#1957; 1976.9; 1959; 1958; 1977; 1979; 1979.1; 1976.8; 1978
Race #6	\$2 DD*; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$1 SF#; \$1 PPN%; \$1 PK4!	CHRB#1957; 1976.9; 1959; 1958; 1977; 1979; 1979.1; 1976.8; 1978
Race #7	\$2 DD*; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$1 SF#; \$1 PPN%; \$1 PK4!	CHRB#1957; 1976.9; 1959; 1958; 1977; 1979; 1979.1; 1976.8; 1978
Race #8	\$2 DD*; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$1 SF#; \$1 PPN%; \$1 PK4!	CHRB#1957; 1976.9; 1959; 1958; 1977; 1979; 1979.1; 1976.8; 1978
Race #9	\$2 DD*; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$1 SF#; \$1 PPN%; \$1 PK4!	CHRB#1957; 1976.9; 1959; 1958; 1977; 1979; 1979.1; 1976.8; 1978
Race #10	\$2 DD*; \$2 PNP@; \$1 E; \$2 Q; \$1 PK3+; \$1 TRI++; \$1 SF#; \$1 PPN%; \$1 PK4!	CHRB#1957; 1976.9; 1959; 1958; 1977; 1979; 1979.1; 1976.8; 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 20, 2004 (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:

April 30, 2004 – advance day wagering on the Kentucky Derby

May 14, 2004 – advance day wagering on the Preakness

June 4, 2004– advance day wagering on the Belmont

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:	November, 2006

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.

See "E"

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

Commingled Pools

Arapahoe Park, CO
 Arlington International Race Course, IL
 Atlantic City Casino Assn., NJ
 Atlantic City Race Course, NJ
 Atokad Downs, NE
 Attheraces, England
 Balmoral Park, IL
 Batavia Downs, NY
 Bettor Racing OTB, SD
 Beulah Park, OH
 Birmingham Race Course, AL
 Blue Ribbon Downs, OK
 Bluff's Run, IA
 Buffalo Trotting Association, NY
 Calder Race Course, FL
 Canterbury Park, MN
 Capital District OTB, NY
 Catskill Off-Track Betting, NY
 Charles Town Races, WV
 Choctaw Racing Services, L.L.C., OK
 Churchill Downs, KY
 Churchill Downs Trackside (Spectrum), KY
 Citizen Band Potawatomi Indians, IA
 Coeur d'lene Hotel & Casino, ID
 Colonial Downs, VA
 Columbus Races, NE
 Connecticut OTB, CT
 Corpus Christi Greyhound Track, TX
 Dairyland Greyhound Park, WI
 Delaware Park, DE
 Delta Downs, LA
 Dover Downs, DE
 Downs at Albuquerque, NM
 Ellis Park, KY
 Emerald Downs, WA

Eureka Downs, KS
 Evangeline Downs, LA
 Excelsior Hotel (S&A), MD
 Fair Grounds, LA
 Fair Meadows, IL
 Fairmount Park, IL
 Finger Lakes Race Track, NY
 Fonner Park, NE
 Freehold Raceway, NJ
 Geneva Lakes Kennel Club, WI
 Great Lakes Downs, MI
 Greentrack, AL
 Gulfstream Park, FL
 Harrington Raceway & Simulcast Facility, DE
 Hawthorne Race Course, IL
 Hazel Park, MI
 Hinsdale Greyhound Park, NH
 Hoosier Park, IN
 Horsemen's Atokad Park, NE
 Horsemen's Park, NE
 Indiana Downs, IN
 Jackson Harness Raceway, MI
 Juarez, TX
 Keeneland, KY
 Kentucky Downs, KY
 Kentucky OTB, KY
 Las Vegas Dissemination Services, NV
 Comanche Tribe, OK
 Cities of Gold Sports Bar, NM
 Fire Lakes Entertainment, OK
 Foxwoods Resorts Casino, CT
 Holiday Beach, Cuaraco
 Meskwaki Bingo & Casino, IW
 Red River, OK
 The Stables, OK
 Tonkawa Bingo, OK

Lebanon Trotting Club, OH
 Les Bois Park, ID
 Lewiston OTB, ME
 Lincoln Park, RI
 Lincoln State Fair, NE
 Lone Star Race Park, TX
 Louisiana Downs, LA
 Manor Downs, TX
 Maryland Jockey Club, MD
 Maywood Park, IL
 Mobile Greyhound Park, AL
 Monmouth Park, NJ
 Montana Simulcast Partners (IMS), MT
 Monticello Raceway, NY
 Mountaineer Park, WV
 Mt. Pleasant Meadows, MI
 Multnomah Greyhound Park, OR
 Nassau Downs Regional OTB, NY
 Nebraska State Fair Park, NE
 Nevada Pari-Mutuel Association, NV
 New Jersey Sports & Exposition, NJ
 New Mexico State Fair, NM
 New York City Off-Track Betting, NY
 New York Racing Association, NY
 Newport Jai Alai, RI
 Northfield Park, OH
 Northville Downs, MI
 Northville Racing Corp., MI
 Oaklawn Park, AR
 Ocean Downs, MD
 Penn National Race Course, PA
 Penn National, PA
 Philadelphia Park, PA
 Philadelphia Park, (PhoneBet), PA
 Plainridge Racecourse, MA
 Pocono Downs, PA

CHRB-17 (Rev. 7/01)

Portland Meadows, OR
 Prairie Meadows, IA
 Raceway Park, OH
 Racing & Gaming Services (RGS), W.I
 Randall Doc James (S&A)
 Remington Park, OK
 Retama Park, TX
 Rillito Park, AZ
 River Downs, OH
 Rockingham Park, NH
 Rockingham Park (ADW), NH
 Rosecroft Raceway, NY
 Ruidoso Downs, NM
 Saginaw Harness, MI
 Sam Houston Park, TX
 Saratoga Raceway, NY
 Scarborough Downs, ME
 Schenectady OTB, NY
 Scioto Downs, OH
 Southland Greyhound Park-AR
 Sports Creek Raceway, MI
 Sportsman's Park, IL
 St. Croix Greyhound Park, WI
 Suffolk Downs, MA
 Sunland Park Racetrack, NM

SunRay Park and Casino, NM
 Tampa Bay Downs, FL
 The Meadows, PA
 The Meadows (ADW), PA
 The Texas Hub (Gulf Greyhound), TX
 Thistledown Racing Club, OH
 Tri-State Greyhound, WV
 Tucson Greyhound Park, AZ
 Turfway Park, KY
 Turf Paradise, AZ
 Turning Stone Casino, NY
 Valley Race Park, TX
 Vernon Downs, NY
 Western Regional OTB, NY
 Wichita Greyhound Park, KS
 Will Rogers Downs, OK
 Wonderland Greyhound Park, MA
 Woodlands, KS
 Wyoming OTB, WY
 Yavapai Downs, AZ
 Yonkers Raceway, NY
 Youbet

Separate Pools
 Assiniboia Downs, CAN

Caliente (Hipodromo De Agua Caliente), MEX
 Caymanas Park, JA
 Edmonton Northlands, AL, CAN
 Elmira Raceway, ON, CAN
 Flamboro Downs, ON, CAN
 Fraser Downs, BC, CAN
 Hastings Park, CAN
 Hiawatha Downs, ON, CAN
 Hipodromo d'Aylmer, QU, CAN
 Hipodromo Presidente Remon, PA
 Juarez, MEX
 Las Vegas Dissemination Co., NV
 l' Hippodrome de Montreal, ML, CAN
 Marquis Downs, SA, CA
 Pacific Racing Association, BC, CAN
 Queensbury Downs, SA, CAN
 Rideau Carlton, ON, CAN
 Stampede Park, AL, CAN
 Stevenson & Associates, MD
 St. Thomas, Bahamas
 Western Fair, ON, CAN
 Woodbine Entertainment Group, CAN
 Windsor Raceway, ON, CAN

Note: Advanced Deposit Wagering on Bay Meadows races will be offered by Youbet.com and XpressBet

- 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
NYRA	4/07-6/20/04	Full or Partial Cards
Keeneland	4/07-4/23/04	Full or Partial Cards
Churchill Downs	4/24-6/20/04	Full or Partial Cards
Pimlico	4/07-6/06/04	Full or Partial Cards
Gulfstream Park	4/07-4/25/04	Full or Partial Cards
Arlington Park	5/14-6/20/04	Full or Partial Cards
Thistledown	4/07-6/20/04	Full or Partial Cards
Calder	4/30-6/20/04	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, P.O. Box 4687, Burlingame, CA 94011

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

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)	Robert Connolly, Track Veterinarian Diane Isbell, Examining Veterinarian
Clerk of Scales	Paul Nicolo
Clerk of the Course	Anne Daftary
Horse Identifier	Patrick Kealy
Horseshoe Inspector	Jack Hammonds
Paddock Judge	Grant Baker
Patrol Judges	Grant Baker, Ella Robinson
Placing Judge	Tina Walker, Greg Brent
Starter	Chuck Burkes
Timer	Richard Somers

B. Management officials in the racing department:

Coordinator of Racing Operations	Richard Lewis
Racing Secretary	Tom Doutrich
Assistant Racing Secretary	C. Gregory Brent, Jr., Linda Anderson
Paymaster of Purses	Patricia Prospero

Others (identify by name and title)

Assistant Clerk of Scales	Ken Sjoldal
Main Track Superintendent	Robert Turman
Turf Track Superintendent	Bernie Eastridge
Price Maker	Richard Somers
Stable Area Superintendent	Jerry Lynn Hunter

- C. Name, address and telephone number of the reporter employed to record and prepare transcripts of hearings conducted by the stewards:
Christine M. Niccoli, Niccoli 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:
Plusmic Corp USA, Bill O'Brien, P. O. Box 6379, Napa, CA 94581, Expiration Date: 11/04
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:
Jerry Gonzales, Chief 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	18
Plain clothesmen	2
Stable gate attendants	5

Security alarm systems, monitored by Hue & Cry, cover the administrative offices, mutuel, operations 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
- F. Name of the workers' compensation insurance carrier for the association and the number of the insurance policy (if self-insured, provide details):



Aon Reed Stenhouse Inc.

20 Bay Street
Toronto, Canada M5J 2N9
Tel: (416) 868-5500 Fax: (416) 868-5580

Memorandum of Insurance

No. M8 /04-05 *AMENDED*

To: California Horse Racing Board
c/o Bay Meadows
Attn: Bernie Thurman
2600 S. Delaware Street
San Mateo, CA 94402

Re: Evidence of Insurance

Facsimile: (650) 349-5884

Insurance as described herein has been arranged on behalf of the insured named herein under the following policy(ies) and as more fully described by the terms, conditions, exclusions and provisions contained in the said policy(ies) and any endorsements attached thereto.

Insured: **Magna Entertainment Corp.**
45 Vogell Road, 6th Floor
Richmond Hill, Ontario
L4B 3P6

Coverage:

	Insurer	Policy No.	Policy Eff.Date	Policy Exp.Date	Limit(s) of Liability not less than/ Perils Insured
US Commercial General Liability	Zurich American Insurance Company	GLO9302183-02	Jan. 1/2004	Jan. 1/2005	\$1,000,000 US INCLUSIVE Bodily Injury and Property Damage subject to aggregate where applicable
Canadian Commercial General Liability	Zurich Insurance Company of Canada	CGL 3485589-02	Jan. 1/2004	Jan. 1/2005	\$1,000,000 INCLUSIVE Bodily Injury and Property Damage subject to aggregate where applicable
Workers' Compensation	Liberty International	WCZ-B71-072827-024	Jan. 1/2004	Jan. 1/2005	As per applicable State Law

This memorandum constitutes a statement of the facts as of the date of issuance and are so represented and warranted only to California Horse Racing Board c/o Bay Meadows; other persons relying on this memorandum do so at their own risk.

Aon Reed Stenhouse Inc.

Mary M. Smith, Supervisor
Technical Services Department

Issued by: Magda Chmielinska
Direct Line: 416-868-5863

Dated January 5, 2004, at Toronto, Ontario

**THE POLICY CONTAINS A CLAUSE THAT MAY LIMIT THE AMOUNT PAYABLE
OR, IN THE CASE OF AUTOMOBILE INSURANCE,
THE POLICY CONTAINS A PARTIAL PAYMENT OF LOSS CLAUSE**

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. Inspection complete
- B. Number of rooms used for housing on the backstretch of the racetrack:
69 rooms in the barn area, plus 53 in the dormitory for a total of 122 rooms
- 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 1 to 7

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

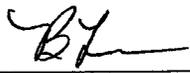
- A. All labor and lease agreements and concession and service contracts necessary to conduct the entire meeting have been finalized except as follows (if no exceptions, so state):
HERE-Local 2 (Catering and Concessions)
- B. Attach each horsemen's agreement pursuant to CHRB Rule 2044.
- C. Attach a 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).
- 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

VP and ASSISTANT GM
Print Title

1/5/04
Date

STAFF ANALYSIS
February 19, 2004

Issue: APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING OF CHURCHILL DOWNS CALIFORNIA COMPANY AT HOLLYWOOD PARK APRIL 21, 2004 THROUGH JULY 18, 2004.

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

- April 21 through July 18, 2004, or 65 days, the same as 2003. 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.

April - 2004						
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 - 2004						
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 H					

June - 2004						
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			

July - 2004						
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 Wednesdays, Thursdays and Fridays, 9 or 10 on a selected basis on Saturdays and Sundays and 10 on holidays.
 - Nine races Friday, April 23 and 11 races Saturday, July 3.
 - Racing Monday, May 31 and July 5.
 - Dark Wednesday, June 2 and July 7.
- First post 1:20 p.m. daily and 7:05 p.m. Fridays.
 - 12:00 p.m. Saturday, July 3.
 - 12:05 p.m. Saturday, June 12.
 - 1:20 p.m. Friday, April 30.
- Specific changes from the 2003 license application:
 - Ruben Hernandez replaces Dino Perez as clerk of scales, Melanie Stubblefield replaces Lisa Jones as clerk of the course, Robert Moreno replaces Zachery Soto as placing judge and Dawn Jackson replaces Charles McCaul as patrol judge.
 - Programs off-track increased from \$2 to \$2.25.

- 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 8:30 a.m. on the day of and advance-day wagering.
 - \$1 trifecta and \$1 superfecta on any race that complies with Rule 1979 and 1979.1.
 - Pick 6 offered on last 6 races except July 3 will be offered on races 5-10. 70% of the net pool will be retained for the jackpot and no cap to be set on the jackpot.
 - Pick 4 on last 4 races. Major share of the pool is designated as 0%.
 - When available patrons will be given the option of an alternate selection in the place pick all, pick 6 and pick 4.
- Simulcasting conducted with out-of-state racing jurisdictions pursuant to Business and Professions Code Section 19602; and with authorized locations throughout California.
- Inspection of backstretch worker housing completed.

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 21 through July 18, 2004.**

B. Actual dates racing will be held: **April 21, 22, 23, 24, 25, 28, 29, 30 May 1, 2, 5, 6, 7, 8, 9 12, 13, 14, 15, 16, 19, 20, 21, 22, 23, 26, 27, 28, 29, 30, 31 June 3, 4, 5, 6, 9, 10, 11, 12, 13, 16, 17, 18, 19, 20, 23, 24, 25, 26, 27, 30 July 1, 2, 3, 4, 5, 8, 9, 10, 11, 14, 15, 16, 17, 18.**

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 31 &
Monday July 5
Dark Wednesdays, June 2 & July 7

E. Number of days or nights of racing per week: **5**

3. RACING PROGRAM

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

CHRB CERTIFICATION

Application received: *1/21/04*
Deposit received: *on file*
Reviewed: *PN*

Hearing date: *2/19/04*
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 23; 9 or 10 races on a selected basis on Saturdays and Sundays, 10 races on holidays and 11 races on Saturday, July 3.**
- C. Total number of stakes races: **49 (39 stakes and 10 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. **To be submitted under separate cover**
- 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, Saturdays June 12 & July 3 & Friday, April 30 Dark Wednesdays, June 2 & July 7)	Friday Nights (except Friday, April 30)	Saturday, June 12 Governor's Festival	Saturday, July 3 American Oaks Day
1 st	1:20 p.m.	7:05 p.m.	12:05 pm	12:00 pm
2 nd	1:50 p.m.	7:35 p.m.	12:35 pm	12:30 pm
3 rd	2:20 p.m.	8:05 p.m.	1:07 pm	1:00 pm
4 th	2:50 p.m.	8:35 p.m.	1:38 pm	1:30 pm
5 th	3:20 p.m.	9:05 p.m.	2:10 pm	2:08 pm
6 th	3:50 p.m.	9:35 p.m.	2:45 pm	2:45 pm
7 th	4:20 p.m.	10:05 p.m.	3:17 pm	3:18 pm
8 th	4:50 p.m.	10:32p.m.	3:47 pm	3:48 pm
9 ^{th*}	5:20 p.m.	10:59 p.m.	4:17 pm	4:18 pm
10 ^{th*}	5:50 p.m.		4:47 pm	4:48 pm
11 ^{th*}				5:18 pm

* 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)

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.

D. LLC

1. Registered name of the LLC:
2. State where articles of organization are filed:
3. Registry or file number for the LLC:

Attachment A

CHURCHILL DOWNS CALIFORNIA COMPANY

NAME	TITLE	NUMBER OF SHARES (Beneficially Owned)*
Thomas H. Meeker	Chairman of the Board	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.

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:
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
Allen Gutterman, Vice President, Marketing
Tim Barden, Management Liaison & Simulcast Coordinator
Don Barney, Director of Security/Operations
John Barrios, Turf Course Superintendent
Benoit & Associates, Inc., Track Photographer
Cleon Bounds, Plant Superintendent
Diane Hudak, Horsemen's Liaison
Russell Hudak, Timer, Morning Line Maker
Ted Jakubanis, Television
Kerlan-Jobe Orthopedic, Jockeys' Physician
Michael Mooney, Director of Media Relations
Aimee Nakagawa, Turf Club
Plusmic, USA, Photo Finish
Robert Poole, Director of Pari-Mutuels
Chris Quinn, Director New Business Development
Vic Stauffer, Track Announcer
Christy Tucker, Director of Marketing

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: **\$ 17,565,000**
 2. Overnight stakes: **\$ 700,000**
 3. Non-overnight stakes: **\$ 7,050,000**
- B. Stakes Races:
 1. Estimated purse distribution for all stakes races: **\$ 7,750,000**
 2. Percentage of the estimated purse distribution for all stakes races that will be distributed for California-bred stakes races: **15%**
- C. Estimated funds to be generated for all California-bred incentive awards: **\$ 2,350,000**
- D. Estimated amount of payment to each recognized horsemen's organization contracting with the association and the name(s) of the organization(s):

TOC	\$ 262,000
CTT - Pension	\$ 262,000
CTT - Administration	\$ 131,000
NTRA	<u>\$ 317,000</u>
TOTAL	\$ 972,000
- E. Total estimated amount from all sources to be distributed at the meeting in the form of purses or other benefits to horsemen: **\$ 28,637,000**
- F. Estimated purse funds to be generated from on-track handle and intrastate off-track handle: **\$19,660,000**
- G. Estimated purse funds to be generated from interstate handle: **\$ 5,655,000**
- H. Bank or depository for the Paymaster of Purses' purse account and the account number: **CitiBank #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: **\$1,800,000 Cost per available stall - \$9.89 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. **\$2,150,000**

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 PNP (Pick 6 when 8 races)	CHRB 1976.9
Race #4 *	\$2DD	CHRB 1957
	\$1E	CHRB 1959
	\$1PK3	CHRB 1977
	\$2Q	CHRB 1958
	\$2 PNP (Pick 6 when 9 races)	CHRB 1976.9
Race #5 *	\$2DD	CHRB 1957
	\$1E	CHRB 1959
	\$1PK3	CHRB 1977
	\$2Q	CHRB 1958
	\$2PNP (Pick 6 when 10 or 11 races)	CHRB 1976.9
	\$1PNP (Pick 4 when 8 races)	CHRB 1976.9
Race #6 *	\$2DD	CHRB 1957
	\$1E	CHRB 1959
	\$1PK3	CHRB 1977
	\$2Q	CHRB 1958
	\$1PNP (Pick 4 when 9 races)	CHRB 1976.9

Race #7 *	\$2DD	CHRB 1957
	\$1E	CHRB 1959
	\$1PK3 (when 9 or more races)	CHRB 1977
	\$2Q	CHRB 1958
	\$1PNP (Pick 4 when 10 races)	CHRB 1976.9
Race #8 *	\$2 DD (when 9 or more races)	CHRB 1957
	\$1E	CHRB 1959
	\$1PK3 (when 10 or more races)	CHRB 1977
	\$2Q	CHRB 1958
	\$1PNP (Pick 4 when 11 races)	CHRB 1976.9
Race #9 *	\$1E	CHRB 1959
	\$2Q	CHRB 1958
	\$2 DD (when 10 races)	CHRB 1957
	\$1PK3 (when 11 races)	CHRB 1977
Race #10*	\$1E	CHRB 1959
	\$2Q	CHRB 1958
	\$2DD (when 11 races)	CHRB 1957
Race #11*	(July 5 only)	
	\$1E	CHRB 1959
	\$2Q	CHRB 1958

* \$1Trifecta in any race when we can comply with CHRB 1979 and a \$1 Superfecta in any race when we can comply with CHRB 1979.1. The Pick 6 [P(n)P] will be offered on the last 6 races of the card except on Saturday, July 3 when it will be offered on races 5 – 10 of an 11 race program. In accordance with CHRB 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. The Pick 4 (PnP) will be offered on the last 4 races of the card. In accordance with CHRB 1976.9 we designate that major share of the Pick 4 pool be designated as 0%. Additionally, we will offer our patrons the option of an alternate selection pick (when available) in the place Pick All and Pick 6 and Pick 4. 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: **8:30 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, 2004

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)	Barona Indian Reservation
Del Mar Fair (Del Mar)	Sycuan Tribe
Ventura County Fair	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 Valley 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

Attachment B 2004 S/S

(8) Simulcast Wagering Program

Acoma Pueblo Casino	Greenetrack
Arapahoe Park	Greyhound Park at Post Falls
Arlington Park	Gulf Greyhound Park
Atlantic City Race Course	Harrington Raceway
Attheraces (International)	Hawthorne
America TAB	Hazel Park
Atlantic Casino	Hinsdale Greyhound Park
Atokad Downs	Holiday Beach
Balmoral Park	Hoosier Park
Batavia Downs	Horsemen's Park
Beulah Park	Indiana Downs
Birmingham Race Course	Jackson Harness
Blue Ribbon Downs	Keeneland
Bluff's Run Greyhound Park	LVDC
Buffalo Raceway	Lebanon Raceway
Calder Race Course	Les Bois Park
Camptown Greyhound Park	Lewiston Raceway
Canterbury Park	Lien Games
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
Coeur d'Alene Casino & Greyhound	Maryland Jockey Club
Coeur d'Alene Account Wagering	Maywood Park
Colonial Downs	Meadowlands
Columbus Races	Mesquaki Casino
Connecticut OTB	Mobile Greyhound Park
Corpus Christie Greyhound Park	Monmouth Park
Dairyland Greyhound	Montana Simulcast Partners
Dakota Teletrack	Monticello Raceway
Delaware Park	Mountaineer Park
Delta Downs	Mt. Pleasant Meadows
Dover Downs	Multnomah Kennel Club
Downs at Albuquerque	Nassau Regional OTB
Ellis Park	Nevada Pari-Mutuel Association
Emerald Downs	New Jersey Casinos
Eureka	New York City OTB
Evangeline Downs	NYRA
Excelsior Casino	Northfield Park
Fair Grounds	Northville Downs
Fairmount Park	Oaklawn Park
Finger Lakes	Ocean Downs Racetrack
Fonner Park	Penn National
Foxwoods Casino	Philadelphia Park
Freehold Raceway	Plainridge
Geneva Lakes Kennel Club	Pocono Downs
Great Lakes Downs	Pojoaque Casino

Attachment B (continued)

(8) SIMULCAST WAGERING PROGRAM

Potawatomi Casino	The Meadows
Portland Meadows	The Racing Channel (Oregon)
Prairie Meadows	Thistledown
Raceway Park	Tonkowa Casino
Remington Park	Tri-State Greyhound Park
Retama Park	TRNI/The Racing Channel International
RGS	Turf Paradise
River Downs	Turfway Park
Rockingham Park	U.S. Off-Track
Ruidoso Downs	Valley Race Park
Saginaw Harness	Vernon Downs
Sam Houston	Western Regional OTB
Saratoga Harness	Wichita Greyhound Park
Scarborough Downs	Will Rogers Downs
Scioto Downs	Wonderland Greyhound Park
Southland Greyhound Park	Woodlands
Sports Creek	Wyoming OTB
Sportsman's Park	Xpressbet
Stables Casino	Yavapai Downs
Suffolk Downs	Yonkers Raceway
Suffolk Regional OTB	Youbet Racing Operations
Sunland Park	
Sun Ray Park	
Tampa Bay Downs	
TVG	

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
Juarez	Mexico
Northlands Park	Canada
Woodbine Entertainment	Canada
Stampede Park	Canada

Attachment B (continued)

(8) Simulcast Wagering Program (continued)

MIR Caliente Group:

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

Casino Rivera	Antigua
Crystal Casino	Aruba
Federal Bookmakers	Barbados
Crystal Palace Casino	Bahamas
Hipodromo Los Comuneros	Colombia
Track Price Plus	Jamaica
Hipodromo Presidente Remon	Panama
Lightning	St. Marten
Clinton Phipps Race Track	St. Thomas
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 2003 April-July calendars which include single-feature events which were imported during the 2003 Spring/Summer Meeting. It is anticipated Hollywood Park may import many of these same events as well as others - to be determined during the 2004 Spring/Summer Meeting.

Also:

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

2003 CALIFORNIA SIMULCASTS

Revisions
Tentative*

Subject to Change

APRIL

4/23/03

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY	
[23] 30 10:52 GULFSTREAM(8)3-10 11:24 AQUEDUCT(6)4-9 12:30 SANTA ANITA 12:45 GOLDEN GATE-Closes 1:05 LAUREL(2)#8,9 1:13 FAIR GROUNDS(4)7-10 2:56 SUNLAND(1)#9 Derby 3:11 OAKLAWN(2)9-10 5:30/5:40 LOS ALAMITOS QH	31	1	[18] 2 11:24 AQUEDUCT(6)4-9 11:29 GULFSTREAM(6)4-9 12:34 PIMLICO(4)6-9 12:45 BAY MEADOWS-Opens 1:00 SANTA ANITA 2:17 OAKLAWN(2)#7,8 4:50/5:30 CAL EXPO H	[18] 3 11:24 AQUEDUCT(6)4-9 11:29 GULFSTREAM(6)4-9 12:34 PIMLICO(4)6-9 12:45 BAY MEADOWS 1:00 SANTA ANITA 2:44 OAKLAWN(2)#7,8 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 4 11:29 GULFSTREAM(6)4-9 11:45 KEENELAND(8)4-9 Opens 11:24 AQUEDUCT(6)4-9 12:45 BAY MEADOWS 1:00 SANTA ANITA 1:31 PIMLICO(1)#8 1:58 HAWTHORNE(3)#7-9 3:11 OAKLAWN(1)#9 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 5 <u>Santa Anita Derby</u> 10:51 GULFSTREAM(8)4-11 11:24 AQUEDUCT(6)4-9 12:00 SANTA ANITA 12:15 BAY MEADOWS 1:15 KEENELAND(3)7-9 2:25 HAWTHORNE(1)#8 IL Derby 2:40 OAKLAWN(4)8-11 3:19 LONE STAR(1)#9 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	SANTA ANITA 12/26/02-4/20/03 Wed-Sun & Holidays 1:00 Weekdays 12:30 Weekends & Holidays 12:00 3/1, 4/5 3:00 4/11, 4/18 <u>BAY MEADOWS</u> 4/203-6/15/03 Wed-Sun & Holidays 12:45 4/2-4/20 1:05 4/23-8/15 12:45 Fridays - 4/4, 4/11, 4/18 7:20 Fridays - 4/25-6/15 12:15 Saturday, April 5 Racing 5/28-Mon., Labor Day Dark 5/28-Wednesday <u>HOLLYWOOD PARK</u> 4/23-7/20/03 Wed-Sun & Holidays 1:20 Daily, excepts Fridays 7:05 Fridays, except 5/2 & 7/4 1:20 5/2 & 7/4
[23] 6 <u>Daylight Savings</u> 11:19 GULFSTREAM(6)4-11 11:24 AQUEDUCT(6)4-9 11:45 KEENELAND(6)4-9 12:30 SANTA ANITA 12:45 BAY MEADOWS 1:04 PIMLICO(1)#8 3:52 LONE STAR(1)#10 2:26 HAWTHORNE(1)#8 5:30/5:40 LOS ALAMITOS QH	7	8	[20] 9 11:29 GULFSTREAM(6)4-9 11:45 KEENELAND(6)4-9 11:24 AQUEDUCT(6)4-9 12:45 BAY MEADOWS 1:00 SANTA ANITA 1:25 PIMLICO(1)#8 3:11 OAKLAWN(1)#9 100K 4:50/5:30 CAL EXPO H	[20] 10 11:29 GULFSTREAM(6)4-9 11:45 KEENELAND(6)4-9 11:24 AQUEDUCT(6)4-9 12:45 BAY MEADOWS 1:00 SANTA ANITA 1:25 PIMLICO(1)#8 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 11 12:05 GULFSTREAM(9)1-9 12:21 AQUEDUCT(4)6-9 12:45 BAY MEADOWS 12:45 KEENELAND(4)6-9 3:00 SANTA ANITA 3:38 OAKLAWN(1)#10 4:35 LONE STAR(5)1-5 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 12 11:19 GULFSTREAM(8)4-11 12:30 SANTA ANITA 12:33 HAWTHORNE(6)4-9 12:45 BAY MEADOWS 12:45 KEENELAND(5)6-10 12:45 AQUEDUCT(3)7-9 2:44 OAKLAWN(1)#8 AK Derby 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	
[23] 13 11:19 GULFSTREAM(7)4-10 11:45 KEENELAND(6)4-9 DARK AQUEDUCT 12:30 SANTA ANITA 1:05 PIMLICO(3)7-9 12:45 BAY MEADOWS 1:29 HAWTHORNE(4)6-9 2:55 LONE STAR(3)8-10 5:30/5:40 LOS ALAMITOS QH	14	15	[20] 16 11:29 GULFSTREAM(6)4-9 11:45 KEENELAND(6)4-9 11:24 AQUEDUCT(6)4-9 12:45 BAY MEADOWS 1:00 SANTA ANITA 1:25 PIMLICO(2)#8,9 4:50/5:30 CAL EXPO H	[20] 17 11:29 GULFSTREAM(6)4-9 11:45 KEENELAND(6)4-9 11:24 AQUEDUCT(6)4-9 12:45 BAY MEADOWS 1:00 SANTA ANITA 1:25 PIMLICO(1)#8 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 18 12:05 GULFSTREAM(9)1-9 12:21 AQUEDUCT(4)6-9 12:45 BAY MEADOWS 1:15 KEENELAND(4)7-10 1:40 PIMLICO(1)#8 3:00 SANTA ANITA 4:35 LONE STAR(5)1-5 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 19 11:19 GULFSTREAM(7)4-10 11:45 KEENELAND(6)4-9 11:53 AQUEDUCT(6)5-10 12:30 SANTA ANITA 12:45 BAY MEADOWS 2:25 HAWTHORNE(1)#8 J.C.Hcp. 2:51 LONE STAR(3)8-10 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	
[23] 20 <u>EASTER</u> 11:19 GULFSTREAM(7)4-10 12:30 SANTA ANITA-Closes 12:45 BAY MEADOWS 11:35 LONE STAR(10)1-10 *2:07 EMERALD(6)3-8 5:30/5:40 LOS ALAMITOS QH	21	22	[18] 23 11:29 GULFSTREAM(6)4-9 11:45 KEENELAND(6)4-9 11:24 AQUEDUCT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD-Opens 4:50/5:30 CAL EXPO H	[18] 24 11:29 GULFSTREAM(6)4-9 Closes 11:45 KEENELAND(6)4-9 11:24 AQUEDUCT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 25 11:24 AQUEDUCT(6)4-9 11:45 KEENELAND(7)4-10 Closes >11:45 CALDER(5)6-10 >1:59 PIMLICO(1)#9 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH 7:05 HOLLYWOOD 7:17 LONE STAR(4)7-10 7:20 BAY MEADOWS	[23] 26 *10:40 CHURCHILL(8)3-10 Opens 11:24 AQUEDUCT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD >*2:26 HAWTHORNE(1)#8 Sixty Sales *2:51 LONE STAR(4)8-11 TX MILE >1:25 CALDER(4)9-12 B.C. Hcp 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	SELECTED STAKES OF SPECIAL INTEREST MAY BE ADDED TO WEEKEND IMPORT SCHEDULE.
[23] 27 *10:40 CHURCHILL(8)3-10 11:24 AQUEDUCT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD TBD CALDER TBD LONE STAR 5:30/5:40 LOS ALAMITOS QH	28	29	[20] 30 *10:40 CHURCHILL(8)3-10 11:24 AQUEDUCT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD TBD IMPORTS 4:50/5:30 CAL EXPO H	[20] 1 *10:40 CHURCHILL(8)3-10 11:24 AQUEDUCT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD TBD IMPORTS 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[31] 2 <u>Kentucky Oaks</u> 8:15 CHURCHILL(11)1-11 *10:00 AQUEDUCT(8)1-9 1:20 HOLLYWOOD TBD CALDER(5) TBD PIMLICO(3) 4:50/5:30 CAL EXPO H *7:17 LONE STAR(3)7-9 7:20 BAY MEADOWS	[35] 3 <u>Kentucky Derby</u> 8:15 CHURCHILL(12)1-12 *10:00 AQUEDUCT(10)1-10 1:05 BAY MEADOWS 1:20 HOLLYWOOD TBD CALDER(7) TBD LONE STAR(3) TBD PIMLICO(3) 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	

2003 CALIFORNIA SIMULCASTS

5/26/03

Revisions
Tentative*

Subject to Change

MAY

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY	
[23] 27 10:40 CHURCHILL(8)3-10 11:24 AQUEDUCT(6)4-9 12:25 CALDER(5)7-11 1:05 BAY MEADOWS 1:20 HOLLYWOOD 2:14 PIMLICO(1)#9 2:51 LONE STAR(3)8-10 5:30/5:40 LOS ALAMITOS QH			[17] 30 10:43 CHURCHILL(8)3-10 11:24 AQUEDUCT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 1:25 PIMLICO(2)#8,9 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H	[17] 1 10:43 CHURCHILL(8)3-10 11:24 AQUEDUCT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 1:25 PIMLICO(2)#8,9 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[34] 2 <u>Kentucky Oaks</u> 8:15 CHURCHILL(11)1-11 10:00 AQUEDUCT(9)1-9 10:47 CALDER(6)4-9 12:55 PIMLICO(3)7-9 1:20 HOLLYWOOD 3:41 TURF PARADISE(3)5-7 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH 7:20 BAY MEADOWS 8:11 LONE STAR(2)8,10	[35] 3 <u>Kentucky Derby</u> 8:15 CHURCHILL(12)1-12 10:57 AQUEDUCT(8)3-10 11:42 CALDER(7)6-12 1:05 BAY MEADOWS 1:20 HOLLYWOOD 1:16 PIMLICO(4)8-11 3:30 LONE STAR(4)8-11 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	<u>BAY MEADOWS</u> 4/2/03-6/15/03 Wed-Sun & Holidays 12:45 4/2-4/20 1:05 4/23-6/15 12:45 Fridays - 4/4, 4/11, 4/18 7:20 Fridays - 4/25-6/15 12:15 Saturday, April 5 Racing 5/26-Mon., Labor Day Dark 5/28-Wednesday
[23] 4 DARK CHURCHILL 10:55 CALDER(7)4-10 11:24 AQUEDUCT(6)4-9 Closes 12:59 LONE STAR(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 2:14 PIMLICO(1)#9 3:46 TURF PARADISE(3)6-8 5:30/5:40 LOS ALAMITOS QH			[19] 7 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 Opens 1:05 BAY MEADOWS 1:13 PIMLICO(3)7-9 1:20 HOLLYWOOD 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H	[19] 8 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 1:05 BAY MEADOWS 1:13 PIMLICO(3)7-9 1:20 HOLLYWOOD 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 9 11:45 CHURCHILL(10)1-10 1:30 BELMONT(6)4-9 *2:24 ARLINGTON(4)4-7 Opens 4:50/5:30 CAL EXPO H 8:00/7:15 LOS ALAMITOS QH 7:05 HOLLYWOOD 7:20 BAY MEADOWS 7:44 LONE STAR(3)8-10	[23] 10 10:47 CHURCHILL(9)2-10 11:36 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD *2:39 ARLINGTON(4)7-10 *3:13 LONE STAR(4)8-11 L.S.Derby 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	<u>HOLLYWOOD PARK</u> 4/23-7/20/03 Wed-Sun & Holidays 1:20 Daily, except Fridays 7:05 Fridays, except 5/2 & 7/4 1:20 5/2 & 7/4 12:30 7/5
[23] 11 10:47 CHURCHILL(9)2-10 11:36 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 2:05 LONE STAR(4)6-9 2:39 ARLINGTON(4)7-10 5:30/5:40 LOS ALAMITOS QH			[19] 14 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 1:32 PIMLICO(1)#8 *3:06 ARLINGTON(2)8,9 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H	[19] 15 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 2:00 PIMLICO(1)#9 *3:06 ARLINGTON(2)8,9 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 16 11:09 PIMLICO(9)4-12 11:45 CHURCHILL(10)1-10 4:30 BELMONT(2)8,9 4:50/5:30 CAL EXPO H 8:00/7:15 LOS ALAMITOS QH 7:05 HOLLYWOOD 7:20 BAY MEADOWS 8:11 LONE STAR(2)9-10	[33] 17 <u>Preakness</u> 9:00 PIMLICO(10)4-13 10:15 CHURCHILL(10)1-10 11:36 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD *2:39 ARLINGTON(3)7-9 3:13 LONE STAR(4)8-11 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	<u>N. CA RACING FAIRS</u> 6/11-8/22 STOCKTON 6/25-7/6 PLEASANTON 7/9-7/20 VALLEJO 7/23-8/4 SANTA ROSA 8/6-8/18 SAN MATEO 8/7-8/17 FERNDALE 8/20-9/1 SACRAMENTO
[23] 18 10:47 CHURCHILL(9)2-10 11:36 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 2:12 LONE STAR(4)6-9 2:09 ARLINGTON(4)6-9 5:30/5:40 LOS ALAMITOS QH			[19] 21 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD *2:14 PIMLICO(1)#9 *3:06 ARLINGTON(2)8,9 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H	[19] 22 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD *2:14 PIMLICO(1)#9 *3:06 ARLINGTON(2)8,9 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 23 11:45 CHURCHILL(10)1-10 1:30 BELMONT(6)4-9 2:24 ARLINGTON(4)4-7 4:50/5:30 CAL EXPO H 8:00/7:15 LOS ALAMITOS QH 7:05 HOLLYWOOD 7:20 BAY MEADOWS 7:44 LONE STAR(3)8-10	[23] 24 10:47 CHURCHILL(9)2-10 11:36 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 1:36 ARLINGTON(5)5-9 3:45 LONE STAR(3)9-11 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	SELECTED STAKES RACES OF SPECIAL INTEREST MAY BE ADDED TO WEEKEND IMPORT SCHEDULE.
[23] 25 10:47 CHURCHILL(9)2-10 11:36 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 1:36 ARLINGTON(5)5-9 3:13 LONE STAR(3)8-10 5:10/5:30 CAL EXPO H 5:30/5:40 LOS ALAMITOS QH	[23] Memorial Day 26 10:47 CHURCHILL(9)2-10 12:08 BELMONT(6)5-10 1:05 BAY MEADOWS 1:20 HOLLYWOOD 2:08 ARLINGTON(4)6-9 2:43 LONE STAR(4)7-10			[19] 29 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 1:44 PIMLICO(2)8,9 3:06 ARLINGTON(2)8,9 DARK LONE STAR 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 30 11:45 CHURCHILL(10)1-10 1:30 BELMONT(6)4-9 2:24 ARLINGTON(4)4-7 4:50/5:30 CAL EXPO H 8:00/7:15 LOS ALAMITOS QH 7:05 HOLLYWOOD 7:20 BAY MEADOWS 7:44 LONE STAR(3)8-10	[23] 31 10:47 CHURCHILL(9)2-10 11:36 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD >2:25 CALDER(1)#11 >2:39 ARLINGTON(3)7-9 >2:43 LONE STAR(4)7-10 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	SUNDAY [23] 1 10:47 CHURCHILL(9)2-10 11:38 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD >2:08 ARLINGTON(4)6-9 >2:12 LONE STAR(4)8-9 5:00/5:30 CAL EXPO H 5:30/5:40 LOS ALAMITOS QH

2003 CALIFORNIA SIMULCASTS

6/26/03

Revisions
Tentative*

Subject to Change

JUNE

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY	
[23] 1 10:47 CHURCHILL(9)2-10 11:38 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 2:08 ARLINGTON(4)6-9 2:12 LONE STAR(4)6-9 5:30/5:40 LOS ALAMITOS QH	2	3	[18] 4 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 2:14 PIMLICO(1)#9 3:06 ARLINGTON(2)8,9 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H	[19] 5 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 2:14 PIMLICO(1)#9 3:06 ARLINGTON(2)8,9 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 6 11:45 CHURCHILL(10)1-10 12:06 BELMONT(6)5-10 2:24 ARLINGTON(4)4-7 4:50/5:30 CAL EXPO H 6:00/7:15 LOS ALAMITOS QH 7:05 HOLLYWOOD 7:20 BAY MEADOWS 8:05 LONE STAR(3)8-10	[35] 7 <u>BELMONT STKS</u> 9:00 BELMONT(13)1-13 10:15 CHURCHILL(10)1-10 1:05 BAY MEADOWS 1:20 HOLLYWOOD 1:34 ARLINGTON(6)5-10 *2:30 PIMLICO(2)*11,12 *3:05 LONE STAR(4)8-11 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	<u>BAY MEADOWS</u> 4/2/03-6/15/03 Wed-Sun & Holidays 12:45 4/2-4/20 1:05 4/23-6/15 12:45 Fridays - 4/4, 4/11, 4/18 7:20 Fridays - 4/25-6/15 12:15 Saturday, April 5 Racing 5/26-Mon., Labor Day Dark 5/28-Wednesday
[23] 8 10:47 CHURCHILL(9)2-10 11:36 BELMONT(6)4-9 1:05 BAY MEADOWS 1:20 HOLLYWOOD 2:08 ARLINGTON(4)6-9 2:46 PIMLICO(2)10,11 - Closes 3:13 LONE STAR(2)8,9 5:30/5:40 LOS ALAMITOS QH	9	10	[18] 11 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 12:45 STOCKTON-Opens 1:05 BAY MEADOWS 1:20 HOLLYWOOD 2:36 ARLINGTON(3)7-9 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H	[19] 12 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 12:45 STOCKTON 1:05 BAY MEADOWS 1:20 HOLLYWOOD 2:36 ARLINGTON(3)7-9 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 13 11:45 CHURCHILL(10)1-10 1:30 BELMONT(6)4-9 2:24 ARLINGTON(4)4-7 3:15 STOCKTON 4:50/5:30 CAL EXPO H 6:00/7:15 LOS ALAMITOS QH 7:05 HOLLYWOOD 7:20 BAY MEADOWS 8:05 LONE STAR(3)8-10	[23] 14 <u>FLAG DAY</u> 10:47 CHURCHILL(10)2-11 11:36 BELMONT(6)4-9 12:45 STOCKTON 1:05 BAY MEADOWS 1:20 HOLLYWOOD 3:09 ARLINGTON(2)8,9 2:43 LONE STAR(4)7-10 2:55 CALDER(1)#12 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	<u>HOLLYWOOD PARK</u> 4/23-7/20/03 Wed-Sun & Holidays 1:20 Daily, except Fridays 7:05 Fridays, except 5/2 & 7/4 1:20 5/2 & 7/4 12:30 7/5
[23] 15 10:47 CHURCHILL(9)2-10 11:36 BELMONT(6)4-9 12:45 STOCKTON 1:05 BAY MEADOWS-Closes 1:20 HOLLYWOOD 2:08 ARLINGTON(4)6-9 2:12 LONE STAR(4)6-9 5:30/5:40 LOS ALAMITOS QH	16	17	[20] 18 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 12:45 STOCKTON 1:20 HOLLYWOOD 1:35 ARLINGTON(5)5-9 4:50/5:30 CAL EXPO H	[20] 19 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 12:45 STOCKTON 1:20 HOLLYWOOD 1:35 ARLINGTON(5)5-9 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 20 11:45 CHURCHILL(10)1-10 1:30 BELMONT(6)4-9 3:15 STOCKTON 2:54 ARLINGTON(5)5-9 4:50/5:30 CAL EXPO H 6:00/7:15 LOS ALAMITOS QH 7:05 HOLLYWOOD 7:45 LONE STAR(2)7,8 All-Star	[23] 21 10:47 CHURCHILL(9)2-10 11:36 BELMONT(6)4-9 12:45 STOCKTON 1:20 HOLLYWOOD 1:38 ARLINGTON(6)5-10 2:27 THISTLEDOWN(1)#14 2:44 LONE STAR(1)#7 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	<u>N. CA RACING FAIRS</u> 6/11-8/22 STOCKTON 6/25-7/5 PLEASANTON 7/9-7/20 VALLEJO 7/23-8/4 SANTA ROSA 8/6-8/18 SAN MATEO 8/7-8/17 FERNDALE 8/20-9/1 SACRAMENTO 10/1-10/13 FRESNO
[23] 22 10:47 CHURCHILL(9)2-10 11:36 BELMONT(6)4-9 12:45 STOCKTON-Closes 12:00 ARLINGTON(8)2-9 1:20 HOLLYWOOD 5:30/5:40 LOS ALAMITOS QH	23	24	[20] 25 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 12:15 PLEASANTON-Opens 1:03 ARLINGTON(5)5-9 1:20 HOLLYWOOD 4:50/5:30 CAL EXPO H	[21] 26 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 12:15 PLEASANTON 1:03 ARLINGTON(5)5-9 1:20 HOLLYWOOD 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] 27 11:45 CHURCHILL(10)1-10 12:15 PLEASANTON *12:05 BELMONT(6)5-10 2:54 ARLINGTON(5)5-9 4:50/5:30 CAL EXPO H 6:00/7:15 LOS ALAMITOS QH 7:05 HOLLYWOOD 8:35 LONE STAR(2)8,10	[23] 28 10:47 CHURCHILL(9)2-10 11:36 BELMONT(6)4-9 12:15 PLEASANTON 1:20 HOLLYWOOD 2:08 ARLINGTON(4)7-10 2:44 MONMOUTH(1)#11 >2:35 LONE STAR(3)7-9 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	<u>SELECTED STAKES RACES OF SPECIAL INTEREST MAY BE ADDED TO WEEKEND IMPORT SCHEDULE.</u>
[23] 29 10:47 CHURCHILL(9)2-10 11:30 ARLINGTON(8)2-9 >12:40 BELMONT(6)6-11 12:15 PLEASANTON 1:20 HOLLYWOOD 5:30/5:40 LOS ALAMITOS QH	[20] 30 10:47 CALDER(6)4-9 >11:59 THISTLEDOWN(4)8,10,12,14 12:15 PLEASANTON >12:20 RIVER DOWNS(3)9,11,13 2:00 COLONIAL DOWNS(7)1-7	1	[20] 2 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 12:15 PLEASANTON 1:03 ARLINGTON(5)5-9 1:20 HOLLYWOOD 4:50/5:30 CAL EXPO H	[22] 3 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 12:15 PLEASANTON 1:03 ARLINGTON(5)5-9 1:20 HOLLYWOOD >3:58 LONE STAR(2)#3,4 4:50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] <u>Independence Day</u> 4 11:45 CHURCHILL(10)1-10 12:05 BELMONT(6)5-10 12:15 PLEASANTON 1:20 HOLLYWOOD TBA ARLINGTON TBA LONE STAR(1) TBA CALDER(1) DARK CAL EXPO H >5:30/7:15 LOS ALAMITOS QH	[23] 5 10:47 CHURCHILL(9)2-10 11:36 BELMONT(6)4-9 12:15 PLEASANTON 12:30 HOLLYWOOD TBA MONMOUTH(1)#11 TBA ARLINGTON 5:10/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	

CALIFORNIA SIMULCAST SCHEDULE - 2003

Revised:7/25/03 12:10PM

JULY

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY	
[23] 29 10:47 CHURCHILL(9)2-10 11:30 ARLINGTON(8)2-9 12:40 BELMONT(6)8-11 12:15 PLEASANTON 1:20 HOLLYWOOD 5:30/5:40 LOS ALAMITOS QH	[19] 30 10:47 CALDER(6)4-9 11:59 THISTLEDOWN(4)8,10,12,14 12:15 PLEASANTON 12:20 RIVER DOWNS(3)9,11,13 2:00 COLONIAL DOWNS(6)1-6	1	[21] 2 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 12:15 PLEASANTON 1:03 ARLINGTON(5)5-9 1:20 HOLLYWOOD 4:35 LONE STAR(1)#1 4:50/5:30 CAL EXPO H	[22] 3 10:47 CHURCHILL(9)2-10 11:33 BELMONT(6)4-9 12:15 PLEASANTON 1:03 ARLINGTON(5)5-9 1:20 HOLLYWOOD 3:00 LONE STAR(2)#1,2 :50/5:30 CAL EXPO H 5:30/7:15 LOS ALAMITOS QH	[23] Independence Day 4 10:45 CHURCHILL(10)2-11 12:15 PLEASANTON 12:36 BELMONT(6)6-11 1:20 HOLLYWOOD 2:22 ARLINGTON(7)4-10 DARK CAL EXPO H :30/7:15 LOS ALAMITOS QH	[23] 5 10:45 CHURCHILL(10)2-11 12:15 PLEASANTON 12:30 HOLLYWOOD 12:36 BELMONT(6)6-11 1:04 ARLINGTON(6)5-10 2:16 MONMOUTH(1)#10 5:10/5:30 CAL EXPO H 5:30/8:30 LOS ALAMITOS QH	HOLLYWOOD PARK 423-7120#3 Wed-Sun & Holidays 1:20 PM Daily, except Fridays 7:05 PM Fridays, except 5/2 & 7/4 1:20 PM 5/2 & 7/4 12:30 PM 7/5 1:00 AM 7/13 N. CA RACING FAIRS 6/11-6/22 STOCKTON 6/25-7/6 PLEASANTON 7/9-7/20 VALLEJO 7/23-8/4 SANTA ROSA 8/6-8/18 SAN MATEO 8/7-8/17 FERNDALE 8/24-9/1 SACRAMENTO 10/1-10/13 FRESNO DEL MAR 7/23-9/10 Wed-Mon 2:00 PM Mon, Wed, Thu, Sat 4:00 PM Fridays: 7/25, 8/1, 8/8, 8/15 3:30 PM Fridays: 8/22, 8/28, 9/5 Exceptions: 12:30 PM 8/24 BAY MEADOWS FALL 8/28-11/2/03 Wed-Sun & Holidays 1:45 PM 8/28-9/10 1:15 PM 9/12-9/27 12:45 PM 9/28-11/2 7:00 PM Fridays: 9/26, 10/3, 10/10, 10/17, 10/24 TBD 10/25 Breeders' Cup Schedules & Calendar Subject to change Denotes revision *Tentative SELECTED STAKES RACES OF SPECIAL INTEREST MAY BE ADDED TO SCHEDULE.
[23] 6 10:45 CHURCHILL(10)2-11 CLOSES 12:15 PLEASANTON 12:32 ARLINGTON(6)4-9 12:36 BELMONT(6)6-11 1:20 HOLLYWOOD 3:45 LONE STAR(1)#9 5:30/7:15 LOS ALAMITOS QH	7	8	[16] 9 11:00 ARLINGTON(9)1-9 11:33 BELMONT(6)4-9 12:15 VALLEJO 1:20 HOLLYWOOD Canceled-ELLIS(4) 4:35 LONE STAR(1)#1 DARK CAL EXPO H	[20] 10 11:00 ARLINGTON(9)1-9 11:33 BELMONT(6)4-9 12:15 VALLEJO 1:20 HOLLYWOOD 1:48 ELLIS(4)7-10 4:35 LONE STAR(1)#1 :15/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	[23] 11 12:10 CALDER(5)7-11 12:15 VALLEJO 1:00 ARLINGTON(10)1-10 2:00 BELMONT(6)5-10 :50/5:30 CAL EXPO H :00/7:15 LOS ALAMITOS QH 7:05 HOLLYWOOD 8:35 LONE STAR(2)9-10	[23] 12 11:00 ARLINGTON(10)1-10 12:15 VALLEJO 12:25 CALDER(7)7-13 12:36 BELMONT(6)6-11 1:20 HOLLYWOOD 5:15/5:30 CAL EXPO H 6:00/6:30 LOS ALAMITOS QH	
[23] 13 11:00 ARLINGTON(9)1-9 12:04 BELMONT(6)5-10 12:15 VALLEJO 1:00 HOLLYWOOD-Gold Cup 2:16 ELLIS(5)6-10 2:12 LONE STAR(3)6-8-Closes 5:30/7:15 LOS ALAMITOS QH	[18] 14	15	[21] 16 11:00 ARLINGTON(9)1-9 11:33 BELMONT(6)4-9 12:15 VALLEJO 12:44 ELLIS(6)5-10 1:20 HOLLYWOOD DARK CAL EXPO H	[21] 17 11:00 ARLINGTON(9)1-9 11:33 BELMONT(6)4-9 12:15 VALLEJO 12:44 ELLIS(6)5-10 1:20 HOLLYWOOD :15/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	[23] 18 12:15 VALLEJO 1:00 ARLINGTON(10)1-10 1:30 BELMONT(6)4-9 1:07 CALDER(3)9-11 1:48 ELLIS(4)5-10 :50/5:30 CAL EXPO H :00/7:15 LOS ALAMITOS QH 7:05 HOLLYWOOD	[23] 19 11:00 ARLINGTON(10)1-10 12:08 BELMONT(6)5-10 12:15 VALLEJO 1:09 CANTERBURY(6)4-9 CC 1:20 HOLLYWOOD 2:25 CALDER(1)#11 5:15/5:30 CAL EXPO H 6:00/6:30 LOS ALAMITOS QH	
[23] 20 11:00 ARLINGTON(9)1-9 11:36 BELMONT(6)4-9 Closes 12:15 VALLEJO 12:47 CALDER(3)8-10 1:20 HOLLYWOOD - CLOSES 1:48 ELLIS(5)7-11 5:30/7:15 LOS ALAMITOS QH	21	22	[21] 23 11:04 SARATOGA(8)3-10 OPENS 11:00 ARLINGTON(9)1-9 12:45 SANTA ROSA 2:00 DEL MAR - OPENS 1:38 ELLIS(4)7-10 DARK CAL EXPO H	[20] 24 11:00 ARLINGTON(9)1-9 11:07 SARATOGA(7)3-9 12:45 SANTA ROSA 1:38 ELLIS(4)7-10 2:00 DEL MAR :15/5:30 CAL EXPO H 5:30/6:30 LOS ALAMITOS QH	[23] 25 11:04 SARATOGA(7)3-9 12:36 ELLIS(6)5-10 12:45 SANTA ROSA 1:00 ARLINGTON(10)1-10 4:00 DEL MAR :50/5:30 CAL EXPO H :00/7:15 LOS ALAMITOS QH	[23] 26 11:00 ARLINGTON(10)1-10 11:09 SARATOGA(8)3-10 12:45 SANTA ROSA >1:18 MONMOUTH(2)#8,9 2:00 DEL MAR 2:41 ELLIS PARK(3)9-11 5:15/5:30 CAL EXPO H-CLOSES 6:00/6:30 LOS ALAMITOS QH	
[23] 27 11:00 >>ARLINGTON(10)1-10 11:04 SARATOGA(8)3-10 12:45 SANTA ROSA 2:00 DEL MAR 2:10 ELLIS(4)8-11 >4:18 EMERALD(1)#7 5:40/5:30 LOS ALAMITOS QH	[20] 28 11:04 SARATOGA(7)3-9 DARK CALDER(4)5-9 >12:19 THISTLEDOWN(4)8,10,12,14 12:45 SANTA ROSA >12:40 RIVER DOWNS(3)9,11,13 >2:00 PRAIRIE MEADOWS(6)1-6 2:00 DEL MAR	29	[20] 30 11:00 ARLINGTON(9)1-9 11:07 SARATOGA(7)3-9 12:45 SANTA ROSA 1:38 ELLIS(4)7-10 2:00 DEL MAR	[20] 31 11:00 ARLINGTON(9)1-9 11:07 SARATOGA(7)3-9 12:45 SANTA ROSA 1:38 ELLIS(4)7-10 2:00 DEL MAR 6:00/7:15 LOS ALAMITOS QH	[23] 1 11:04 SARATOGA(7)3-9 12:36 ELLIS(6)5-10 12:45 SANTA ROSA 1:00 ARLINGTON(10)1-10 4:00 DEL MAR :00/7:15 LOS ALAMITOS QH	[23] 2 11:00 ARLINGTON(10)1-10 11:09 SARATOGA(8)3-10 12:45 SANTA ROSA 2:00 DEL MAR TBA 5 IMPORTS 6:00/6:30 LOS ALAMITOS QH	

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
--------------------	----------------	------------	--------------------------------

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
---	---

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	
Association Veterinarian(s)	Ray Baran, D.V.M.
Clerk of Scales	Ruben Hernandez
Clerk of the Course	Melanie Stubblefield
Horse Identifier	Diane Piper
Horseshoe Inspector	Harry Toston
Paddock Judge/Patrol Judge	Ken Goldberg
Patrol Judge	Dawn Jackson
Placing Judges	Robert Moreno Kevin Colosi
Alternate Placing or Patrol Judge	Zachery Soto
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 Daniel Eidson
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: **Plusmic, USA 12/31/05**
- 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, 12/31/06**

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 52 guards, 10 Gatemen, 1 Fireguard/surveillance cameras in grandstands, clubhouse, turf club and both entrances to the barn area.**
- 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 134D2157-03**
- 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 D**

Attachment C

VIDEO EQUIPMENT

CAMERAS

Eight DXC-35 Sony Cameras
Six DXC-637 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/22X1 Fuji Lens
3/8 Tower w/45X1 Canon Lens
Winner's Circle w/18X1 Canon Lens
Paddock view Camera w/18X1
Ground Level Finish w/18X1 Canon Lens
Gate Start Camera w/15X1 Fuji Lens
Horse Tunnel Camera w/15X1 Canon Lens
Studio Camera w/15X1 Canon Lens
Paddock view Camera w/15X1

VIDEO TAPE RECORDING EQUIPMENT

12 - Channels Leitch 300 Video Servers
2 - BVW - 75 Beta SP (slo-mo)
4 - PVW - 2800 Beta Sp
1- DPS Velocity video edit system

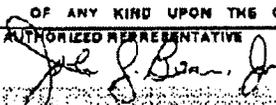
DISTRIBUTION/SWITCHING EQUIPMENT

Utah 132X132 A/V Router
Ross Synergy 3 Production Switcher
Ross "Squeeze & Tease" four Channel Digital Video 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
Clear-com "Matrix" Intercom System
Approximately 1,100 Color Televisions

Attachment D

ACORD CERTIFICATE OF LIABILITY INSURANCE					DATE (MM/DD/YYYY) 7/17/03												
PRODUCER Acordia of KY-Louisville 10400 Linn Station Road P.O. Box 24008 Louisville KY 40224-0008 (502) 428-9444		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 Churchill Downs, Inc. Attn: Deane Ottersbaoh 700 Central Avenue Louisville, KY 40208		COMPANY A Gulf Insurance Company			COMPANY B Travelers Insurance Co COMPANY C COMPANY D												
		COMPANY B Travelers Insurance Co															
		COMPANY C															
		COMPANY D															
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, NOT WITHSTANDING 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/YYYY)	POLICY EXPIRATION DATE (MM/DD/YYYY)	LIMITS												
A	GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> OWNER'S & CONTRACTOR'S PROT <input checked="" type="checkbox"/> Liquor Liability <input checked="" type="checkbox"/> Participants Legal L	CGL7752268	3/01/03	3/01/04	GENERAL AGGREGATE \$ 2,000,000 PRODUCTS-COMP/OP AGG \$ 1,000,000 PERSONAL & ADV INJURY \$ 1,000,000 EACH OCCURRENCE \$ 1,000,000 FIRE DAMAGE (Any one fire) \$ 500,000 MED EXP (Any one person) \$												
B	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS	TC2JCAP1330905A03	3/01/03	3/01/04	COMBINED SINGLE LIMIT \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE \$												
	GARAGE LIABILITY <input type="checkbox"/> ANY AUTO				AUTO ONLY - EA ACCIDENT \$ OTHER THAN AUTO ONLY: EACH ACCIDENT \$ AGGREGATE \$												
A	EXCESS LIABILITY <input checked="" type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM	CU0738560	3/01/03	3/01/04	EACH OCCURRENCE \$ 5,000,000 AGGREGATE \$ 5,000,000												
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY THE PROPRIETOR/PARTNERS/EXECUTIVE OFFICERS ARE: <input type="checkbox"/> INCL <input type="checkbox"/> EXCL	TC2JUB1340216703	3/01/03	3/01/04	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="font-size: small;">WC STAT. JURY LIMITS</td> <td style="font-size: small;">OTR</td> <td></td> </tr> <tr> <td>EL EACH ACCIDENT</td> <td></td> <td>\$ 500,000</td> </tr> <tr> <td>EL DISEASE-POLICY LIMIT</td> <td></td> <td>\$ 500,000</td> </tr> <tr> <td>EL DISEASE-EA EMPLOYEE</td> <td></td> <td>\$ 500,000</td> </tr> </table>	WC STAT. JURY LIMITS	OTR		EL EACH ACCIDENT		\$ 500,000	EL DISEASE-POLICY LIMIT		\$ 500,000	EL DISEASE-EA EMPLOYEE		\$ 500,000
WC STAT. JURY LIMITS	OTR																
EL EACH ACCIDENT		\$ 500,000															
EL DISEASE-POLICY LIMIT		\$ 500,000															
EL DISEASE-EA EMPLOYEE		\$ 500,000															
B	OTHER Business Auto Coverage	TJBAP13309061032	3/01/03	3/01/04	Hired Car Comprehensive: \$250 ded Hired Car Collision: \$500 ded. Hired Car Phy Damage Limit: \$50,000												
DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS California Horse Racing Board is additional insured with reference to Hollywood Park's 2003 meet. Named insured includes Hollywood Park.																	
CERTIFICATE HOLDER California Horse Racing Board Attn: Roy Weed 1010 Hurley Way, Suite 300 Sacramento, CA 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  John G. Sean, Jr.														
ACORD 26-3 (1/98)			© ACORD CORPORATION 1988														

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 E**

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 & Thu 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	On Track \$ 2.00 Off Track \$ 2.25

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 \$ 2,400
SuperBox \$3,000	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 | 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 E

Concessionaires and Service Contractors

Levy Premium FoodService 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 Aqurarelli
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.
- 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.
- 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 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**

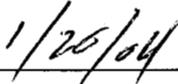
NOTICE TO APPLICANT Pursuant to CHRB Rules 1870 and 1871, the CHRB shall be given 15 days' notice in writing of any intention to terminate a horse racing meeting or the engagements or services of any licensee, approved concessionaire, or approved service contractor.

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 19, 2004

ISSUE: APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING OF CAPITOL RACING, LLC AT CAL EXPO MARCH 5, 2004 THROUGH JULY 31, 2004.

Capitol Racing, LLC filed its application to conduct a harness horse racing meeting at Cal Expo:

- March 5 through July 31, 2004. The association proposes to race 82 nights with 1,032 races, or 12.6 races per night.

March - 2004						
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			

April - 2004						
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 - 2004						
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 H					

June - 2004						
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			

July - 2004						
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 Wednesday through Saturday with up to 15 live races per night.
 - 12 simulcast races Wednesdays, 6 Thursday through Saturday and Sunday March 7.
 - Racing Sunday, March 7.
 - No racing Wednesday, June 2.
- First live post 5:35 p.m. daily.
 - First simulcast 4:50 p.m. Wednesday through Friday, 5:08 p.m. Saturday and 5:10 p.m. Sunday March 7.
- Request Carl Sobey be appointed horse identifier pursuant to CHRB Rule 1525.
- Track safety requirements have been fulfilled.
- Wagering program will use CHRB rules and the ARCI daily double.
 - Early wagering 11:00 a.m. to 5:00 p.m. before each night of racing.
 - Request a \$1 select four to begin on races 2 and 6 and race 10 if at least 13 races are carded, and a \$1 superfecta in any race that meets CHRB requirements.

- Simulcasting conducted with out-of-state racing jurisdictions pursuant to Business and Professions Code Section 19602; and with authorized locations throughout California.
- Inspection of backstretch worker housing completed.
- On May 12, 2003, the Board issued Statement of Issues (Nos: L-20000070187 & L-20000070190) dealing with the simulcast signals between Los Alamitos and Capitol Racing. Among other matters, the decision settled the issue of the payment of impact fees for the reciprocal simulcasts between the two racing associations. Essentially, the decision provided a formula for determining the impact fees that each association would pay each other for the simulcast signal. When the appropriate calculations were made the net result was that Capitol Racing owed Los Alamitos \$3.3 million dollars for the period April 2000 through July 2003. As evidenced by the attached letters, Capitol Racing has not complied with the Board's order as of this date.

RECOMMENDATION:

Staff does not recommend approval of the application at this time.

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



November 20, 2003

Mr. Alan Horowitz
Capitol Racing
Box 255069
Sacramento, CA 95865

Dear Mr. Horowitz:

SUBJECT: COMPLIANCE WITH CHRB ORDER

I have recently reviewed the file regarding the decision of the California Horse Racing Board dated May 12, 2003. The subject of the decision was the reciprocal acceptance of simulcast signals between Capitol Racing, LLC, and Los Alamitos, and the calculation of impact fees related to those signals. As of this date I have no evidence that you have complied with the Board's order regarding the awarding of impact fees as outlined in Paragraph 14 of the Legal Conclusions section of the order. I realize that there have been settlement discussions regarding this matter. However, it is abundantly clear that those discussions are no longer productive and will not resolve this situation.

As such, please provide to my office documentation showing that you have complied with the order no later than end of business on November 26, 2003. If you have any questions about the calculation of the impact fees, please contact me at 916-263-6023.

Sincerely,

A handwritten signature in cursive script that reads "John Reagan".

John Reagan
Senior Management Auditor

cc: Roy C. Wood, Jr., CHRB
Dr. Edward Allred, Los Alamitos
✓ Dominic Alessio, PCQHRA
David Neumeister, CHHA



November 26, 2003

Mr. John Reagan
Senior Management Auditor
California Horse Racing Board
1010 Hurley Way, Suite 300
Sacramento, CA 95815

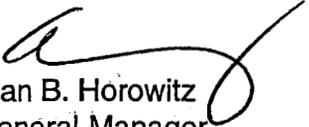
RE: Compliance with CHRB Order

Dear Mr. Reagan:

I am in receipt of your letter dated November 20, 2003. Since this matter is in litigation in Sacramento Superior Court, I have been advised to refer all inquiries concerning the litigation to our counsel. Therefore, if the CHRB has any questions regarding this matter, it is suggested that your counsel contact Capitol's counsel Greg Markow (619) 239-3444.

If I can be of any other assistance please feel free to contact me.

Very truly yours,


Alan B. Horowitz
General Manager

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



December 11, 2003

Mr. Alan Horowitz
Capitol Racing
Box 255069
Sacramento, CA 95865

Dear Mr. Horowitz:

SUBJECT: COMPLIANCE WITH CHRB DECISION, *In the Matter of the Statement of Issues of California Harness Horsemen's Association, et al.*, Horse Racing Board
Nos.: L-20000070187 & L-20000070190

Thank you for your reply to my letter of November 20, 2003. I have reviewed your response with Roy Wood and CHRB counsel, and am informed that the pendency of the Sacramento Superior Court litigation that you refer to does not relieve Capitol Racing, or any of the parties to the subject statement of issues proceeding, from complying with the terms of the Board's decision of May 12, 2003.

As such, I respectfully reiterate my prior request that you provide to my office documentation showing that Capitol Racing is in compliance with the terms of the Decision, no later than end of business on December 17, 2003. If you have any questions about the calculation of the impact fees, please contact me at 916-263-6023.

Sincerely,

A handwritten signature in cursive script that reads "John Reagan".

John Reagan
Senior Management Auditor

cc: Roy C. Wood, Jr., CHRB
✓ Dr. Edward Allred, Los Alamitos
Dominic Alessio, PCQHRA
David Neumeister, CHHA



December 16, 2003

Mr. John Reagan

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

Dear Mr. Reagan:

I have received your letter of December 10th requesting further information about Capitol Racing's compliance with the Board's order of May 12, 2003. Despite our efforts and those of the California Harness Horsemen's Association to resolve this matter through discussions with Los Alamitos Race Course, we remain without a satisfactory agreement.

We are neither shirking our responsibility in this matter nor ignoring the Board's order. To accede to the position taken by Los Alamitos Race Course in our last discussions would be injurious to Capitol Racing.

This is a frustrating situation for all parties. As such we are continuing to explore approaches that will resolve this matter and comply with the Board's order. We will keep the Board apprised of our progress through the holidays.

Sincerely,



Alan B. Horowitz
General Manager

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:

Capitol Racing LLC (916) 263-7893
Calif. State Fair & Exposition (916) 263-7887
1010 Hurley Way, Suite 215
Sacramento, CA 95825 P.O. Box 255069
Sacramento, CA 95865

B. Breed of horse: TB QH H

C. Racetrack name: *Cal-Expo Race Course*

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.

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: *March 5, 2004 thru July 31, 2004*

B. Actual dates racing will be held: *See attached Schedule I*

C. Total number of days or nights of racing: *82*

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

Wed - Sun Tues - Sat Other (specify)

See attached Schedule I

E. Number of days or nights of racing per week:

See attached Schedule I

CHRB CERTIFICATION

Application received: *1/4/03*
Deposit received: *on file*
Reviewed: *PN*

Hearing date: *2/19/04*
Approved date:
License number:

Schedule I

CAPITOL RACING AT CAL-EXPO

SPRING/SUMMER RACE MEET

March 5, 2004 thru July 31, 2004

MARCH 2004				
Wed	Thur	Fri	Sat	Sun
		Opening Night 5 	6 	7 
10 	11 	12 	13 	/
17 	18 	19 	20 	/
24 	25 	26 	27 	/
31 				

APRIL 2004			
Wed	Thur	Fri	Sat
	1 	2 	3 
7 	8 	9 	10 
14 	15 	16 	17 
21 	22 	23 	24 
28 	29 	30 	

MAY 2004			
Wed	Thur	Fri	Sat
			1 
5 	6 	7 	8 
12 	13 	14 	15 
19 	20 	21 	22 
26 	27 	28 	29 

JUNE 2004			
Wed	Thur	Fri	Sat
No Wednesday Racing	3 	4 	5 
9 	10 	11 	12 
16 	17 	18 	19 
23 	24 	25 	26 
30 			

JULY 2004			
Wed	Thur	Fri	Sat
/	1 	2 	3 
/	8 	9 	10 
/	15 	16 	17 
/	22 	23 	24 
/	29 	30 	Closing Night Breeder's Crown 31 

Number of race nights
 March - 16
 April - 18
 May - 17
 June - 16
 July - 15
Total 82

3. RACING PROGRAM

- A. Total number of races: 1032
- B. Number of races for each day or night: *Up to 15 races nightly.*
- C. Total number of stakes races: 38
- 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.
Addendum to Horsemen's Agreement.
- 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:

See attached Schedule II

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-bredhorses, to be known as the "California-bredrace" pursuant to CHRB Rule 1813. For thoroughbred and quarter horse meetings, the total amount distributed for California-bredstakes 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. *On file at Board Office.*
- C. CORPORATION
 - 1. Registered name of the corporation:
 - 2. State where incorporated:
 - 3. Registry or file number for the corporation:
- D. Names of all officers and directors, titles, and the number of shares of the corporation held by each:

Schedule II**POST TIMES FOR PROPOSED DAILY RACING PROGRAM**

	<u>Wednesdays</u>	<u>Thursdays</u>	<u>Fridays</u>	<u>W/T-breds</u>	<u>Saturdays</u>	<u>Sundays</u>
<u>Race #1</u>	5:35 p.m.	5:35 p.m.	5:35 p.m.	5:35 p.m.	5:35 p.m.	5:35 p.m.
<u>Race #2</u>	5:54	5:54	5:58	5:55	5:55	5:56
<u>Race #3</u>	6:13	6:13	6:22	6:15	6:18	6:17
<u>Race #4</u>	6:32	6:33	6:44	6:35	6:44	6:38
<u>Race #5</u>	6:52	6:58	7:06	6:55	7:09	6:59
<u>Race #6</u>	7:13	7:25	7:29	7:22	7:35	7:20
<u>Race #7</u>	7:34	7:51	7:54	7:50	8:00	7:41
<u>Race #8</u>	7:55	8:17	8:19	8:18	8:25	8:03
<u>Race #9</u>	8:16	8:42	8:44	8:46	8:50	8:25
<u>Race #10</u>	8:37	9:07	9:09	9:14	9:15	8:47
<u>Race #11</u>	8:58	9:32	9:34	9:42	9:40	9:09
<u>Race #12</u>	9:18	9:57	9:59	10:10	10:05	9:30
<u>Race #13</u>	9:38	10:18	10:24	10:38	10:30	9:50
<u>Race #14</u>	9:58	10:38	10:49	10:59	10:55	10:09
<u>Race #15</u>	10:18	10:58	11:12	11:24	11:16	10:28
<u>Import #1</u>	4:50 p.m.	4:50 p.m.	4:50 p.m.		5:08 p.m.	5:10 p.m.
<u>Import #2</u>	5:08	5:09	5:09		5:28	5:30
<u>Import #3</u>	5:26	5:26	5:28		5:48	5:50
<u>Import #4</u>	5:45	6:02	6:01		6:08	6:10
<u>Import #5</u>	6:04	6:23	6:22		9:09	6:30
<u>Import #6</u>	6:23	6:44	6:43		9:30	6:50
<u>Import #7</u>	7:03	---	---		---	---
<u>Import #8</u>	7:24	---	---		---	---
<u>Import #9</u>	7:45	---	---		---	---
<u>Import #10</u>	8:06	---	---		---	---
<u>Import #11</u>	8:27	---	---		---	---
<u>Import #12</u>	8:48	---	---		---	---

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: *Capitol Racing LLC*
2. State where articles of organization are filed: *California*
3. Registry or file number for the LLC: *101997051009*
4. Names of all officers and directors, titles, and the number of shares of the LLC held by each:
Stephen A. Bieri – President
Barbara J. Bieri – Secretary & Treasurer
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:
None
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:
N/A
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.
On file at Board Office

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:

Alan Horowitz..... General Manager
John Matijasic..... Director of Marketing
Chris Schick.....Director of Simulcasting
Renee Moddison..... Parimutuel Manager
Richard May..... Director of Operations
J.R. Williams..... Track Superintendent
Richard Colby..... Director of Media Relations
Marty Bridges..... Program Director

- 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:

Alan Horowitz, General Manager

5. PURSE PROGRAM

A. Estimated purse distribution:

- 1. All races other than stakes: \$3,690,000.
- 2. Overnight stakes: \$50,000. late closers
- 3. Non-overnight stakes: \$845,000. (Calif. Sire & Gold events)

B. Stakes Races:

- 1. Estimated purse distribution for all stakes races: \$895,000.
- 2. Percentage of the estimated purse distribution for all stakes races that will be distributed for California-bred stakes races: 90%

- C. Estimated funds to be generated for all California-bred incentive awards:

\$90,000.

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

<u>Recognized Horsemen's Organization</u>	<u>Estimated Payment</u>
<i>California Harness Horsemen's Association</i>	<i>\$200,000.</i>

- E. Total estimated amount from all sources to be distributed at the meeting in the form of purses or other benefits to horsemen: *\$4,875,000.*

- F. Estimated purse funds to be generated from on-track handle and intrastate off-track handle:
\$800,000. On-track; \$3,500,000. Intrastate off-track

- G. Estimated purse funds to be generated from interstate handle:
\$575,000.

- H. Bank or depository for the Paymaster of Purses' purse account and the account number:
Bank of America; Acct. # 05239-09927

- I. Name, address and telephone number of the pari-mutuel audit firm engaged for the meeting:
*Disher Accountancy, Corp.
1816 Maryal Drive
Sacramento, CA 95864
(916) 482-4224; FAX (916) 482-4225*

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:
990 stalls
- B. Minimum number of stalls believed necessary for the meeting:
990 stalls

- C. Total number of usable stalls to be made available off-site at approved auxiliary stabling areas or approved training centers:
N/A
- D. Name or location of each off-site stabling area and the number of stalls to be maintained at each site:
N/A
- 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.
N/A

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. *NA*

- F. Total number of usable stalls made available on-site for the **1986** meeting:
- G. Estimated cost to provide off-site stalls for this meeting:
- H. Estimated cost to provide vanning from off-site stalls for this meeting. Show fees to be paid for vanning per-horse:
- I. Estimated cost for off-site stabling and vanning for this meeting. Show cost per-day per-stall:

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	\$1 E; \$1 Tri; \$1 DD	CHRB 1959; 1979; ARCI #VE
Race #2	\$1 E; \$1 Tri	CHRB 1959; 1979
Race #3	\$1 E; \$1 Tri; \$1 Pk 3	CHRB 1959; 1979; 1977
Race #4	\$1 E; \$1 Tri; \$1 Pk 3; \$2 Pk 6	CHRB 1959; 1979; 1977;1976.9
Race #5	\$1 E; \$1 Tri; \$1 Pk 3	CHRB 1959; 1979; 1977
Race #6	\$1 E; \$1 Tri	CHRB 1959; 1979
Race #7	\$1 E; \$1 Tri; \$1 Pk 3	CHRB 1959; 1979; 1977
Race #8	\$1 E; \$1 Tri; \$1 Pk 3	CHRB 1959; 1979; 1977
Race #9	\$1 E; \$1 Tri	CHRB 1959; 1979
Race #10	\$1 E; \$1 Tri; \$1 Pk 3 if 12 races	CHRB 1959; 1979; 1977

Race #11	\$1 E; \$1 Tri; \$1 Pk 3 if 13 races	CHRB 1959; 1979; 1977
Race #12	\$1 E; \$1 Tri; \$1 Pk 3 if 14 races	CHRB 1959; 1979; 1977
Race #13	\$1 E; \$1 Tri; \$1 Pk 3 if 15 races	CHRB 1959; 1979; 1977
Race #14	\$1 E; \$1 Tri	CHRB 1959; 1979
Race #15	\$1 E; \$1 Tri	CHRB 1959; 1979

Notes:

- \$1 Pk 4 (CHRB 1978) requested to begin on Races 2 & 6, and on Race 10 if at least 13 races carded.
- \$1 Superfecta (CHRB 1979.1) requested in any race if requirements met, at Assoc. discretion.
- Bal-Cal Pk 4: first Saturday night of each month; 2 Balmoral Park, Ill. races & 2 from Cal-Expo.
- Special Pk 4 with Guaranteed \$20,000 net pool every Wednesday and Sunday Nights.
- Imported races from U.S. and Canadian harness & quarterhorse tracks will have co-mingled pools.
- \$2 Pk 6 (1976.9) If no nightly winner(s), 25% of wagers paid to 5 winner(s), 75% carryover to next racing night. Mandatory payout on final night of race meet.

- B. The maximum carryover pool to be allowed to accumulate before its distribution **OR** the date(s) designated for distribution of the carryover pool: *Pk 6 mandatory payout final race night.*
- C. List any options requested with regard to exotic wagering:
See Note above Section 7A on Bal-Cal Pick 4.
- D. Will "advance" or "early bird" wagering be offered? Yes No
If yes, when will such wagering begin:
11:00 a.m. to 5:00 p.m. before each night of racing.
- 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 11 System 12/31/04
Autotote Systems, Inc.

8. SIMULCASTING WAGERING PROGRAM

- A. Simulcast organization engaged by the association to conduct simulcast wagering:
Southern California Off-Track Wagering, Inc. (Agreement on file with Board)
- 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 Board.
- C. California simulcast facilities the association proposes to offer its live audiovisual signal:
All simulcast locations.
- D. Out-of-state wagering systems the association proposes to offer its live audiovisual signal:
See attached Schedule III
- E. Out-of-state wagering systems that will combine their pari-mutuel pools with those of the association:
Same as "D" above, except for authorized locations in Canada & Mexico.

SCHEDULE III

OUT OF STATE SIMULCAST WAGERING LOCATIONS

American Tab, Oregon
Atlantic City, New Jersey
Capitol District OTB, New York
Catskill Region OTB, New York
Connecticut OTB, Connecticut
Diaryland Greyhound, Wisconsin
ExpressBet, California
Fire Lake Casino, Oklahoma
Foxwoods Casino, Connecticut
Fraser Downs, B.C., CAN
Freehold Raceway, New Jersey
Hazel Park, Indiana
Hoosier Park, Michigan
Illinois OTB, Illinois
Indianapolis Downs, Indiana
International Racing Group, Curacao
Ladbrokes at Meadows, Pennsylvania
Les Bois Park, Idaho
Lone Star Park, TX
Meadowlands Race Track, New Jersey
Mesquaki Casino, Iowa
Nassau Region OTB, New York
Nevada Parimutuel Association, Nevada
New York OTB, New York
Northfield Park, Ohio
Northville Downs, Michigan

Ocean Downs, Maryland
Penn National Gaming, Pennsylvania
Philadelphia Park, Pennsylvania
Plainridge Racecourse, Massachusetts
Pompano Park, Florida
Racing Channel, Oregon
Raceway Park, Ohio
Racing & Gaming Services, St. Kitts
Racing Services Inc. North Dakota
Rosecroft Raceway, Maryland
Sam Houston Park, Texas
Scioto Downs, Ohio
Southland Greyhound, Arkansas
Sports Creek Raceway, Michigan
Suffolk Downs, MA
Suffolk Region OTB, New York
Sunland Park, New Mexico
Television Games Network (TVG)
Thistledowns, Ohio
The Downs at Albuquerque, NM
Western Region OTB, New York
Windsor Raceway, ONT. CAN
Woodbine Ent. Grp. ONT. CAN
Yonkers Raceway, New York
YouBet, Oregon

Bold type represents ADW providers.

- 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

- 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

Six (6) out-of-state harness or quarterhorse races per live racing program on nights with QH overlap; twelve (12) out-of-state harness or quarterhorse races on nights without QH overlap, with races predominantly from harness tracks in Illinois and New Jersey, but also may include selected events from tracks in other CHRB approved jurisdictions. A full card of simulcast races to be imported from the Meadowlands on July 31, 2004 as Breeder's Crown program.

- 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
<i>On occasion, Quarterhorse races may be imported from CHRB approved jurisdictions.</i>			

- 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:

On file at Board Office

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

Information on file with Board Office

- C. Dates the association will conduct races as charity racing days OR:

March 10; April 14; May 12; June 23 & July 22, 2004

- 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)*..... Dr. Henry Cook
- Clerk of Scales*.....N/A
- Clerk of the Course*..... Patricia Petersen
- Horse Identifier*..... Carl Sobey
- Horseshoe Inspector*.....Larry Goshman/John Walker
- Paddock Judge*..... Nate Bower
- Patrol Judges*..... Bill Vallandingham
- Placing Judges*.....Ron Goldman
- Starter*..... Bill Vallandingham
- Timer*..... Ron Goldman

B. Management officials in the racing department:

- Director of Racing*.....N/A
- Racing Secretary*.....Fred Kuebler
- Assistant Racing Secretary*.....N/A
- Paymaster of Purses*..... Michi Abday
- Others (identify by name and title)* None

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

Capital Reporters
 2340 Harvard
 Sacramento, CA
 (916) 923-5447

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:

<i>Post Time Productions</i>	<i>Additional Digital Systems provided by:</i>
<i>Mr. Mike Tepper</i>	<i>Sportsdata Systems (Mr. Jim Hisle)</i>
<i>Contract thru 12/31/04</i>	<i>Contract thru 12/31/04</i>

- 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:
Pegasus Communications (Mr. Jim Porup)
Contract thru 12/31/04
- 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:
Sportsdata Systems (Mr. Jim Hisle); Contract thru 12/31/04

11. SECURITY CONTROLS AND EMERGENCY SERVICES

- A. Name and title of the person responsible for security controls on the premises:
Chief Kraft, Calif. State Fair Police
- 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:
 10 *Closed-Circuit TV Surveillance system throughout enclosure; Security alarm System on doors; motion sensors in corridors & stairwells.*
- C. Name, address and emergency telephone number of the ambulance service to be used during workouts and the running of the races:
American Medical Response
P.O. Box 3718
Modesto, CA 95352
(916) 565-2837
- D. Name, address and emergency telephone number of the ambulance service to be used during workouts at auxiliary sites: *N/A*
- E. Attach a fire clearance from the fire authority having jurisdiction over the premises.
On file at Board Office
- F. Name of the workers' compensation insurance carrier for the association and the number of the insurance policy (if self-insured, provide details):
State Compensation Insurance Fund
Policy # 1488980-04
P.O. Box 807
San Francisco, CA 94101
- 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.
On file with Board Office; expires 4/1/04

Office of the State Fire Marshal
REINSPECTION REPORT



File No. 00010003300

Name of Facility Cal Expo

Name of Building Barns A-2

Address 1100 Exposition Blvd
Sacramento, CA

Inspected by Dale Eddy Date 9/15/03

Accompanied by Heather Suter

Fire Safety Deficiencies Numbered 1-4 noted on the Letter

Fire Safety Correction Notice (EN-11) dated 9/15/03 have been corrected

Uncorrected Deficiencies Numbered 0 were re-issued as shown

on the Fire Safety Correction Notice dated _____ which is attached to and made a part of this Report.

In addition, 0 new deficiencies were identified at the time of this reinspection and are shown as items _____ on the attached Fire Safety Correction Notice.

Fire Clearance Instructions:
Barns A-2 are granted fire clearance for a period of 1 year from date noted below.

Yes 9/04 Clear 9/03
Shelton Shelton

**STATE
COMPENSATION
INSURANCE
FUND**

P.O. BOX 807, SAN FRANCISCO, CA 94142-0807

CERTIFICATE OF WORKERS' COMPENSATION INSURANCE

ISSUE DATE: 04-01-2003

GROUP:
POLICY NUMBER: 1488980-2003
CERTIFICATE ID: 2
CERTIFICATE EXPIRES: 04-01-2004
04-01-2003/04-01-2004

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

NF

This is to certify that we have issued a valid Workers' Compensation insurance policy in a form approved by the California Insurance Commissioner to the employer named below for the policy period indicated.

This policy is not subject to cancellation by the Fund except upon 10 days' advance written notice to the employer.

We will also give you 10 days' advance notice should this policy be cancelled prior to its normal expiration.

This certificate of insurance is not an insurance policy and does not amend, extend or alter the coverage afforded by the policies listed herein. Notwithstanding any requirement, term, or condition of any contract or other document with respect to which this certificate of insurance 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.

Thomas Hansen

AUTHORIZED REPRESENTATIVE

Dianne C. Oki

PRESIDENT

EMPLOYER'S LIABILITY LIMIT INCLUDING DEFENSE COSTS: \$1,000,000.00 PER OCCURRENCE.

EMPLOYER

CAPITOL RACING LLC
PO BOX 255069
SACRAMENTO CA 95865

LEGAL NAME

CAPITOL RACING ,
LLC

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:

<i>Ovation/FanFare Enterprises</i>	
<i>6473 Sierra Lane</i>	<i>Food & Liquor</i>
<i>Dublin, CA 94568</i>	

13. SCHEDULE OF CHARGES

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

<i>Admission (general)</i>	<i>\$3.00</i>
<i>Admission (Turf Club)</i>	<i>No upgrade</i>
<i>Reserved seating (general)</i>	<i>N/A</i>
<i>Reserved seating (clubhouse)</i>	<i>N/A</i>
<i>Parking (general)</i>	<i>N/A</i>
<i>Parking (preferred)</i>	<i>N/A</i>
<i>Parking (valet)</i>	<i>N/A</i>
<i>Programs (on-track)</i>	<i>\$3.00</i>
<i>(off-track)</i>	<i>\$3.50</i>

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

N/A

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

N/A

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="46"/>
<input checked="" type="checkbox"/> Showers	<input checked="" type="checkbox"/> Steam room, sauna or steam cabinets	<input type="text" value=">"/> Lounge area
<input checked="" type="checkbox"/> Masseur	<input checked="" type="checkbox"/> Food/beverage service	<input type="checkbox"/> Certified platform scale

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

Cubicles, Shower, Food/beverage service & Lounge area.

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.

Completed.

- B. Number of rooms used for housing on the backstretch of the racetrack:
100
- C. Number of restrooms available on the backstretch of the racetrack:
8
- D. Estimated ratio of restroom facilities to the number of backstretch personnel:
8/160

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:

One mile

 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.
Pylons are used instead of the inner hub rail. An aluminum Steriline racing rail, in full compliance of track safety regulations, is used for the outer rail.
- C. Name of the person responsible for supervision of the maintenance of the racetrack safety standards pursuant to CHRB Rule 1474: *J. R. Williams, Track Superintendent*
- D. Attach a Track Safety Maintenance Program pursuant to CHRB Rule 1474.
On file with Board Office
- 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):
All contracts in place.
- B. Attach each horsemen's agreement pursuant to CHRB Rule 2044.
On file with Board.

ACORD™ CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YY)
11/06/03

PRODUCER
Aon Client Services
Aon Risk Services of Texas, Inc. d/b/a
Aon Risk Insurance Services of TX, Inc.
CA. Lic#0559715
2711 N. Haskell Ave., Lock Box 9
Dallas TX 75204 USA
PHONE: (866) 733-5747 FAX: (866) 732-7983

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.

INSURERS AFFORDING COVERAGE

INSURER A:	Scottsdale Ins Company
INSURER B:	
INSURER C:	
INSURER D:	
INSURER E:	

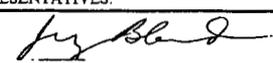
INSURED
Capitol Racing, LLC
P.O. Box 255069
Sacramento CA 95865 USA

COVERAGES This Certificate is not intended to specify all endorsements, coverages, terms, conditions and exclusions of the policies shown.

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. AGGREGATE LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS	
A	GENERAL LIABILITY	BNDR110303 03/04 General Liability	11/03/03	11/18/04	EACH OCCURRENCE	\$1,000,000
	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY				FIRE DAMAGE (Any one fire)	\$100,000
	<input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> OCCUR				MED EXP (Any one person)	
					PERSONAL & ADV INJURY	\$1,000,000
					GENERAL AGGREGATE	\$2,000,000
					PRODUCTS - COMP/OP AGG	\$1,000,000
					GENL AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC	
	AUTOMOBILE LIABILITY				COMBINED SINGLE LIMIT (Ea accident)	
	<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 (Per accident)	
	<input type="checkbox"/> HIRED AUTOS					
	<input type="checkbox"/> NON OWNED AUTOS					
	GARAGE LIABILITY				AUTO ONLY - EA ACCIDENT	
	<input type="checkbox"/> ANY AUTO				OTHER THAN EA ACC	
					AUTO ONLY : AGG	
	EXCESS LIABILITY				EACH OCCURRENCE	
	<input type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS MADE				AGGREGATE	
	<input type="checkbox"/> DEDUCTIBLE					
	<input type="checkbox"/> RETENTION					
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY				WC STATUTORY LIMITS	OTH-ER
					E.L. EACH ACCIDENT	
					E.L. DISEASE-POLICY LIMIT	
					E.L. DISEASE-EA EMPLOYEE	
	OTHER					

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/EXCLUSIONS ADDED BY ENDORSEMENT/SPECIAL PROVISIONS
Certificate holder is added to the general liability as an additional insured ATIMA.

CERTIFICATE HOLDER	CANCELLATION
California Horse Racing Board 1010 Hurley Way #300 Sacramento CA 98565 USA	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 DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.
	AUTHORIZED REPRESENTATIVE 

- 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).

On file with Board Office

- 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.

Alan B. Horowitz

Print Name

Signature

General Manager

Print Title

Dec. 3, 2003

Date

STAFF ANALYSIS
February 19, 2004

ISSUE: APPLICATION FOR LICENSE TO CONDUCT A HORSE RACING MEETING OF CAL EXPO RACING ASSOCIATION, LLC AT CAL EXPO MARCH 5, 2004 THROUGH JULY 31, 2004.

Cal Expo Racing Association, LLC filed its application to conduct a harness horse racing meeting at Cal Expo:

- March 5 through July 31, 2004. The association proposes to race 82 nights with 1,032 races, or 12.6 races per night.

March - 2004						
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			

April - 2004						
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 - 2004						
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 H					

June - 2004						
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			

July - 2004						
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 Wednesday through Saturday with up to 15 live races per night.
 - 12 simulcast races Wednesdays, 6 Thursday through Saturday and Sunday March 7.
 - Racing Sunday, March 7.
 - No racing Wednesday, June 2.
- First live post 5:35 p.m. daily.
 - First simulcast 4:50 p.m. Wednesday through Friday, 5:08 p.m. Saturday and 5:10 p.m. Sunday March 7.
- Request Carl Sobey be appointed horse identifier pursuant to CHRB Rule 1525.
- Track safety requirements have been fulfilled.
- Wagering program will use CHRB rules and the ARCI daily double.
 - Early wagering 11:00 a.m. to 5:00 p.m. before each night of racing.
 - Request a \$1 select four to begin on races 2 and 6 and race 10 if at least 13 races are carded, and a \$1 superfecta in any race that meets CHRB requirements.

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

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

1. \$100,000 deposit pursuant to B&P Code Section 19464.
2. Horsemen's agreement.
3. Stakes schedule.
4. Lease agreement.
5. Addendum to the application.
6. LLC documents.
7. Financial statements.
8. Amount to be paid to the recognized horsemen's organization.
9. Paymaster of purses' account number.
10. All contracts/agreements to run the meet.
11. Distributing agent for charity foundation.
12. Name and address of trustees/director of distributing agent.
13. Worker compensation policy.
14. Track Safety Maintenance Program.
15. Hold harmless agreement and \$3 million insurance for implementing alternate methodologies to track safety standards.

RECOMMENDATION:

Staff recommends the Board hear from the applicant. If this application is approved the applicant must provide all outstanding items before the start of the meet.

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: Cal Expo Racing Association, LI
725 30th Street, Ste 101
Sacramento, CA 95816
(916) 441-4274
- B. Breed of horse: TB QH H
- C. Racetrack name: Cal-Expo Race Course
- 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.

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: March 5, 2004 thru July 31, 2004
- B. Actual dates racing will be held: See attached Schedule I
- C. Total number of days or nights of racing: 82
- D. Days or nights of the week races will be held:
 Wed - Sun Tues - Sat Other (specify)
See attached Schedule I
- E. Number of days or nights of racing per week:
See attached Schedule I

3. RACING PROGRAM

- A. Total number of races: 1032
- B. Number of races for each day or night: Up to 15 races nightly.
- C. Total number of stakes races: 38
- 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.
Addendum to Horsemen's Agreement.

Application received: 01/29/04 PRN	CHRB CERTIFICATION	Hearing date: 2/19/04
Deposit received: \$10,000.00		Approved date:
Reviewed: PN		License number:

Schedule I

Cal Expo Racing Association

SPRING/SUMMER RACE MEET

March 5, 2004 thru July 31, 2004

MARCH 2004				
Wed	Thur	Fri	Sat	Sun
		Opening Night 5 	6 	7 
10 	11 	12 	13 	
17 	18 	19 	20 	
24 	25 	26 	27 	
31 				

APRIL 2004			
Wed	Thur	Fri	Sat
	1 	2 	3 
7 	8 	9 	10 
14 	15 	16 	17 
21 	22 	23 	24 
28 	29 	30 	

MAY 2004			
Wed	Thur	Fri	Sat
			1 
5 	6 	7 	8 
12 	13 	14 	15 
19 	20 	21 	22 
26 	27 	28 	29 

JUNE 2004			
Wed	Thur	Fri	Sat
No Wednesday Racing	3 	4 	5 
9 	10 	11 	12 
16 	17 	18 	19 
23 	24 	25 	26 
30 			

JULY 2004			
Wed	Thur	Fri	Sat
	1 	2 	3 
	8 	9 	10 
	15 	16 	17 
	22 	23 	24 
	29 	30 	Closing Night Breeder's Crown 31 

Number of race nights
 March - 16
 April - 18
 May - 17
 June - 16
 July - 15
 Total 82

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:

See attached Schedule II

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:
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.

Schedule II
POST TIMES FOR PROPOSED DAILY RACING PROGRAM

	<u>Wednesdays</u>	<u>Thursdays</u>	<u>Fridays</u>	<u>W/T-breds</u>	<u>Saturdays</u>	<u>Sundays</u>
<u>Race #1</u>	5:35 p.m.	5:35 p.m.	5:35 p.m.	5:35 p.m.	5:35 p.m.	5:35 p.m.
<u>Race #2</u>	5:54	5:54	5:58	5:55	5:55	5:56
<u>Race #3</u>	6:13	6:13	6:22	6:15	6:18	6:17
<u>Race #4</u>	6:32	6:33	6:44	6:35	6:44	6:38
<u>Race #5</u>	6:52	6:58	7:06	6:55	7:09	6:59
<u>Race #6</u>	7:13	7:25	7:29	7:22	7:35	7:20
<u>Race #7</u>	7:34	7:51	7:54	7:50	8:00	7:41
<u>Race #8</u>	7:55	8:17	8:19	8:18	8:25	8:03
<u>Race #9</u>	8:16	8:42	8:44	8:46	8:50	8:25
<u>Race #10</u>	8:37	9:07	9:09	9:14	9:15	8:47
<u>Race #11</u>	8:58	9:32	9:34	9:42	9:40	9:09
<u>Race #12</u>	9:18	9:57	9:59	10:10	10:05	9:30
<u>Race #13</u>	9:38	10:18	10:24	10:38	10:30	9:50
<u>Race #14</u>	9:58	10:38	10:49	10:59	10:55	10:09
<u>Race #15</u>	10:18	10:58	11:12	11:24	11:16	10:28
<u>Import #1</u>	4:50 p.m.	4:50 p.m.	4:50 p.m.		5:08 p.m.	5:10 p.m.
<u>Import #2</u>	5:08	5:09	5:09		5:28	5:30
<u>Import #3</u>	5:26	5:26	5:28		5:48	5:50
<u>Import #4</u>	5:45	6:02	6:01		6:08	6:10
<u>Import #5</u>	6:04	6:23	6:22		9:09	6:30
<u>Import #6</u>	6:23	6:44	6:43		9:30	6:50
<u>Import #7</u>	7:03	---	---		---	---
<u>Import #8</u>	7:24	---	---		---	---
<u>Import #9</u>	7:45	---	---		---	---
<u>Import #10</u>	8:06	---	---		---	---
<u>Import #11</u>	8:27	---	---		---	---
<u>Import #12</u>	8:48	---	---		---	---

D. LLC To be Filed

1. Registered name of the LLC: Cal Expo Racing Association, LLC
2. State where articles of organization are filed: California
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:
Lloyd Arnold - Presidnet
Jim Kouretas - Secretary & Tresurer
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:
None
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:
N/A
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 Filed

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:
See Attached.
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:
Jim Kouretas,

5. PURSE PROGRAM

A. Estimated purse distribution:

1. All races other than stakes: \$3,690,000.00
2. Overnight stakes: \$50,000.00 late closers
3. Non-overnight stakes: \$845,000.00 (Calif. Sire & Gold Events)

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:

Chris Schick/Bobby Gordon	General Manager
John Matijasic	Director of Marketing
Chris Schick	Director of Simulcasting
Renee Moddison	Parimutuel Manager
Richard May	Director of Operations
J.R. Williams	Track Superintendent
Richard Colby	Director of Media Relations
Marty Bridges	Program Director

B. Stakes Races:

1. Estimated purse distribution for all stakes races: \$895,000.00
2. Percentage of the estimated purse distribution for all stakes races that will be distributed for California-bred stakes races: 90%

C. Estimated funds to be generated for all California-bred incentive awards: \$90,000.00

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

<u>Recognized Horsemen's Organization</u>	<u>Estimated Payment</u>
California Harness Horsemen's Association	TBD

E. Total estimated amount from all sources to be distributed at the meeting in the form of purses or other benefits to horsemen: \$4,875,000.00

F. Estimated purse funds to be generated from on-track handle and intrastate off-track handle:
\$800,000. On-track; \$3,500,000. Intrastate off-trackG. Estimated purse funds to be generated from interstate handle:
\$575,000.00

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

Union Bank

I. Name, address and telephone number of the pari-mutuel audit firm engaged for the meeting:
Disher Accountancy, Corp., 1816 Maryal Drive, Sacramento, CA 95864, (916)482-4224
Fax (916)482-4225

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:

990 stalls

B. Minimum number of stalls believed necessary for the meeting:

990 stalls

C. Total number of usable stalls to be made available off-site at approved auxiliary stabling areas or approved training centers: N/A

D. Name or location of each off-site stabling area and the number of stalls to be maintained at each site:

N/A

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.

N/A

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:

G. Estimated cost to provide off-site stalls for this meeting:

H. Estimated cost to provide vaning from off-site stalls for this meeting. Show fees to be paid for vaning per-horse:

I. Estimated cost for off-site stabling and vaning for this meeting. Show cost per-day per-stall:

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	\$1E;\$1 Tri; \$1 DD	CHRB 1959;1979;ARCI#VE
Race #2	\$1E;\$1 Tri	CHRB 1959;1979
Race #3	\$1E;\$1 Tri;\$1Pk3	CHRB 1959;1979;1977
Race #4	\$1E;\$1 Tri;\$1Pk3;\$2Pk6	CHRB 1959;1979;1977;1976.9
Race #5	\$1E;\$1 Tri;\$1Pk3	CHRB 1959;1979;1977
Race #6	\$1E;\$1 Tri	CHRB 1959;1979
Race #7	\$1E;\$1 Tri;\$1Pk3	CHRB 1959;1979;1977
Race #8	\$1E;\$1 Tri;\$1Pk3	CHRB 1959;1979;1977
Race #9	\$1E;\$1 Tri	CHRB 1959;1979
Race #10	\$1E;\$1Tri;\$1Pk3if12races	CHRB 1959;1979;1977
Race #11	\$1E;\$1Tri;\$1Pk3if13races	CHRB 1959;1979;1977
Race #12	\$1E;\$1Tri;\$1Pk3if14races	CHRB 1959;1979;1977
Race #13	\$1E;\$1Tri;\$1Pk3if15races	CHRB 1959;1979;1977
Race #14	\$1E;\$1Tri	CHRB 1959;1979
Race #15	\$1E;\$1Tri	CHRB 1959;1979

See Attached Note

7.A. Notes:

- \$1 Pk 4 (CHRB 1978) requested to begin on Races 2 & 6, and on Race 10 if at least 13 races carded.
- \$1 Superfecta (CHRB 1979.1) requested in any race if requirements met, at Assoc. discretion.
- Bal-Cal Pk 4: first Saturday night of each month; 2 Balmoral Park, Ill. Races & 2 from Cal-Expo.
- Special Pk 4 with Guaranteed \$20,000 net pool every Wednesday and Sunday Nights.
- Imported races from U.S. and Canadian harness & quarterhorse tracks will have co-mingled pools.
- \$2 Pk 6 (1976.9) If no nightly winner(s), 25% of wagers paid to 5 winner(s), 75% carryover to next racing night. Mandatory payout on final night of race meet.

- B. The maximum carryover pool to be allowed to accumulate before its distribution **OR** the date(s) designated for distribution of the carryover pool: Pk 6 mandatory payout final race night.
- C. List any options requested with regard to exotic wagering: See Note above Section 7A on See previous page on Bal-Cal Pick 4
- D. Will "advance" or "early bird" wagering be offered? Yes No
If yes, when will such wagering begin: 11:00a.m. to 5:00p.m. before each night of racing
- 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 II System 12/31/04
Autotote Systems, Inc.

8. SIMULCASTING WAGERING PROGRAM

- A. Simulcast organization engaged by the association to conduct simulcast wagering:
Southern California Off-Track Wagering, Inc. (Agreement to follow)
- 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 to follow
- C. California simulcast facilities the association proposes to offer its live audiovisual signal:
All simulcast locations.
- D. Out-of-state wagering systems the association proposes to offer its live audiovisual signal:
See attached Schedule III
- E. Out-of-state wagering systems that will combine their pari-mutuel pools with those of the association:
Same as "D" above, except for authorized locations in Canada & Mexico.
- 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

- 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

SCHEDULE III

OUT OF STATE SIMULCAST WAGERING LOCATIONS

American Tab, Oregon
Atlantic City, New Jersey
Capitol District OTB, New York
Catskill Region OTB, New York
Connecticut OTB, Connecticut
Diaryland Greyhound, Wisconsin
ExpressBet, California
Fire Lake Casino, Oklahoma
Foxwoods Casino, Connecticut
Fraser Downs, B.C., CAN
Freehold Raceway, New Jersey
Hazel Park, Indiana
Hoosier Park, Michigan
Illinois OTB, Illinois
Indianapolis Downs, Indiana
International Racing Group, Curacao
Ladbrokes at Meadows, Pennsylvania
Les Bois Park, Idaho
Lone Star Park, TX
Meadowlands Race Track, New Jersey
Mesquaki Casino, Iowa
Nassau Region OTB, New York
Nevada Parimutuel Association, Nevada
New York OTB, New York
Northfield Park, Ohio
Northville Downs, Michigan

Ocean Downs, Maryland
Penn National Gaming, Pennsylvania
Philadelphia Park, Pennsylvania
Plainridge Racecourse, Massachusetts
Pompano Park, Florida
Racing Channel, Oregon
Raceway Park, Ohio
Racing & Gaming Services, St. Kitts
Racing Services Inc. North Dakota
Rosecroft Raceway, Maryland
Sam Houston Park, Texas
Scioto Downs, Ohio
Southland Greyhound, Arkansas
Sports Creek Raceway, Michigan
Suffolk Downs, MA
Suffolk Region OTB, New York
Sunland Park, New Mexico
Television Games Network (TVG)
Thistledowns, Ohio
The Downs at Albuquerque, NM
Western Region OTB, New York
Windsor Raceway, ONT. CAN
Woodbine Ent. Grp. ONT. CAN
Yonkers Raceway, New York
YouBet, Oregon

Bold type represents ADW providers.

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
See Attached Page		
Examples:		
Saratoga Raceway	5/8/99	Full Card
Meadowlands	8/7/99	Selected Feature and/or Stakes Races
Attached		

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
On occasion, Quarterhorse races may be imported from CHRB approve jurisdiction.			

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:
 To Be Determined
- B. Names and addresses of the trustees or directors of the distributing agent:
 To Be Determined

Six (6) out-of-state harness or quarterhorse races per live racing program on nights with QH overlap; twelve (12) out-of-state harness or quarterhorse races on nights without QH overlap, with races predominantly from harness tracks in Illinois and New Jersey, but also may include selected events from tracks in other CHRB approved jurisdictions. A full card of simulcast races to be imported from the Meadowlands on July 31, 2004 as Breeder's Crown program.

- C. Dates the association will conduct races as charity racing days OR:
March 10; April 14; May 12; June 23 & July 22, 2004
- 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)	Dr. Henry Cook
Clerk of Scales	N/A
Clerk of the Course	Patricia Peterson
Horse Identifier	Carl Sobey
Horseshoe Inspector	Larry Goshman/John Walker
Paddock Judge	Nate Bower
Patrol Judges	Bill Vallandingham
Placing Judges	Ron Goldman
Starter	Bill Vallandingham
Timer	Ron Goldman

B. Management officials in the racing department:

Director of Racing	N/A
Racing Secretary	Fred Kuebler
Assistant Racing Secretary	N/A
Paymaster of Purses	Michi Abday
Others (identify by name and title)	None

- C. Name, address and telephone number of the reporter employed to record and prepare transcripts of hearings conducted by the stewards: Capital Reporters, 2340 Harvard, Sacramento, CA (916) 923-5447
- 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:
Post Time Productions Additional Digital Systems provided by
Mr. Mike Tepper Sportsdata Systems (Mr. Jim Hisle)
- 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:
Pegasus Communications (Mr. Jim Porup)
- 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:
Sportdata Systems (Mr. Jim Hisle)

11. SECURITY CONTROLS AND EMERGENCY SERVICES

- A. Name and title of the person responsible for security controls on the premises:
Chief Kraft, Calif.State Fair Police
- 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:
10 Closer-Circuit TV Survelance system throughout enclosure; Security alarm System on doors; motion sensors in corridors & stairwells.
- C. Name, address and emergency telephone number of the ambulance service to be used during workouts and the running of the races: American Medical Reponse, P.O. Box 3718, Modesto, CA 95352, (916) 565-2837
- D. Name, address and emergency telephone number of the ambulance service to be used during workouts at auxiliary sites: N/A
- E. Attach a fire clearance from the fire authority having jurisdiction over the premises.
On file at Board Office
- F. Name of the workers' compensation insurance carrier for the association and the number of the insurance policy (if self-insured, provide details):
To Be filed
- 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.
To be filed

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: Ovation/FanFare Enterprise 6473 Sierra Lane, Dublin, CA 94568, Food & Liquor

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)	No upgrade
Reserved seating (general)	N/A
Reserved seating (clubhouse)	N/A
Parking (general)	N/A
Parking (preferred)	N/A
Parking (valet)	N/A
Programs (on-track)	\$3.00
(off-track)	\$3.50

- B. Describe any "Season Boxes" and "Turf Club Membership" fees:
N/A
- C. Describe any "package" plans such as combined parking, admission and program:
N/A

14. JOCKEYS/DRIVERS' QUARTERS

Office of the State Fire Marshal
REINSPECTION REPORT



File No. 06-04-01
0000-00-3300

Name of Facility Cal Expo
Name of Building Barns A-2
Address 1100 Exposition Blvd
Stockton, CA

Inspected by Dave Egan Heath
Approved by _____

Fire Safety Deficiency Numbered 1-4 on the letter
Fire Safety Correction Notice (EN-11) dated 9/1/03 have been corrected.
Uncorrected Deficiency Numbered 0 re-issued as shown
on the Fire Safety Correction Notice dated _____ which is attached to and made a part of this Report.
In addition, 0 new deficiencies were identified at the time of this reinspection and are shown as items
on the attached Fire Safety Correction Notice.

Fire Clearance Instruction:
Barns A-2 are granted fire clearance for a period of 1 year from date noted below.

Yes 9/03 9/03
Sharon Shaskan Sharon Shaskan

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="46"/> |
| <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 type="checkbox"/> Certified platform scale |

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

Cubicles, Shower, Food/beverage service & Lounge area.

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.

Completed

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

100

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

8

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

8/160

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.

Pylons are used instead of the inner hub rail. An aluminum Steriline racing rail, in full compliance of track safety regulations, is used for the outer rail.

C. Name of the person responsible for supervision of the maintenance of the racetrack safety standards pursuant to CHRB Rule 1474: J.R. Williams, Track Superintendent

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):

Anticipate continuing with existing contract.

B. Attach each horsemen's agreement pursuant to CHRB Rule 2044.

To be negociated

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).

Subject to Cal Expo continuing existing lease with applicant.

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.

Lloyd Arnold

Print Name



Signature

1-31-04

Print Title

Date

DISCUSSION BY THE BOARD
ON THE
JOCKEYS' GUILD PROPOSAL FOR
JOCKEY WEIGHT ALLOWANCES

Regular Board Meeting
February 19, 2004

BACKGROUND

Board Rule 1616, Minimum Weights to be Carried, provides that the minimum weight to be carried in all overnight races for two-year-olds only, three-year-olds only and four-year-olds and upward shall be 112 pounds subject to sex and apprentice allowances. The minimum weight to be carried in all races, except handicap and stakes races is 103 pounds.

The Jockeys' Guild has prepared a proposal for jockey weight allowances. Since staff does not have a copy of the proposal, this item is presented for discussion.

RECOMMENDATION

Staff recommends the Board hear from the Jockeys' Guild representative.

STAFF ANALYSIS
REQUEST OF THE JOCKEYS' GUILD TO EXTEND AGREEMENT

REGULAR BOARD MEETING
FEBRUARY 19, 2004

Background:

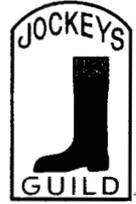
Section 19612.9 of the Business and Professions Code mandates a program for providing health and welfare benefits for California jockeys. One key component in implementing this program is an agreement between the Guild and the Thoroughbred Owners of California (TOC). If the agreement between the two expires and a new one cannot be completed in a timely fashion, paragraph (a)(3) of the section allows for the Board to extend the provisions of the prior agreement until such time that the new agreement is finalized.

As of this date a new agreement is not available and the Guild is requesting that the Board invoke paragraph (a)(3) and extend the terms of the prior agreement until such time as the new agreement is finalized.

Recommendation:

Staff recommends that the Board extend the prior agreement as requested.

RECEIVED
CHRB
2004 FEB -6 AM 10:47



3 February 2004

VIA USPS FIRST CLASS MAIL and FACSIMILE

Chairman John C. Harris
California Horse Racing Board
c/o Harris Farms
23300 West Oakland Avenue
Coalinga, California 93210

RE: CALIFORNIA BUSINESS AND PROFESSIONS CODE 19612.9

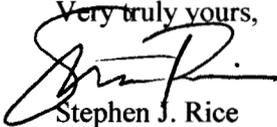
Dear Chairman Harris:

The purpose of this letter is to remind the Board kindly of their duty to reinstate the provisions of the previous agreement until a subsequent agreement is reached pursuant to Paragraph 3 of the California Business and Professions Code 19612.9:

If an agreement is not reached before the regular meeting of the board in November of any calendar year, the board, on its own motion, shall provide that the provisions of the existing agreement, if any, shall remain in effect until a subsequent agreement is reached.

Please add this item to the 19 February 2004 Board meeting in Arcadia this month.

Very truly yours,


Stephen J. Rice
Controller & CFO

cc: CHRB Members
✓ Roy C. Wood, Jr.
L W Gertmenian
Albert A. Fiss
Lloyd C. Ownbey, Jr.

ITEM 8

CALIFORNIA HORSE RACING BOARD

February 19, 2004, Regular Board Meeting

There is no board package material for this item.

Information to be presented at the board meeting.

**STAFF ANALYSIS
STAFF REPORT ON END-OF-MEET RESULTS**

**REGULAR BOARD MEETING
FEBRUARY 19, 2004**

Background:

This item contains end-of-meet reports for concluded race meets. Staff is prepared to answer questions regarding the information presented.

Recommendation:

This item is for information and discussion.

END-OF-MEET OUTLINE SUMMARY

For the California Horse Racing Board meeting, February 19, 2004. This report includes a summary for the following racing meeting: LOS ALAMITOS QUARTER HORSE RACING ASSOCIATION.

Los Alamitos Racing Association

December 26, 2002 – December 21, 2003

Race days: 205

AVERAGE DAILY STATISTICS

	PERCENTAGE CHANGE
Ave. Daily handle	6.55%
Ave. On-track	-3.67%
Ave. Off-track	-5.03%
Ave. Interstate-exported	1.96%
Ave. ADW	174.01%
Ave. Daily attendance-Calif.	-4.05%
Ave. On-track	-1.24%
Ave. Off-track	-5.16%

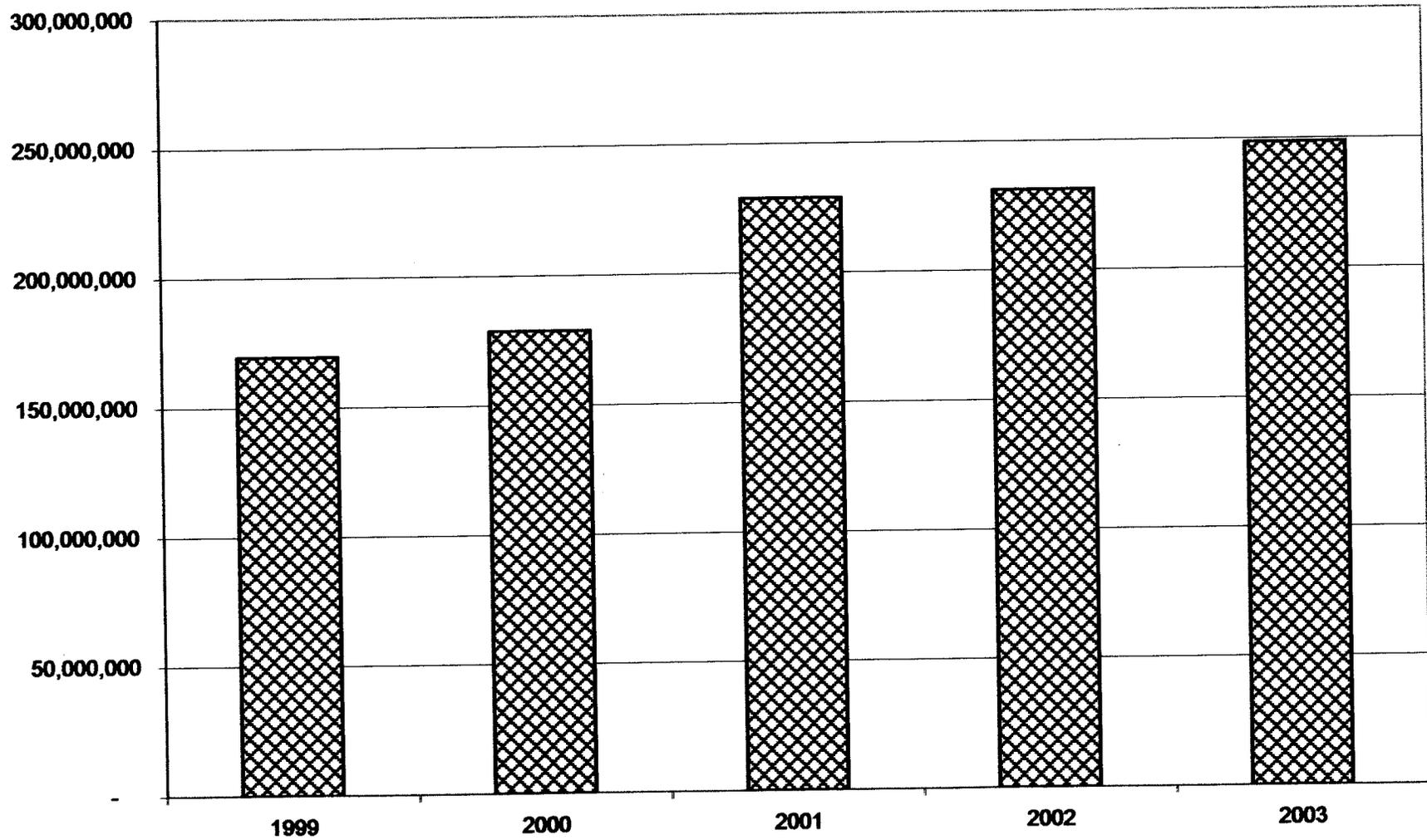
LOS ALAMITOS QUARTER HORSE RACING ASSOCIATION

YEAR	1999	2000	2001	2002	2003
TOTAL RACE DAYS	141	140	181	203	205
TOTAL HANDLE	169,502,868	178,761,144	228,868,336	231,008,823	248,566,350
ON-TRACK	46,204,866	44,624,408	54,692,422	50,601,828	49,227,352
OFF-TRACK	93,999,538	101,400,798	125,586,676	119,018,452	114,145,155
INTERSTATE	29,298,464	32,735,938	48,589,238	48,736,315	50,183,415
ADW	29,298,464	32,735,938	48,589,238	12,652,229	35,010,428
LIVE	128,369,730	132,542,046	172,385,950	176,476,305	197,754,967
INTERSTATE IMPORTED	-	-	-	54,532,518	49,814,581
INTERNATIONAL IMPORTED	41,133,138	46,219,098	56,482,386	-	996,802
AVERAGE DAILY HANDLE	1,202,148	1,276,865	1,264,466	1,137,974	1,212,519
ON-TRACK	327,694	318,746	302,168	249,270	240,133
OFF-TRACK	666,663	724,291	693,849	586,298	556,806
INTERSTATE	207,791	233,828	268,449	240,080	244,797
AVE. ADW	207,791	233,828	268,449	62,326	170,783
AVE. CALIF. DAILY HANDLE	994,357	1,043,037	996,017	835,568	796,939
AVERAGE LIVE	910,424	946,729	952,409	869,341	964,658
INTERSTATE IMPORTED	-	-	-	268,633	242,998
INTERNATIONAL IMPORTED	291,724	330,136	312,057	-	4,862
TOTAL TAKEOUT	34,638,497	36,302,891	46,202,502	46,663,782	50,068,864
EFFECTIVE TAKEOUT	20.44%	20.31%	20.19%	20.20%	20.14%
STATE LICENSE FEES	795,823	816,299	1,010,445	790,645	721,264
STATE %	0.47%	0.46%	0.44%	0.34%	0.29%
TRACK COMMISSIONS	9,074,550	9,336,684	11,513,596	10,989,694	10,986,671
ADW COMMISSIONS	-	-	-	493,821	1,599,290
TOTAL COMMISSIONS	9,074,550	9,336,684	11,513,596	11,483,515	12,585,961
TRACK %	5.35%	5.22%	5.03%	4.97%	5.06%
HORSEMEN'S PURSES	8,779,129	9,133,306	11,288,514	10,778,940	10,776,466
ADW PURSES	-	-	-	484,974	1,570,894
TOTAL ADW	8,779,129	9,133,306	11,288,514	11,263,914	12,347,360
HORSEMEN'S %	5.18%	5.11%	4.93%	4.88%	4.97%

LOS ALAMITOS QUARTER HORSE RACING ASSOCIATION

YEAR	1999	2000	2001	2002	2003
CALIFORNIA ATTENDANCE	742,571	727,420	937,165	1,008,107	976,851
ON-TRACK	244,104	211,325	274,560	286,157	285,396
OFF-TRACK	498,467	516,095	662,605	721,950	691,455
DAILY ATTENDANCE	5,266	5,196	5,178	4,966	4,765
AVERAGE DAILY ON - TRACK	1,731	1,509	1,517	1,410	1,392
AVERAGE DAILY OFF - TRACK	3,535	3,686	3,661	3,556	3,373
TOTAL RACE EVENTS	1,408	1,432	1,878	1,903	2,048
STARTS	11,358	11,377	14,323	12,626	13,721
AVERAGE STARTS PER EVENT	8.1	7.9	7.6	6.6	6.7
AVERAGE HANDLE PER START	11,302	11,650	12,036	13,977	14,413

**LOS ALAMITOS QUARTER HORSE RACING ASSOCIATION
TOTAL HANDLE**



ITEM 10

CALIFORNIA HORSE RACING BOARD

February 19, 2004, Regular Board Meeting

There is no board package material for this item.

Information to be presented at the board meeting.