

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

THE APPLICATIONS OF CHURCHILL DOWNS INCORPORATED, RACING CORPORATION OF AMERICA, ELLIS PARK RACE COURSE, INC., CHURCHILL DOWNS MANAGEMENT COMPANY, ANDERSON PARK, INC., HOOSIER PARK, L.P., CALDER RACE COURSE, INC. AND TROPICAL PARK, INC. APPROVAL TO SHARE IN THE REVENUE FROM THE CONDUCT OF OFF-TRACK PARI-MUTUEL RACE WAGERING

AMENDED ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on July 14, 2004, and before the Nevada Gaming Commission ("Commission") on July 29, 2004 at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The applications of Churchill Downs Incorporated, Racing Corporation of America, Ellis Park Race Course, Inc., Churchill Downs Management Company, Anderson Park, Inc., Hoosier Park, L.P., Calder Race Course, Inc. and Tropical Park, Inc. each for approval to share in the revenue from the conduct of off-track pari-mutuel race wagering; and

b. The application for an amendment to Order.

2. THAT Churchill Downs Incorporated, Churchill Downs California Company, Churchill Downs California Fall Operating Company, Racing Corporation of America, Ellis Park

Race Course, Inc., Churchill Downs Management Company, Anderson Park, Inc., Hoosier Park, L.P., Calder Race Course, Inc., Tropical Park, Inc. and Arlington Park Racecourse, LLC are each granted approval to share in the revenue from the conduct of off-track pari-mutuel race wagering, said approval conditioned as follows:

a. That Churchill Downs Incorporated, shall comply with the provisions of NRS 463.639(1) and NGC Regulation 16.330, and shall also comply with any requests for additional reporting requirements made by the Board.

b. That the following information shall be reported to the Board, in writing, within 30 days after the end of the quarter concerning the occurrence or absence of the following:

(1) Any changes in the officers, directors, or key personnel of Churchill Downs Incorporated, Churchill Downs California Company, Churchill Downs California Fall Operating Company, Racing Corporation of America, Ellis Park Race Course, Inc., Churchill Downs Management Company, Anderson Park, Inc., Hoosier Park, L.P., Calder Race Course, Inc., Tropical Park, Inc. or Arlington Park Racecourse, LLC who are directly or indirectly engaged in the active administration or supervision of the gaming operations conducted at Churchill Downs, Hollywood Park, Ellis Park, Hoosier Park, Calder Race Course or Arlington Park (collectively the "Churchill Tracks") and related facilities who earn \$50,000 or more annually.

(2) All gaming related complaints, investigations into alleged misconduct, orders to show cause, and disciplinary actions instituted by, presided over, or in connection with the Kentucky Horse Racing Authority, the California Horse Racing Board, the Illinois Racing Board, the Indiana Racing Commission, the State of Florida, Department of Business and Professional Regulation-Division of Pari-Mutuel Wagering, the Securities and Exchange Commission or any gaming regulatory agency (collectively, the "Regulatory Agencies"), involving Churchill Downs Incorporated, Churchill Downs California Company,

Churchill Downs California Fall Operating Company, Racing Corporation of America, Ellis Park Race Course, Inc., Churchill Downs Management Company, Anderson Park, Inc., Hoosier Park, L.P., Calder Race Course, Inc., Tropical Park, Inc., Arlington Park Racecourse, LLC or the Churchill Tracks, or their officers, directors, owners, agents or employees.

(3) All arrests made of any officer, director, owner, agent, employee or patron of Churchill Downs Incorporated, Churchill Downs California Company, Churchill Downs California Fall Operating Company, Racing Corporation of America, Ellis Park Race Course, Inc., Churchill Downs Management Company, Anderson Park, Inc., Hoosier Park, L.P., Calder Race Course, Inc., Tropical Park, Inc., or Arlington Park Racecourse, LLC or the Churchill Tracks involving gaming misconduct or felony charges in the states of Kentucky, California, Indiana, Florida or Illinois. The report shall include the name, position, charge, arresting agency and a brief description of the event.

(4) Any known gaming cheating or theft wherein an arrest was not made.

(5) A copy of any application for licensure to conduct horse racing, and any exhibits or attachments thereto, as provided to any of the Regulatory Agencies.

c. THAT no agreements approved pursuant to NGC Regulation 26A shall be changed, altered, modified or amended without the prior administrative approval of the Chairman of the Board or his designee. If the Chairman of the Board or his designee determines that any proposed change, alteration, modification or amendment is substantial, then the approval of the Commission shall be required.

d. That Churchill Downs Incorporated shall fund and maintain with the State Gaming Control Board a revolving fund in the total amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said

account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative reviews of the activities of Churchill Downs Incorporated, Churchill Downs California Company, Churchill Downs California Fall Operating Company, Racing Corporation of America, Ellis Park Race Course, Inc., Churchill Downs Management Company, Anderson Park, Inc., Hoosier Park, L.P., Calder Race Course, Inc., Tropical Park, Inc., Arlington Park Racecourse, LLC the Churchill Tracks and their controlled affiliates.

ENTERED at Las Vegas, Nevada, this 29th day of July 2004.