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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization BREEDERS' CUP LIMITED	D Employer identification number 13-3082904
		Doing Business As	E Telephone number (859) 223-5444
		Number and street (or P O box if mail is not delivered to street address) Room/suite PO BOX 4230	G Gross receipts \$ 74,063,403
		City or town, state or country, and ZIP + 4 LEXINGTON, KY 40544	
		F Name and address of principal officer GREGORY C AVIOLI 2525 HARRODSBURG ROAD LEXINGTON, KY 40504	
I Tax-exempt status ☒ 501(c) (6) ◀(Insert no) ☐ 4947(a)(1) or ☐ 527			
J Website: ▶ WWW BREEDERSCUP COM			

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶	L Year of formation 1980	M State of legal domicile NY
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Part I

Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities TO SUPPORT BREEDERS BY PROMOTING THE GROWTH OF THE THOROUGHbred RACING INDUSTRY AND IMPROVING BUSINESS CONDITIONS FOR BREEDERS THROUGH THE STAGING OF THE BREEDERS' CUP COMPETITION		
	2	Check this box ☒ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a) 3 14		
	4	Number of independent voting members of the governing body (Part VI, line 1b) 4 13		
	5	Total number of employees (Part V, line 2a) 5 28		
6	Total number of volunteers (estimate if necessary) 6 48			
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12 7a 0			
b	Net unrelated business taxable income from Form 990-T, line 34 7b 0			
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	46,696,373	38,724,551
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-5,695,249	3,205,256
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,591	0
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	41,003,715	41,929,807
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	150,000	101,500
	14	Benefits paid to or for members (Part IX, column (A), line 4)		0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	3,582,956	4,020,820
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	43,913,041	38,178,685
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	47,645,997	42,301,005
	19	Revenue less expenses Subtract line 18 from line 12	-6,642,282	-371,198
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	46,066,815	40,388,391
	21	Total liabilities (Part X, line 26)	12,992,480	7,685,254
	22	Net assets or fund balances Subtract line 21 from line 20	33,074,335	32,703,137

Part II

Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge			
	***** Signature of officer		2010-11-11 Date	
	MATTHEW LUTZ Chief Financial Officer Type or print name and title			
Paid Preparer's Use Only	Preparer's signature ▶	Date	Check if self-employed ▶ ☐	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ▶	CROWE HORWATH LLP 144 North Broadway Lexington, KY 40507		EIN ▶
			Phone no ▶ (859) 252-6738	

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

1 Briefly describe the organization's mission

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a	(Code) (Expenses \$ including grants of \$) (Revenue \$)
	THROUGH BREEDERS' CUP CHAMPIONSHIPS, BREEDERS' CUP CHALLENGE SERIES, YEAR ROUND STAKES PROGRAM, AND NOMINATIONS PROGRAM, BREEDERS' CUP LIMITED PROMOTES THE THOROUGHBRED INDUSTRY BY ENHANCING PUBLIC AWARENESS OF THOROUGHBRED RACING AND THE INDUSTRY IN GENERAL TRACK PROMOTION OF BREEDERS' CUP RACES, TELEVISION, RADIO AND INTERNET PROMOTIONS, NEWSFEEDS, PRESS CONFERENCES, PRESS RELEASES, THE KENTUCKY HORSE PARK EXHIBIT, AND OTHER PROMOTIONAL CAMPAIGNS ARE ALL USED TO INCREASE PUBLIC AWARENESS AND PROMOTE THE THOROUGHBRED INDUSTRY MORE THAN 96,000 SPECTATORS ATTENDED THE 2009 BREEDERS' CUP CHAMPIONSHIPS WHICH GENERATED OVER \$18 MILLION IN REVENUES FOR THE ORGANIZATION THE FINANCIAL SUCCESS OF THE 2009 CHAMPIONSHIPS ENABLED THE ORGANIZATION TO FUND NEARLY \$29 MILLION IN PURSES AND NOMINATOR AWARDS FOR THE YEAR

[illegible][illegible]

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1	No
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	4	
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>	5	No
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	No
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10	No
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.</i>	11	Yes
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>		
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		
	• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X.</i>		
12	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	12	No
12A	Was the organization included in consolidated, independent audited financial statements for the tax year?	Yes	No
	<i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i>	12A	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i>	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? <i>If "Yes," complete Schedule F, Part II</i>	15	Yes
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? <i>If "Yes," complete Schedule F, Part III</i>	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	No
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>	20	No

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No	
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a	164		
	b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b		0
c		Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	28		
	b		If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)		2b
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		3a		No
b		If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		No
	b		If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		No
b		Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b	No
c		If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		6a		No
b		If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b	
7 Organizations that may receive deductible contributions under section 170(c).					
a		Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		7a	
b		If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	
c		Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c	
d		If "Yes," indicate the number of Forms 8282 filed during the year		7d	
e		Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e	
f		Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f	
g		For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		7g	
h		For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		7h	
8		Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8	
9		Sponsoring organizations maintaining donor advised funds.			
a		Did the organization make any taxable distributions under section 4966?		9a	
b		Did the organization make a distribution to a donor, donor advisor, or related person?		9b	
10 Section 501(c)(7) organizations. Enter					
a		Initiation fees and capital contributions included on Part VIII, line 12		10a	
b		Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		10b	
11 Section 501(c)(12) organizations. Enter					
a		Gross income from members or shareholders		11a	
b		Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		11b	
12a		Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a	
b		If "Yes," enter the amount of tax-exempt interest received or accrued during the year		12b	

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body . . .	1a	14	
b	Enter the number of voting members that are independent . . .	1b	13	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . .	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets? . . .	5		No
6	Does the organization have members or stockholders?	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . .	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies

(This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line a or b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed▶
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply. ☐ Own website ☐ Another's website ☒ Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ MATTHEW J LUTZ 2525 HARRODSBURG ROAD LEXINGTON, KY 40504 (859) 223-5444

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

☒ Check this box if the organization did not compensate any current or former officer, director, trustee or key employee

Form **990** (2009)

1b	Total	2,862,726	0	224,567
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2

Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization▶10

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

Section B. Independent Contractors

1

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
KEN KIRCHNER 2197 LAKESIDE DRIVE LEXINGTON, KY 40502	SIMULCAST CONSULTING	157,907
RICK BAEDECKER 8941 ATLANTA AVENUE 335 HUNTINGTON BEACH, CA 92646	RACING CONSULTING	120,000

2

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶2

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a	0				
	b	Membership dues	1b	0				
	c	Fundraising events	1c	0				
	d	Related organizations	1d	0				
	e	Government grants (contributions)	1e	0				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	0				
	g	Noncash contributions included in lines 1a-1f \$ 0						
	h	Total. Add lines 1a-1f						0
Program Service Revenue			Business Code					
	2a	ENTRY FEES	900,099	7,985,000	7,985,000	0	0	
	b	NOMINATION FEES	900,099	16,140,988	16,140,988	0	0	
	c	SIMULCAST FEES AND HOST TRACK CONTRIBUTIONS	900,099	10,847,701	10,847,701	0	0	
	d	RIGHTS AND ROYALTY FEES	900,099	3,750,862	3,750,862	0	0	
	e			0	0	0	0	
	f	All other program service revenue		0	0	0	0	
	g	Total. Add lines 2a-2f			38,724,551			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)						
				3,860,399	0	0	3,860,399	
	4	Income from investment of tax-exempt bond proceeds . . .		0	0	0	0	
	5	Royalties		0	0	0	0	
			(i) Real	(ii) Personal				
	6a	Gross Rents	0	0				
	b	Less rental expenses	0	0				
	c	Rental income or (loss)	0	0				
	d	Net rental income or (loss)		0				0
			(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory	31,478,453	0				
	b	Less cost or other basis and sales expenses	32,133,596	0				
	c	Gain or (loss)	-655,143	0				
	d	Net gain or (loss)		-655,143				0
	8a	Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c) See Part IV, line 18						
		a	0					
	b	Less direct expenses	b	0				
	c	Net income or (loss) from fundraising events . . .			0	0	0	0
	9a	Gross income from gaming activities See Part IV, line 19						
		a	0					
	b	Less direct expenses	b	0				
	c	Net income or (loss) from gaming activities . . .			0	0	0	0
	10a	Gross sales of inventory, less returns and allowances						
		a	0					
	b	Less cost of goods sold	b	0				
	c	Net income or (loss) from sales of inventory . . .			0	0	0	0
Miscellaneous Revenue		Business Code						
11a				0	0	0	0	
b				0	0	0	0	
c				0	0	0	0	
d	All other revenue			0	0	0	0	
e	Total. Add lines 11a-11d			0				
12	Total revenue. See Instructions			41,929,807	38,724,551	0	3,205,256	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	101,500	0		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0	0		
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0	0		
4	Benefits paid to or for members	0	0		
5	Compensation of current officers, directors, trustees, and key employees	2,358,966	0	0	0
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0
7	Other salaries and wages	1,017,313	0	0	0
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	200,065	0	0	0
9	Other employee benefits	271,352	0	0	0
10	Payroll taxes	173,124	0	0	0
11	Fees for services (non-employees)				
a	Management	0	0	0	0
b	Legal	156,115	0	0	0
c	Accounting	32,148	0	0	0
d	Lobbying	0	0	0	0
e	Professional fundraising See Part IV, line 17	0			0
f	Investment management fees	184,908	0	0	0
g	Other	13,091	0	0	0
12	Advertising and promotion	2,916,318	0	0	0
13	Office expenses	11,454	0	0	0
14	Information technology	120,412	0	0	0
15	Royalties	0	0	0	0
16	Occupancy	567,892	0	0	0
17	Travel	392,533	0	0	0
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19	Conferences, conventions, and meetings	36,141	0	0	0
20	Interest	55,730	0	0	0
21	Payments to affiliates	0	0	0	0
22	Depreciation, depletion, and amortization	127,530	0	0	0
23	Insurance	114,233	0	0	0
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	TELEVISION EXPENSES	2,457,855	0	0	0
b	PURSE EXPENSES	28,805,934	0	0	0
c	MEMBERSHIP DUES TO NTRA	400,000	0	0	0
d	CREDIT CARD FEES	117,896	0	0	0
e	DIRECT EVENT OPERATIONS	1,337,440	0	0	0
f	All other expenses	331,055	0	0	0
25	Total functional expenses. Add lines 1 through 24f	42,301,005	0	0	0
26	Joint costs. Check here ☒ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	0	0	0	0

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			0	1	0
	2	Savings and temporary cash investments			1,214,234	2	1,066,435
	3	Pledges and grants receivable, net			0	3	0
	4	Accounts receivable, net			8,423,513	4	3,508,922
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			0	5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			0	6	0
	7	Notes and loans receivable, net			0	7	0
	8	Inventories for sale or use			0	8	0
	9	Prepaid expenses and deferred charges			111,250	9	470,914
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	615,553			
	b	Less accumulated depreciation	10b	349,566	296,695	10c	265,987
	11	Investments—publicly traded securities			13,847,380	11	9,091,059
	12	Investments—other securities See Part IV, line 11			17,832,465	12	25,820,934
	13	Investments—program-related See Part IV, line 11			0	13	0
	14	Intangible assets			43,792	14	29,981
	15	Other assets See Part IV, line 11			4,297,486	15	134,159
	16	Total assets. Add lines 1 through 15 (must equal line 34)			46,066,815	16	40,388,391
Liabilities	17	Accounts payable and accrued expenses			6,165,739	17	1,342,870
	18	Grants payable			0	18	0
	19	Deferred revenue			540,450	19	436,128
	20	Tax-exempt bond liabilities			0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D			0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			0	22	0
	23	Secured mortgages and notes payable to unrelated third parties			5,979,229	23	5,853,060
	24	Unsecured notes and loans payable to unrelated third parties			0	24	0
	25	Other liabilities Complete Part X of Schedule D			307,062	25	53,196
	26	Total liabilities. Add lines 17 through 25			12,992,480	26	7,685,254
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			33,009,335	27	32,638,137
	28	Temporarily restricted net assets			65,000	28	65,000
	29	Permanently restricted net assets			0	29	0
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds			0	30	0
	31	Paid-in or capital surplus, or land, building or equipment fund			0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds			0	32	0
	33	Total net assets or fund balances			33,074,335	33	32,703,137
	34	Total liabilities and net assets/fund balances			46,066,815	34	40,388,391

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . . .		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . . .		

Additional Data

Software ID:

Software Version:

EIN: 13-3082904

Name: BREEDERS' CUP LIMITED

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JAMES A PHILPOTT JR SECRETARY	2	X		X				0	0	0
ROBERT WATT SECRETARY	2	X		X				0	0	0
GREGORY C AVIOLI PRESIDENT	40	X		X				810,506	0	53,891
MATTHEW J LUTZ COO/TREASURER	40	X		X				266,337	0	33,891
E DUNCAN TAYLOR DIRECTOR	2	X						0	0	0
RICHARD T SANTULLI DIRECTOR	2	X						0	0	0
ROY JACKSON DIRECTOR	2	X						0	0	0
CLEM MURPHY DIRECTOR	2	X						0	0	0
TOM LUDT DIRECTOR	2	X						0	0	0
HELEN C ALEXANDER DIRECTOR	2	X						0	0	0
OLIVER TAIT DIRECTOR	2	X						0	0	0
DON M ROBINSON DIRECTOR	2	X						0	0	0
SATISH K SANAN DIRECTOR	2	X						0	0	0
ROBERT T MANFUSO DIRECTOR	2	X						0	0	0
G WATTS HUMPHREY JR DIRECTOR	2	X						0	0	0
R D HUBBARD DIRECTOR	2	X						0	0	0
TERRENCE FINLEY DIRECTOR	2	X						0	0	0
TRACY FARMER DIRECTOR	2	X						0	0	0
DONALD R DIZNEY DIRECTOR	2	X						0	0	0
REYNOLDS BELL JR DIRECTOR	2	X						0	0	0
ANTONY BECK DIRECTOR	2	X						0	0	0
WILLIAM S FARISH JR DIRECTOR	2	X						0	0	0
PETER C ROTONDO SR V P MEDIA & ENTERTAINMENT	40				X			177,348	0	12,397
DORA J DELGADO SR V P NOMINATIONS	40				X			175,361	0	28,991
CARTER R CARNEGIE SR V P SPONSORSHIP	40				X			401,927	0	22,456

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
PAMELA BLATZ-MURFF SR V P RACING	40				X			275,491	0	28,028
PETER A LAND CMO	40				X			251,996	0	28,311
TIM A SCHRAM SR DIRECTOR OF FINANCE & HR	40					X		105,182	0	7,344
AMY E LASKY V P CUSTOMER SERVICE	40					X		132,423	0	9,258
DG VAN CLIEF JR FORMER PRESIDENT	0						X	266,155	0	0

Form 990, Part VIII - Statement of Revenue - 2a - 2g Program Service Revenue -

	Business Code	(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
ENTRY FEES	900,099	7,985,000	7,985,000	0	0
NOMINATION FEES	900,099	16,140,988	16,140,988	0	0
SIMULCAST FEES AND HOST TRACK CONTRIBUTIONS	900,099	10,847,701	10,847,701	0	0
RIGHTS AND ROYALTY FEES	900,099	3,750,862	3,750,862	0	0
		0	0	0	0

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
TELEVISION EXPENSES	2,457,855	0	0	0
PURSE EXPENSES	28,805,934	0	0	0
MEMBERSHIP DUES TO NTRA	400,000	0	0	0
CREDIT CARD FEES	117,896	0	0	0
DIRECT EVENT OPERATIONS	1,337,440	0	0	0

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Attach to Form 990. See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization BREEDERS' CUP LIMITED	Employer identification number 13-3082904
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Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	
	Yes No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit	
	Yes No	

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1	Purpose(s) of conservation easements held by the organization (check all that apply)											
	Preservation of land for public use (e g , recreation or pleasure) Protection of natural habitat Preservation of open space	Preservation of an historically importantly land area Preservation of a certified historic structure										
2	Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year											
		<table><tr><td></td><td>Held at the End of the Year</td></tr><tr><td>2a</td><td></td></tr><tr><td>2b</td><td></td></tr><tr><td>2c</td><td></td></tr><tr><td>2d</td><td></td></tr></table>		Held at the End of the Year	2a		2b		2c		2d	
	Held at the End of the Year											
2a												
2b												
2c												
2d												
a	Total number of conservation easements											
b	Total acreage restricted by conservation easements											
c	Number of conservation easements on a certified historic structure included in (a)											
d	Number of conservation easements included in (c) acquired after 8/17/06											
3	Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year											
4	Number of states where property subject to conservation easement is located											
5	Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?											
	Yes No											
6	Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year											
7	Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year \$											
8	Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?											
	Yes No											
9	In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements											

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a	If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items	
b	If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items	
	(i) Revenues included in Form 990, Part VIII, line 1	\$
	(ii) Assets included in Form 990, Part X	\$
2	If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items	
a	Revenues included in Form 990, Part VIII, line 1	\$
b	Assets included in Form 990, Part X	\$

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐

Public exhibition

b

☐

Scholarly research

c

☐

Preservation for future generations

d

☐

Loan or exchange programs

e

☐

Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ %

b

Permanent endowment ▶ %

c

Term endowment ▶ %

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

Yes

No

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI

Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	0	0		0
b Buildings	0	0	0	0
c Leasehold improvements	0	42,329	15,265	27,064
d Equipment	0	461,955	283,032	178,923
e Other	0	111,269	51,269	60,000
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				265,987

Schedule D (Form 990) 2009

Part XIReconciliation of Change in Net Assets from Form 990 to Financial Statements			
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

Part XIIReconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	

Part XIIIReconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	

Part XIVSupplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
FIN 48 footnote	Schedule D, Part X, Line 2	THE COMPANY ADOPTED GUIDANCE ISSUED BY THE FASB WITH RESPECT TO ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES AS OF JANUARY 1, 2009. A TAX POSITION IS RECOGNIZED AS A BENEFIT ONLY IF IT IS "MORE LIKELY THAN NOT" THAT THE TAX POSITION WOULD BE SUSTAINED IN A TAX EXAMINATION, WITH A TAX EXAMINATION BEING PRESUMED TO OCCUR. THE AMOUNT RECOGNIZED IS THE LARGEST AMOUNT OF TAX BENEFIT THAT IS GREATER THAN 50% LIKELY OF BEING REALIZED ON EXAMINATION. FOR TAX POSITIONS NOT MEETING THE "MORE LIKELY THAN NOT" TEST, NO TAX BENEFIT IS RECORDED. THE ADOPTION OF THE NEW GUIDANCE DID NOT HAVE AN IMPACT ON THE FINANCIAL STATEMENTS. THE COMPANY'S SUBSIDIARY FOR-PROFIT IS SUBJECT TO U.S. FEDERAL INCOME TAX AS WELL AS STATE INCOME TAXES. THE COMPANY IS NO LONGER SUBJECT TO EXAMINATION BY TAXING AUTHORITIES FOR YEARS BEFORE DECEMBER 31, 2005. THE COMPANY DOES NOT EXPECT THE TOTAL AMOUNT OF UNRECOGNIZED TAX BENEFITS TO SIGNIFICANTLY CHANGE IN THE NEXT 12 MONTHS. THE COMPANY RECOGNIZES INTEREST AND/OR PENALTIES RELATED TO INCOME TAX MATTERS IN INCOME TAX EXPENSE. THE COMPANY DID NOT HAVE ANY AMOUNTS ACCRUED FOR INTEREST AND PENALTIES AT DECEMBER 31, 2009.

Part II

Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 ☐

Use Schedule F-1 (Form 990) if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			EUROPE (INCLUDING ICELAND AND GREENLAND)	CONSULTING	282,467	WIRE TRANSFER			FMV
			EUROPE (INCLUDING ICELAND AND GREENLAND)	CONSULTING	9,000	WIRE TRANSFER			FMV
			EUROPE (INCLUDING ICELAND AND GREENLAND)	RACE AWARD	30,000	WIRE TRANSFER			FMV
			EUROPE (INCLUDING ICELAND AND GREENLAND)	RACE AWARD	90,000	WIRE TRANSFER			FMV
			EUROPE (INCLUDING ICELAND AND GREENLAND)	RACE AWARD	5,663	WIRE TRANSFER			FMV

2

Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

0

3

Enter total number of other organizations or entities

5

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Schedule F-1 (Form 990) if additional space is needed.

[illegible]

Complete this part to provide the information required in Part I, line 2, and any additional information.

[illegible]

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization
BREEDERS' CUP LIMITED

Employer identification number
13-3082904

Part I General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GRAYSON JOCKEY CLUB RESEARCH FOUNDATION INC821 CORPORATE DRIVE LEXINGTON, KY 40503	616031750	501(C)(3)	101,500				EQUINE RESEARCH

2

Enter total number of section 501(c)(3) and government organizations

1

3

Enter total number of other organizations

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

[illegible]

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
BREEDERS' CUP LIMITED

Employer identification number
13-3082904

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	☐ First-class or charter travel ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	☒ Compensation committee ☒ Independent compensation consultant ☒ Form 990 of other organizations ☒ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	Yes
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of	5a	
a	The organization?	5b	
b	Any related organization?		
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of	6a	
a	The organization?	6b	
b	Any related organization?		
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
DG VAN CLIEF JR	(i)	0	0	266,155	0	0	266,155	266,155
	(ii)	0	0	0	0	0	0	0
PETER C ROTONDO	(i)	154,248	23,100	0	12,397	0	189,745	0
	(ii)	0	0	0	0	0	0	0
DORA J DELGADO	(i)	125,361	50,000	0	12,250	16,741	204,352	0
	(ii)	0	0	0	0	0	0	0
CARTER R CARNEGIE	(i)	215,427	186,500	0	17,150	5,306	424,383	0
	(ii)	0	0	0	0	0	0	0
PAMELA BLATZ-MURFF	(i)	225,491	50,000	0	16,872	11,156	303,519	0
	(ii)	0	0	0	0	0	0	0
GREGORY C AVIOLI	(i)	544,006	250,000	16,500	37,150	16,741	864,397	0
	(ii)	0	0	0	0	0	0	0
MATTHEW J LUTZ	(i)	181,337	85,000	0	17,150	16,741	300,228	0
	(ii)	0	0	0	0	0	0	0
PETER A LAND	(i)	251,996	0	0	17,150	11,161	280,307	0
	(ii)	0	0	0	0	0	0	0
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III

Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Severance or change-of-control payment	Schedule J, Part I, Line 4a	D G VAN CLIEF - FORMER PRESIDENT \$266,155
Supplemental nonqualified retirement plan	Schedule J, Part I, Line 4b	THE ORGANIZATION HAS AN IRC SECTION 457(F) EMPLOYER CONTRIBUTION PLAN. GREGORY C AVIOLI WAS THE ONLY PARTICIPANT IN THE PLAN DURING 2009 AND THE CONTRIBUTION EQUALED \$16,500.
ADDITIONAL INFORMATION RELATED TO BONUS	FORM 990 SCHEDULE J PART III	FOR CARTER R. CARNEGIE, AMOUNTS REPORTED ON SCHEDULE J, PART II, COLUMN (B)(II) AND COLUMN (E) INCLUDE INCENTIVE COMPENSATION OF \$86,500 RELATED TO 2008 AND \$100,000 RELATED TO 2009. BOTH AMOUNTS WERE PAID IN 2009.

Schedule L

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

► Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
BREEDERS' CUP LIMITED

Employer identification number

13-3082904

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 **\$** _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No

[illegible]

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance
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Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?
				Yes No
ED PARTY INFORMATION	SEE SCHEDULE O			No

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

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Name of the organization
BREEDERS' CUP LIMITED

Employer identification number
13-3082904

Identifier	Return Reference	Explanation
Classes of members or stockholders	Form 990, Part VI, Section A, Line 6	THERE IS A SINGLE CLASS OF STOCK THE CORPORATION HAS TWO CLASSES OF MEMBERS ONE CLASS IS DESIGNATED THE FOUNDING MEMBERS AND THE OTHER CLASS IS DESIGNATED THE REGULAR MEMBERS THE SIX FOUNDING MEMBERS CONTRIBUTED \$65,000 AS A GROUP THESE MEMBERS ARE DESIGNATED AS TRUSTEES OF THE CORPORATION THE TRUSTEES ELECT THE DIRECTORS OF THE CORPORATION ANNUALLY THE TRUSTEES ALSO APPROVE ANY CHANGES TO THE BYLAWS OF THE CORPORATION
Members or stockholders electing members of governing body	Form 990, Part VI, Section A, Line 7a	THERE ARE 46 TRUSTEES TRUSTEES HAVE THE RIGHT TO CHANGE CORPORATE BY-LAWS AND TO ELECT THE GOVERNING BODY
Decisions requiring approval by members or stockholders	Form 990, Part VI, Section A, Line 7b	DECISIONS REQUIRING APPROVAL BY MEMBERS INCLUDE ONLY CHANGES TO BY-LAWS
Review of form 990 by governing body	Form 990, Part VI, Section B, Line 11A	REVIEWED BY SENIOR FINANCIAL MANAGERS, FINANCE & AUDIT COMMITTEE, AND THE GOVERNING BODY DURING SEPTEMBER 2010 THE REVIEW ALSO INCLUDED A BOARD SUMMARY REPORT OF FORM 990 PROVIDED BY ITS TAX PREPARER
Conflict of interest policy	Form 990, Part VI, Section B, Line 12c	CONFLICT OF INTEREST QUESTIONNAIRE IS COMPLETED BY EACH BOARD MEMBER ANNUALLY EMPLOYEES ARE SUBJECT TO THE CONFLICT OF INTEREST POLICY AND ARE REQUIRED TO CONTACT THE HUMAN RESOURCES DEPARTMENT SHOULD A CONFLICT ARISE POTENTIAL CONFLICTS ARE REVIEWED BY OUTSIDE LEGAL COUNSEL TO DETERMINE IF ADDITIONAL FOLLOW-UP AND REVIEW IS APPROPRIATE IF CONFLICT IS IDENTIFIED, THE INDIVIDUALS INVOLVED IN THE CONFLICT MUST REMOVE THEMSELVES FROM THE DECISION MAKING PROCESS ASSOCIATED WITH THE CONFLICT
Process used to establish compensation of top management official	Form 990, Part VI, Section B, Line 15a	THE COMPANY UTILIZES THIRD PARTY COMPENSATION SURVEY INFORMATION IN REVIEWING COMPENSATION FOR TOP MANAGEMENT A THIRD PARTY CONSULTANT WAS ENGAGED IN THE DESIGN OF THE COMPANY'S INCENTIVE COMPENSATION SY STEM FOR 2008 THE COMPENSATION COMMITTEE REVIEWS THE COMPANY'S ANNUAL COMPENSATION BUDGET PRIOR TO THE REVIEW AND APPROVAL OF COMPENSATION BY THE BOARD OF DIRECTORS THE BOARD OF DIRECTORS REVIEWS AND APPROVES YEAR-END BONUSES FOR SENIOR MANAGERS ON AN INDIVIDUAL BASIS
Process used to establish compensation of other officers/key employees	Form 990, Part VI, Section B, Line 15b	A THIRD PARTY CONSULTANT WAS ENGAGED IN THE DESIGN OF THE COMPANY'S INCENTIVE COMPENSATION SY STEM FOR 2008 THE COMPENSATION COMMITTEE REVIEWS THE COMPANY'S ANNUAL COMPENSATION BUDGET PRIOR TO THE REVIEW AND APPROVAL OF COMPENSATION BY THE BOARD OF DIRECTORS THE COMPENSATION COMMITTEE REVIEWS YEAR-END BONUSES FOR ALL EMPLOYEES THE BOARD OF DIRECTORS REVIEWS AND APPROVES YEAR-END BONUSES FOR SENIOR MANAGERS ON AN INDIVIDUAL BASIS
Public Disclosure	Form 990, Part VI, Section C, Line 19	ANNUAL AUDITED FINANCIALS ARE PUBLISHED ON COMPANY WEB PAGE GOVERNING DOCUMENTS AND POLICIES ARE AVAILABLE FOR REVIEW UPON REQUEST AT THE ORGANIZATION'S CORPORATE OFFICE

Identifier	Return Reference	Explanation
BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS	FORM 990 SCHEDULE L PART IV	THE BOARD OF TRUSTEES AND DIRECTORS OF BREEDERS' CUP LIMITED CONSISTS PRIMARILY OF INDIVIDUALS INVOLVED IN MANY FACETS OF THE THOROUGHbred INDUSTRY , INCLUDING THE BREEDING AND RACING OF THOROUGHbred HORSES BREEDERS' CUP LIMITED'S TRUSTEES AND DIRECTORS MAY OWN HORSES DIRECTLY OR THROUGH PARTNERSHIPS THAT ARE ELIGIBLE FOR BREEDERS' CUP PURSES OR AWARDS CERTAIN TRUSTEES, DIRECTORS OR THEIR FARMS ARE MANAGERS WITH RESPECT TO CERTAIN STALLIONS AND FOALS THAT COLLECTIVELY GENERATE A MAJORITY OF THE STALLION AND FOAL NOMINATION FEES ON BEHALF OF BREEDERS' CUP LIMITED

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization
BREEDERS' CUP LIMITED

Employer identification number

13-3082904

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a)
Name, address, and EIN of disregarded entity

(b)
Primary activity

(c)
Legal domicile (state
or foreign country)

(d)
Total income

(e)
End-of-year assets

(f)
Direct controlling
entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a)
Name, address, and EIN of related organization

(b)
Primary activity

(c)
Legal domicile (state
or foreign country)

(d)
Exempt Code section

(e)
Public charity status
(if section 501(c)(3))

(f)
Direct controlling
entity

BREEDERS' CUP CHARITIES INC

PO BOX 4230

DONATIONS

DE

501(C)(3)

-

NA

LEXINGTON, KY 40544
26-2782404

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	
							Yes	No		Yes	No

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
BREEDERS' CUP PROPERTIES LLC 2525 HARRODSBURG ROAD LEXINGTON, KY40504 61-1348517	ADVERTISING	DE	NA	C CORPORATION	-596,976	1,129,381	100 00 %

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to other organization(s)

c

Gift, grant, or capital contribution from other organization(s)

d

Loans or loan guarantees to or for other organization(s)

e

Loans or loan guarantees by other organization(s)

f

Sale of assets to other organization(s)

g

Purchase of assets from other organization(s)

h

Exchange of assets

i

Lease of facilities, equipment, or other assets to other organization(s)

j

Lease of facilities, equipment, or other assets from other organization(s)

k

Performance of services or membership or fundraising solicitations for other organization(s)

l

Performance of services or membership or fundraising solicitations by other organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets

n

Sharing of paid employees

o

Reimbursement paid to other organization for expenses

p

Reimbursement paid by other organization for expenses

q

Other transfer of cash or property to other organization(s)

r

Other transfer of cash or property from other organization(s)

1a

No

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

Yes

1n

Yes

1o

Yes

1p

Yes

1q

Yes

1r

Yes

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1)	BREEDERS' CUP PROPERTIES	R	1,500,000
(2)	BREEDERS CUP CHARITIES	R	250,000
(3)			
(4)			
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No