

CHURCHILL DOWNS INC
Form 10-K/A
June 18, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A

(X) ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For year ended December 31, 2002

() TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ____ to ____

Commission file number 0-1469

CHURCHILL DOWNS INCORPORATED

(Exact name of registrant as specified in its charter)

Kentucky
(State or other jurisdiction of incorporation or
organization)

61-0156015
(IRS Employer Identification No.)

700 Central Avenue, Louisville, KY
(Address of principal executive offices)

40208
(Zip Code)

(Registrant's telephone number, including area code)

(502) 636-4400

Securities registered pursuant to Section 12(b) of the Act:

None
Title of each class registered

None
Name of each exchange on which registered

Securities registered pursuant to Section 12(g) of the Act:

COMMON STOCK, NO PAR VALUE

Title of class

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. YES X NO __

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment of this Form 10-K. (X)

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act.) YES X NO __

As of March 13, 2003, 13,160,639 shares of the Registrant's Common Stock were outstanding. As of June 28, 2002 (based upon the closing sale price for such date on the Nasdaq National Market) the aggregate market value of the shares held by nonaffiliates of the Registrant was \$243,141,423.

Portions of the Registrant's Proxy Statement for its Annual Meeting of Shareholders to be held on June 19, 2003 are incorporated by reference herein in response to Items 10, 11, 12 and 13 of Part III of Form 10-K. The exhibit index is located on pages 3 to 6.

This Annual Report on Form 10-K/A is being filed as an amendment to Churchill Downs Incorporated's Annual Report on Form 10-K filed March 19, 2003, to include the Articles of Incorporation in full text, previously only the most recent amendment was included in the Annual Report on Form 10-K filed March 19, 2003, and to correct the disclosure pursuant to Item 405 on the cover page of this Annual Report.

EXHIBIT INDEX

| <u>Numbers</u> | <u>Description</u> | <u>By Reference To</u> |
|----------------|---|---|
| (2)(a) | Stock Purchase Agreement and Joint Escrow Instructions dated as of January 21, 1999 by and among Churchill Downs Incorporated and KE Acquisition Corp. | Exhibit 2.1 to Report on Form 8-K dated April 23, 1999 |
| (b) | First Amendment to Stock Purchase Agreement dated as of April 19, 1999 by and between Churchill Downs Incorporated, Churchill Downs Management Company and KE Acquisition Corp. | Exhibit 2.2 to Report on Form 8-K dated April 23, 1999 |
| (c) | Agreement and Plan of Merger and Amendment to Stock Purchase Agreement dated as of April 22, 1999 by and among Churchill Downs Incorporated, Churchill Downs Management Company, CR Acquisition Corp., TP Acquisition Corp., Calder Race Course, Inc., Tropical Park, Inc. and KE Acquisition Corp. | Exhibit 2.3 to Report on Form 8-K dated April 23, 1999 |
| (d) | Asset Purchase Agreement dated May 5, 1999 between Hollywood Park, Inc., a Delaware Corporation, and Churchill Downs Incorporated. | Exhibit 2.1 to Registration Statement on Form S-3 filed May 21, 1999 (No. 333-79031) |
| (e) | Amendment No. 1 to Asset Purchase Agreement dated as of August 31, 1999 by and among Churchill Downs Incorporated, Churchill Downs California Company and Hollywood Park, Inc. | Exhibit 2.2 to Report on Form 8-K dated September 10, 1999 |
| (f) | Stock Purchase Agreement dated as of March 28, 1998 between Churchill Downs Incorporated and TVI Corp. | Exhibit 2.1 to Current Report on Form 8-K dated April 21, 1998 |
| (g) | Partnership Interest Purchase Agreement dated as of October 16, 2001 by and among Anderson Park, Inc, Churchill Downs Management Company and Centaur Racing, LLC. | Exhibit (2)(a) to report on Form 10-Q for the fiscal quarter ended September 30, 2001 |
| (h) | Amended and Restated Agreement and Plan of Merger dated as of June 23, 2000, as amended as of July 14, 2000, by and among Churchill Downs Incorporated, Duchossois Industries, Inc., A. Acquisition Corp., A. Management Acquisition Corp., T. Club Acquisition Corp., Arlington International Racecourse, Inc., Arlington Management Services, Inc., and Turf Club of Illinois, Inc. | Annex A of the Proxy Statement for a Special Meeting of Shareholders of Churchill Downs Incorporated held September 8, 2000 |
| (3)(a) | Amended and Restated Articles of Incorporation of Churchill Downs Incorporated as amended through March 25, 2002 | Report on Form 10-K/A for the fiscal year ended December 31, 2002 |
| (b) | Restated Bylaws of Churchill Downs Incorporated as amended | Exhibit (3)(a) to Report on Form 10-Q for the fiscal quarter ended June 30, 2002 |

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| (4)(a) | Rights Agreement dated as of March 19, 1998 between Churchill Downs, Inc. and Bank of Louisville | Exhibit 4.1 to Current Report on Form 8-K dated March 19, 1998 |
| (b) | Amendment No. 2 to Rights Agreement dated as of June 23, 2000, between Churchill Downs Incorporated and Fifth Third Bank, as Rights Agent | Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A/A dated June 30, 2000 |
| (c) | Amendment No. 3 to Rights Agreement dated as of September 8, 2000, between Churchill Downs Incorporated and Fifth Third Bank, as Rights Agent | Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A/A dated September 13, 2000 |
| (10)(a) | \$250,000,000 Revolving Credit Facility Credit Agreement between Churchill Downs Incorporated, and the guarantors party thereto, and the Banks party thereto and PNC Bank, National Association, as Agent, and CIBC Oppenheimer Corp., as Syndication Agent, and Bank One, Kentucky, N.A., as Documentation Agent, dated as of April 23, 1999 | Exhibit (10)(a) to Report on Form 10-Q for the fiscal quarter ended March 31, 1999 |
| (b) | First Amendment to \$250,000,000 Revolving Credit Facility Credit Agreement dated April 30, 1999 | Exhibit (10)(b) to Report on Form 10-Q for the fiscal quarter ended March 31, 1999 |
| (c) | Second Amendment to \$250,000,000 Revolving Credit Facility Credit Agreement dated June 14, 1999 | Exhibit (10)(c) to Report on Form 10-Q for the fiscal quarter ended June 30, 1999 |
| (d) | Third Amendment, Waiver and Consent to \$250,000,000 Revolving Credit Facility Credit Agreement dated February 23, 2000 | Exhibit (10)(d) to Report on Form 10-K for the year ended December 31, 1999 |
| (e) | Fourth Amendment to \$250,000,000 Revolving Credit Facility Credit Agreement dated May 12, 2000 | Exhibit (10)(a) to Report on Form 10-Q for the fiscal quarter ended June 30, 2000 |
| (f) | Fifth Amendment to \$250,000,000 Revolving Credit Facility Credit Agreement dated June 19, 2000 | Exhibit (10)(b) to Report on Form 10-Q for the fiscal quarter ended June 30, 2000 |
| (g) | Sixth Amendment to \$250,000,000 Revolving Credit Facility Credit Agreement dated March 15, 2001 | Exhibit (10)(b) to Report on Form 10-K for the year ended December 31, 2000 |
| (h) | Waiver, Consent and Seventh Amendment to \$250,000,000 Revolving Credit Facility Credit Agreement effective June 30, 2002 | Exhibit (10)(b) to Report on Form 10-Q for the fiscal quarter ended June 30, 2002 |

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| (i) | Underwriting agreement for 2,000,000 shares of Churchill Downs Incorporated common stock between Churchill Downs Incorporated and CIBC World Markets Corporation, Lehman Brothers, Inc., JC Bradford & Co., J.J.B. Hilliard, W.L. | Exhibit 1.1 to Registration Statement on Form S-3/A filed July 15, 1999 (No. 333-79031) |
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Lyons, Inc. on behalf of several underwriters

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| (j) | Casino Lease Agreement dated as of September 10, 1999 by and between Churchill Downs California Company and Hollywood Park, Inc. | Exhibit 10.1 to Report on Form 8-K dated September 10, 1999 |
| (k) | Churchill Downs Incorporated Amended and Restated Supplemental Benefit Plan dated December 1, 1998 * | Exhibit (10)(a) to Report on Form 10-K for the year ended December 31, 1998 |
| (l) | Employment Agreement dated as of October 1, 1984, with Thomas H. Meeker, President * | Exhibit (19)(a) to Report on Form 10-Q for fiscal quarter ended October 31, 1984 |
| (m) | Amendment of Employment Agreement with Thomas H. Meeker, President, dated October 1, 1994* | Report on Form 10-K for the fiscal year ended January 31, 1986; Report on Form 10-K for the fiscal year ended January 31, 1987; 1988, 1990, 1991, 1992 and 1993 |
| (n) | Churchill Downs Incorporated Amended and Restated Incentive Compensation Plan (1997) * | Report on Form 10-K for the fiscal year ended December 31, 2002** |
| (o) | Churchill Downs Incorporated 1993 Stock Option Plan* | Exhibit (10)(h) to Report on Form 10-K for the eleven months ended December 31, 1993 |
| (p) | Amendment No. 1 to Churchill Downs Incorporated 1993 Stock Option Plan* | Exhibit (10)(g) to Report on Form 10-K for the year ended December 31, 1994 |
| (q) | Amendment No. 2 to Churchill Downs Incorporated 1993 Stock Option Plan* | Exhibit (10)(m) to Report on Form 10-K for the year ended December 31, 1997 |
| (r) | Fourth Amended and Restated Churchill Downs Incorporated 1997 Stock Option Plan | Exhibit (10)(a) to Report on Form 10-Q for the fiscal quarter ended June 30, 2002 |

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| (s) | Amended and Restated Lease Agreement dated January 31, 1996 | Exhibit (10)(i) to Report on Form 10-K for the year ended December 31, 1995 |
| (t) | Churchill Downs Incorporated, Amended and Restated Deferred Compensation Plan for Employees and Directors * | Exhibit (10)(a) to Report on Form 10-Q for the fiscal quarter ended March 31, 2001 |
| (u) | Form of Stockholder's Agreement dated September 8, 2000 among Churchill Downs Incorporated and Duchossois Industries, Inc. | Annex C of the Proxy Statement for a Special Meeting of Shareholders of Churchill Downs Incorporated held September 8, 2000 |
| (v) | Agreement and Plan of Merger dated as of April 17, 1998 by and among TVI Corp., Racing Corporation of America, Churchill Downs Incorporated and RCA Acquisition Company | Exhibit 2.2 to Current Report on Form 8-K dated April 21, 1998 |

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| (w) | Partnership Interest Purchase Agreement dated December 20, 1995 among Anderson Park, Inc., Conseco HPLP, LLC, Pegasus Group, Inc. and Hoosier Park, L.P. | Exhibit (10)(k) to Report on Form 10-K for the year ended December 31, 1995 |
| (x) | Lease Agreement between the City of Louisville, Kentucky and Churchill Downs Incorporated dated January 1, 2003 | Exhibit 2.1 to Current Report on Form 8-K dated January 6, 2003 |
| (y) | Retirement Agreement between Churchill Downs Incorporated and Robert L. Decker* | Report on Form 10-K for the year ended December 31, 2002** |
| (21) | Subsidiaries of the registrant | Report on Form 10-K for the year ended December 31, 2002** |
| (23) | Consent of PricewaterhouseCoopers, LLP Independent Accountants | Report on Form 10-K for the year ended December 31, 2002** |
| (99) | Certification of CEO and CFO Pursuant to 18 U.S.C. Section 1350, As adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Page 95, Report on Form 10-K for the year ended December 31, 2002** |

*Management contract or compensatory plan or arrangement.

**Previously filed.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHURCHILL DOWNS INCORPORATED

June 13, 2003

/s/Michael E. Miller

Michael E. Miller
Executive Vice President and
Chief Financial Officer
(Principal Financial and Accounting Officer)

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CERTIFICATIONS

I, Thomas H. Meeker, certify that:

1. I have reviewed this annual report on Form 10-K/A of Churchill Downs Incorporated;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - a. Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - c. Presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 13, 2003

/s/Thomas H. Meeker

President and Chief Executive Officer

I, Michael E. Miller, certify that:

1. I have reviewed this annual report on Form 10-K/A of Churchill Downs Incorporated;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the

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period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

- a. Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
- b. Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
- c. Presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a. All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
- b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 13, 2003

/s/Michael E. Miller

Chief Financial Officer