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Return of Organization Exempt From Income Tax

2012

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder 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

A For the 2012 calendar year, or tax year beginning		, 2012, and ending	
B Check if applicable	C Name of organization THE JOCKEY CLUB		D Employer identification number
<input type="checkbox"/> Address change	Doing Business As		13-0888345
<input type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address)		E Telephone number
<input type="checkbox"/> Initial return	40 EAST 52ND STREET, 15TH FLOOR		(212)371-5970
<input type="checkbox"/> Terminated	City, town or post office, state, and ZIP code		
<input type="checkbox"/> Amended return	NEW YORK, NY 10022		G Gross receipts \$ 13,357,093
<input type="checkbox"/> Application pending	F Name and address of principal officer JAMES GAGLIANO 40 EAST 52ND STREET, 15TH FLOOR, NEW YORK, NY 10022		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
I Tax-exempt status	<input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) (5) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
J Website:	► WWW JOCKEYCLUB COM		H(c) Group exemption number ►
K Form of organization	<input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►	L Year of formation 1894	M State of legal domicile NY

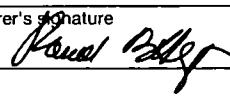
SCANNED DEC 09 2013

Part I Summary			
Activities & Governance	1 Briefly describe the organization's mission or most significant activities. THE JOCKEY CLUB IS THE BREED REGISTRY FOR THOROUGHBRED HORSES IN THE U S , CANADA AND PUERTO RICO IT IS DEDICATED TO THE IMPROVEMENT OF THOROUGHBRED BREEDING AND RACING AND FULFILLS THAT MANDATE BY SERVING MANY SEGMENTS OF THE INDUSTRY THROUGH ITS SUBSIDIARY COMPANIES AND BY (CONTINUED ON SCHEDULE O)		
	2 Check this box ► <input type="checkbox"/> 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	9	
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	9	
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	49	
6 Total number of volunteers (estimate if necessary)	6	9	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	1,443,598	
b Net unrelated business taxable income from Form 990-T, line 34	7b	-1,162,980	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	9,052,060	8,454,039
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	539,739	553,520
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,993,277	2,044,141
		11,585,076	11,051,700
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	546,153	499,426
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	5,657,965	5,578,295
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ►	0	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	5,892,135	5,589,326
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	12,096,253	11,667,047
	19 Revenue less expenses. Subtract line 18 from line 12	-511,177	-615,347
Net Assets or Fund Balances	Beginning of Current Year	End of Year	
20 Total assets (Part X, line 16)	44,434,021	45,656,002	
21 Total liabilities (Part X, line 26)	10,674,641	9,147,982	
22 Net assets or fund balances Subtract line 21 from line 20	33,759,380	36,508,020	

Part II Signature Block

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

Sign Here		Date 11-13-13
	Signature of officer	
	LAURA BARILLARO, EXECUTIVE VICE PRESIDENT	
	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	RONALD B. HEGT		11/4/13		P00041562
	Firm's name ► CROWE HORWATH LLP		Firm's EIN ►	35-0921680	
	Firm's address ► 488 MADISON AVENUE, FLOOR 3, NEW YORK, NY 10022-5722		Phone no	(212)572-5500	

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2012)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

THE ORGANIZATION IS DEDICATED TO THE IMPROVEMENT OF THOROUGHBRED BREEDING AND RACING IT FULFILLS THAT MANDATE BY SERVING MANY SEGMENTS OF THE INDUSTRY THROUGH ITS SUBSIDIARY COMPANIES AND BY PROVIDING SUPPORT TO A WIDE RANGE OF INDUSTRY INITIATIVES

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

If "Yes," describe these new services on Schedule O.

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

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$)

THE JOCKEY CLUB IS THE BREED REGISTRY FOR THOROUGHBRED HORSES IN THE UNITED STATES, CANADA, AND PUERTO RICO. THE JOCKEY CLUB WAS FORMED IN 1894 AND ASSUMED RESPONSIBILITY FOR MAINTAINING THE AMERICAN STUD BOOK TWO YEARS LATER. THE STUD BOOK ENSURES THE CORRECT PEDIGREE AND IDENTIFICATION OF EVERY THOROUGHBRED AND, AS SUCH, IS ESSENTIAL TO THE INTEGRITY OF THOROUGHBRED BREEDING AND RACING. NORTH AMERICAN OWNERS AND BREEDERS REGISTER APPROXIMATELY 23,000-25,000 THOROUGHBREDS ANNUALLY WITH THE JOCKEY CLUB. AN INCREASING NUMBER ARE DOING SO THROUGH THE CONVENIENCE OF THE INTERNET UTILIZING THE JOCKEY CLUB'S INTERACTIVE REGISTRATION (IR). THIS IS THE QUICKEST AND EASIEST WAY TO COMPLETE AND SUBMIT THE REQUIREMENTS FOR REGISTRATION AND NAMING OF FOALS, INCLUDING SUBMISSION OF DIGITAL PHOTOGRAPHS. THE ORGANIZATION IS EXPECTED TO REGISTER 23,500 THOROUGHBRED FOALS IN 2012.

4b (Code:) (Expenses \$) including grants of \$) (Revenue \$)

SINCE 1953, THE JOCKEY CLUB HAS HELD AN ANNUAL ROUND TABLE CONFERENCE ON MATTERS PERTAINING TO RACING IN SARATOGA SPRINGS, NY. THE TWO-HOUR CONFERENCE HAS FEATURED A MYRIAD OF IMPORTANT TOPICS AND PROMINENT SPEAKERS FROM THE UNITED STATES AS WELL AS ABROAD AND MORE THAN 300 INDUSTRY PARTICIPANTS NOW ATTEND. THE CONFERENCE EXAMINES INITIATIVES AND ACTIONS DESIGNED TO HELP THE THOROUGHBRED INDUSTRY.

4c (Code:) (Expenses \$) including grants of \$) (Revenue \$)

THE PUBLICATION OF THE FACT BOOK, WHICH IS A COMPREHENSIVE STATISTICAL AND INFORMATIONAL GUIDE TO THE THOROUGHBRED INDUSTRY.

4d Other program services (Describe in Schedule O.)

(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses ► 0

Part IV Checklist of Required Schedules

	Yes	No
1	✓	
2	✓	
3	✓	
4		
5	✓	
6	✓	
7	✓	
8	✓	
9	✓	
10	✓	
11		
a		
b		
c		
d		
e		
f		
12 a		
b		
13		
14 a		
b		
15		
16		
17		
18		
19		
20 a		
b		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	✓	
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? If "Yes," complete Schedule I, Parts I and III		✓
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	✓	
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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		✓
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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? If "Yes," complete Schedule L, Part I		
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? If "Yes," complete Schedule L, Part I		
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		✓
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		✓
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? If "Yes," complete Schedule L, Part IV		
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		
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? If "Yes," complete Schedule R, Part I		
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		
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? If "Yes," complete Schedule R, Part VI		
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O		✓

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	69
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
1c	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, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	49
2b	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 (see instructions)	2b	✓
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	✓
3b	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)? b If "Yes," enter the name of the foreign country: ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	4a	✓
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	✓
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	✓
5c		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 as charitable contributions?	6a	✓
6b	b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7a		7a	
7b		7b	
7c		7c	
7d	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?	7d	
7e	b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7e	
7f	c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7f	
7g	d If "Yes," indicate the number of Forms 8282 filed during the year	7g	
7h	e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7h	
8	f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	8	
9a	g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	9a	
9b	h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	9b	
8	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	9 Sponsoring organizations maintaining donor advised funds.	9	
10a	a Did the organization make any taxable distributions under section 4966?	10a	
10b	b Did the organization make a distribution to a donor, donor advisor, or related person?	10b	
10	10 Section 501(c)(7) organizations. Enter:	10	
11a	a Initiation fees and capital contributions included on Part VIII, line 12	11a	
11b	b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	11b	
11	11 Section 501(c)(12) organizations. Enter:	11	
12a	a Gross income from members or shareholders	12a	
12b	b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	12b	
12	12 Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12	
13a	b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	13a	
13	13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13	
13b	a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13b	
13c	b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c	
14a	c Enter the amount of reserves on hand	14a	✓
14b	14 Did the organization receive any payments for indoor tanning services during the tax year? b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

1a Enter the number of voting members of the governing body at the end of the tax year. **1a** 9

If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.

1b 9

b Enter the number of voting members included in line 1a, above, who are independent.

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?

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?

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

6 Did the organization have members or stockholders?

7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:

a The governing body?

b Each committee with authority to act on behalf of the governing body?

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.

	Yes	No
1a		
1b	9	
2	✓	
3	✓	
4	✓	
5	✓	
6	✓	
7a	✓	
7b		✓
8a	✓	
8b	✓	
9		✓

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

10a Did the organization have local chapters, branches, or affiliates?

b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

b Describe in Schedule O the process, if any, used by the organization to review this Form 990.

12a Did the organization have a written conflict of interest policy? If "No," go to line 13

b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.

13 Did the organization have a written whistleblower policy?

14 Did the organization have a written document retention and destruction policy?

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

b Other officers or key employees of the organization

If "Yes" to line 15a or 15b, 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?

b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

	Yes	No
10a	✓	
10b		
11a	✓	
12a	✓	
12b	✓	
12c	✓	
13		✓
14	✓	
15a	✓	
15b	✓	
16a		✓
16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► NY

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

Own website Another's website Upon request Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► LAURA BARILLARO, 40 EAST 52ND STREET, 15TH FLOOR, NEW YORK, NY 10022, (212)371-5970, FAX (212)371-6123

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

 Check if Schedule O contains a response to any question in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors, institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(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
		Officer or director	Individual trustee	Institutional trustee	Officer	Key employee			
(1) OGDEN MILLS PHIPPS CHAIRMAN	1	✓		✓			0	0	0
(2) STUART JANNEY VICE CHAIRMAN	1	✓		✓			0	0	0
(3) IAN HIGET SECRETARY/TREASURER	1	✓		✓			0	0	0
(4) JAMES BRADY STEWARD	1	✓					0	0	0
(5) WILLIAM FARISH STEWARD	1	✓					0	0	0
(6) RICHARD SANTULLI STEWARD	1	✓					0	0	0
(7) STELLA THAYER STEWARD	1	✓					0	0	0
(8) PETER WILLMOTT STEWARD	1	✓					0	0	0
(9) CRAIG FRAVEL STEWARD	1	✓					0	0	0
(10) DANIEL G VAN CLIEF - PARTIAL YEAR STEWARD	1	✓					0	0	0
(11) WADDELL HANCOCK - PARTIAL YEAR STEWARD	1	✓					0	0	0
(12) MATT IULIANO EXECUTIVE DIRECTOR	40			✓			363,595	0	18,680
(13) LAURA BARILLARO EXECUTIVE VICE PRESIDENT	40			✓			324,313	0	21,421
(14) JAMES GAGLIANO PRESIDENT	40			✓			884,034	0	34,091

Form 990 (2012)

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(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 director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15) LYNN SCHOLLER VICE PRESIDENT OF HUMAN RESOURCES	40				✓		154,890	0	15,696
(16) S ROBERT CURRAN VICE PRESIDENT OF COMMUNICATIONS	40				✓		220,545	0	33,408
(17) MARC SUMMERS VICE PRESIDENT & GENERAL COUNSEL	40				✓		258,871	0	33,197
(18) WILLIAM T HILL TJC RACETRACK STEWARD	40				✓		148,388	0	26,551
(19) JASON G WILSON VICE PRESIDENT - BUSINESS DEVELOPMENT	40				✓		215,776	0	28,216
(20)									
(21)									
(22)									
(23)									
(24)									
(25)									
1b Sub-total						►	2,570,412	0	211,260
c Total from continuation sheets to Part VII, Section A						►	0	0	0
d Total (add lines 1b and 1c)						►	2,570,412	0	211,260
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 13									

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	✓
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? If "Yes," complete Schedule J for such individual	4	✓
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	✓

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. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
STOLL KEENON OGDEN, PLLC, 300 WEST VINE STREET, STE 2100, LEXINGTON, KY 40507-1801	LEGAL SERVICES	126,018
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 1		

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII.

		(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			
	b Membership dues . . .	1b			
	c Fundraising events . . .	1c			
	d Related organizations . . .	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f			
	g Noncash contributions included in lines 1a-1f \$				
h Total. Add lines 1a-1f		0			
Program Service Revenue	Business Code				
	2a REGISTRATION REVENUES	900099	8,129,547	8,129,547	
	b DATA SALES	561000	263,992		263,992
	c MEMBERSHIP DUES	900099	60,500	60,500	
	d		0		
	e		0		
	f All other program service revenue .		0	0	0
g Total. Add lines 2a-2f		8,454,039			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) . . . ►		633,519		633,519
	4 Income from investment of tax-exempt bond proceeds ►		0		
	5 Royalties . . . ►		0		
	6a Gross rents . . .	(i) Real 522,000			
	b Less: rental expenses	(ii) Personal 439,307			
	c Rental income or (loss)	82,693	0		
	d Net rental income or (loss) . . . ►		82,693		82,693
7a Gross amount from sales of assets other than inventory	(i) Securities 1,786,087				
b Less: cost or other basis and sales expenses .	(ii) Other 1,866,086				
c Gain or (loss) . . .	-79,999	0			
d Net gain or (loss) . . . ►		-79,999		-79,999	
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a				
b Less: direct expenses	b				
c Net income or (loss) from fundraising events ►		0			
9a Gross income from gaming activities. See Part IV, line 19	a				
b Less: direct expenses	b				
c Net income or (loss) from gaming activities . . . ►		0			
10a Gross sales of inventory, less returns and allowances	a				
b Less: cost of goods sold	b				
c Net income or (loss) from sales of inventory . . . ►		0			
Miscellaneous Revenue	Business Code				
11a ADMINISTRATIVE SERVICES	561000	1,179,606		1,179,606	
b REIMBURSEMENTS	900099	781,013		781,013	
c MISCELLANEOUS REVENUE	900099	829		829	
d All other revenue		0	0	0	
e Total. Add lines 11a-11d		1,961,448			
12 Total revenue. See instructions.		11,051,700	8,190,047	1,443,598	
				1,418,055	

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).

Check if Schedule O contains a response to any question in this Part IX

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 United States. See Part IV, line 21	494,426			
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	5,000			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	1,305,948			
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			
7	Other salaries and wages	3,010,704			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	605,667			
9	Other employee benefits	391,800			
10	Payroll taxes	264,176			
11	Fees for services (non-employees).				
a	Management	0			
b	Legal	216,195			
c	Accounting	82,000			
d	Lobbying	0			
e	Professional fundraising services. See Part IV, line 17	0			
f	Investment management fees	71,259			
g	Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	197,777			
12	Advertising and promotion	55,108			
13	Office expenses	380,523			
14	Information technology	2,556,868			
15	Royalties	0			
16	Occupancy	389,948			
17	Travel	174,489			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	184,760			
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	179,652			
23	Insurance	182,098			
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	DNA LAB COSTS	426,538			
b	MEALS & ENTERTAINMENT	134,692			
c	PURCHASED DATA	81,971			
d	THOROUGHBRED INCENTIVE PROGRAM	81,747			
e	All other expenses	193,701			
25	Total functional expenses. Add lines 1 through 24e	11,667,047	0	0	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	1,025	1,025
	2 Savings and temporary cash investments	13,007,932	11,653,114
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	83,837	107,305
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		
		5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		
		6	0
	7 Notes and loans receivable, net	7	
	8 Inventories for sale or use	9,802	0
	9 Prepaid expenses and deferred charges	878,134	574,869
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	10,282,892
	b Less: accumulated depreciation	10b	8,460,664
		1,953,880	10c
		1,822,228	
Liabilities	11 Investments—publicly traded securities	25,745,320	28,265,598
	12 Investments—other securities. See Part IV, line 11	2,749,463	2,749,463
	13 Investments—program-related. See Part IV, line 11	0	13
	14 Intangible assets		14
	15 Other assets. See Part IV, line 11	4,628	482,400
	16 Total assets. Add lines 1 through 15 (must equal line 34)	44,434,021	45,656,002
	17 Accounts payable and accrued expenses	1,189,709	17
	18 Grants payable		18
	19 Deferred revenue	46,942	19
	20 Tax-exempt bond liabilities		218,634
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		20
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		21
		22	0
	23 Secured mortgages and notes payable to unrelated third parties		23
	24 Unsecured notes and loans payable to unrelated third parties		24
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	9,437,990	8,232,811
	26 Total liabilities. Add lines 17 through 25	10,674,641	26
	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
Net Assets or Fund Balances	27 Unrestricted net assets	33,759,380	27
	28 Temporarily restricted net assets		28
	29 Permanently restricted net assets		29
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds		30
	31 Paid-in or capital surplus, or land, building, or equipment fund		31
	32 Retained earnings, endowment, accumulated income, or other funds		32
	33 Total net assets or fund balances	33,759,380	33
	34 Total liabilities and net assets/fund balances	44,434,021	34
		36,508,020	
		45,656,002	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	11,051,700
2	Total expenses (must equal Part IX, column (A), line 25)	2	11,667,047
3	Revenue less expenses. Subtract line 2 from line 1	3	-615,347
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	33,759,380
5	Net unrealized gains (losses) on investments	5	2,165,497
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	1,198,490
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	36,508,020

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

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?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

c If "Yes" to line 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.

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?
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

	Yes	No
2a	✓	
2b	✓	
2c	✓	
3a	✓	
3b		

Form 990 (2012)

Political Campaign and Lobbying Activities

2012

Open to Public
Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527

► Complete if the organization is described below. ► Attach to Form 990 or Form 990-EZ.
► See separate instructions.

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations. Complete Parts I-A and B. Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations. Complete Part III

Name of organization THE JOCKEY CLUB	Employer identification number 13-0888345
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ► \$
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ► \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► \$
- 3 Total exempt function expenditures Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ► \$
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.			
	(a)	(b)	
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	✓
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	✓
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	✓

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).	
a	Current year	2a
b	Carryover from last year	2b
c	Total	2c
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4
5	Taxable amount of lobbying and political expenditures (see instructions)	5

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

OMB No 1545-0047

2012Open to Public
Inspection

Name of the organization

THE JOCKEY CLUB

Employer identification number

13-0888345

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
 ► Attach to Form 990. ► See separate instructions.

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?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can 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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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)	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	
a Total number of conservation easements	Held at the End of the Tax Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	2d
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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 section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items.	
b If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) 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 acquisition, 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 d Loan or exchange programs
 b Scholarly research e Other _____
 c Preservation for future generations

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

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 XIII and complete the following table:

	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 XIII. Check here if the explanation has been provided in Part XIII

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 Net investment earnings, gains, and 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 current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► %
 b Permanent endowment ► %
 c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations
 (ii) related organizations
 b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Yes	No
3a(i)	
3a(ii)	
3b	

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		200,000		200,000
b Buildings		4,100,000	3,058,730	1,041,270
c Leasehold improvements		1,826,347	1,646,859	179,488
d Equipment		1,324,719	1,206,145	118,574
e Other		2,831,826	2,548,930	282,896

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c.)) ► 1,822,228

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests	2,749,463	COST
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►	2,749,463	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) PENSION LIABILITY	8,232,811	
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	8,232,811	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

Part XI Reconciliation 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 XIII.)	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 XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	

Part XII Reconciliation 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 XIII.)	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 XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	

Part XIII Supplemental 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, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE NEXT PAGE

Part XIII

Supplemental 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, line 2; Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Identifier	Explanation
SCHEDULE D, PART X, LINE 2	FIN 48 (ASC 740) FOOTNOTE	<p>THE JOCKEY CLUB (TJC) IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(5) OF THE INTERNAL REVENUE CODE AND IS ALSO EXEMPT FROM CERTAIN STATE AND LOCAL INCOME TAXES</p> <p>TJC FILES FEDERAL, STATE AND LOCAL INCOME TAX RETURNS FOR ITS COMMERCIAL SUBSIDIARIES. TJC ACCOUNTS FOR INCOME TAXES USING THE LIABILITY METHOD, WHICH REQUIRES THE DETERMINATION OF DEFERRED TAX ASSETS AND LIABILITIES, BASED ON THE DIFFERENCES BETWEEN THE FINANCIAL STATEMENT AND TAX BASES OF ASSETS AND LIABILITIES, USING ENACTED TAX RATES IN EFFECT FOR THE YEAR IN WHICH DIFFERENCES ARE EXPECTED TO REVERSE. THE NET DEFERRED TAX ASSET MAY BE ADJUSTED BY A VALUATION ALLOWANCE, IF, BASED ON THE WEIGHT OF AVAILABLE EVIDENCE, IT IS MORE LIKELY THAN NOT THAT SOME PORTION OR ALL OF THE NET DEFERRED TAX ASSETS WILL NOT BE REALIZED</p> <p>ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA PRESCRIBE RECOGNITION THRESHOLDS AND MEASUREMENT ATTRIBUTES FOR THE FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. TAX BENEFITS WILL BE RECOGNIZED ONLY IF THE TAX POSITION IS MORE LIKELY THAN NOT SUSTAINED IN A TAX EXAMINATION, WITH A TAX EXAMINATION BEING PRESUMED TO OCCUR. THE AMOUNT RECOGNIZED WILL BE 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 WILL BE RECORDED. TJC HAS CONCLUDED THAT IT IS UNAWARE OF ANY TAX BENEFITS OR LIABILITIES TO BE RECOGNIZED AT DECEMBER 31, 2012 AND 2011</p> <p>FOR MAJOR TAX JURISDICTIONS, TJC AND ITS SUBSIDIARIES ARE GENERALLY SUBJECT TO EXAMINATION BY TAXING AUTHORITIES FOR THE THREE TO FOUR YEARS AFTER A TAX RETURN IS FILED. TJC DOES NOT EXPECT THE TOTAL AMOUNT OF UNRECOGNIZED TAX BENEFITS TO SIGNIFICANTLY CHANGE IN THE NEXT 12 MONTHS. THE SUBSIDIARIES OF TJC WOULD RECOGNIZE INTEREST AND/OR PENALTIES RELATED TO INCOME TAX MATTERS IN INCOME TAX EXPENSE. THERE WERE NO AMOUNTS ACCRUED FOR INTEREST OR PENALTIES AS OF DECEMBER 31, 2012 AND 2011</p>

**SCHEDULE F
(Form 990)**Department of the Treasury
Internal Revenue Service**Statement of Activities Outside the United States**

OMB No 1545-0047

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.

► Attach to Form 990. ► See separate instructions.

2012**Open to Public
Inspection**Name of the organization
THE JOCKEY CLUBEmployer identification number
13-0888345**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) NORTH AMERICA (CANADA & MEXICO ONLY)	0	0	PROGRAM SERVICES	SERVICE AGREEMENT	37,000
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	0	0			37,000
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			37,000

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 50082W

Schedule F (Form 990) 2012

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. Part II can be duplicated 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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

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

3 Enter total number of other organizations or entities

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.
 Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* Yes No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Part V

Supplemental Information Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f)(accounting method); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Return Reference	Identifier	Explanation
SCHEDULE F, PART I, LINE 3	METHOD USED TO ACCOUNT FOR EXPENDITURES ON ORGANIZATION'S FINANCIAL STATEMENTS	NORTH AMERICA (CANADA & MEXICO ONLY) ACCRUAL

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

THE JOCKEY CLUB

**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
2012
Open to Public
Inspection

Name of the organization
THE JOCKEY CLUB
Employer identification number
13-0888345

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. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC 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
(1) NTRA INC 2525 HARRODSBURG ROAD STE 400 LEXINGTON KY 40504	13-3985050	501(C)(6)	250,000				GENERAL SUPPORT
(2) NTRA CHARITIES INC 2525 HARRODSBURG ROAD STE 400 LEXINGTON KY 40504	31-1695785	501(C)(3)	100,000				THOROUGHBRED AFTERCARE ALLIANCE FDN CONTRIB
(3) RACING OFFICE AND ACCREDITATION PROGRAM 821 CORPORATE DRIVE, LEXINGTON, KY 40503	20-4137857	501(C)(6)	50,000				GENERAL SUPPORT
(4) UNIVERSITY OF ARIZONA PO BOX 210036, FORBES 306 TUSCON AZ 85721	86-6050388	UNIV OF ARIZONA	6,500				SCHOLARSHIPS/GENERAL SUPPORT
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 50055P

Schedule I (Form 990) (2012)

2
2
2
2

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.

Part III can be duplicated 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
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Part IV

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

Return Reference	Identifier	Explanation
SCHEDULE I, PART I, LINE 2	PROCEDURES FOR MONITORING USE OF GRANT FUNDS	THE JOCKEY CLUB PROVIDES ASSISTANCE IN GENERAL SUPPORT OF ORGANIZATIONS THAT ARE DEDICATED TO THE IMPROVEMENT OF THOROUGHBRED BREEDING AND RACING AND IS REGULARLY PROVIDED UPDATES ON THE STATUS OF THE ORGANIZATION'S PROGRAMS

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information
For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
► Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

THE JOCKEY CLUB

Employer identification number

13-0888345

Part I Questions Regarding Compensation

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.

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

	Yes	No

1b ✓

2 ✓

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?

3 Indicate which, if any, of the following filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

4a ✓

4b ✓

4c ✓

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?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations 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:

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

5a

5b

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:

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

6a

6b

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 Regulations 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 duplicate copies if additional space is 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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
MATT TULIANO, EXECUTIVE DIRECTOR 1	189,994	172,140	1,461	5,000	13,680	382,275	0
Laura Barillaro, EXECUTIVE VICE PRESIDENT 2	200,061	123,300	952	12,500	8,921	345,734	0
James Gagliano, PRESIDENT 3	304,082	579,000	952	12,500	0	918,125	0
Lynn Scholler, VICE PRESIDENT OF HUMAN 4 RESOURCES	134,130	19,000	1,760	0	0	0	0
S. Robert Curran, VICE PRESIDENT OF COMMUNICATIONS 5	140,485	78,110	1,950	11,284	22,124	253,953	0
Marc Summers, VICE PRESIDENT & GENERAL COUNSEL 6	184,174	74,300	397	12,500	20,697	292,068	0
William T. Hill, TJC Racetrack Steward 7	141,274	0	7,114	7,542	19,009	174,939	0
Jason G. Wilson, VICE PRESIDENT - BUSINESS 8 DEVELOPMENT	168,523	46,900	353	6,195	22,021	243,992	0
9	0	0	0	0	0	0	0
	(ii)	B(ii) For certain individuals, incentive compensation paid in 2012 includes amounts earned in both 2011 and 2012.					
10	0						
11	0						
12	0						
13	0						
14	0						
15	0						
16	0						

Schedule J (Form 990) 2012

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

Return Reference	Identifier	Explanation
SCHEDULE J, PART I, LINE 1A	TRAVEL FOR COMPANIONS	TRAVEL FOR COMPANIONS IS GENERALLY LIMITED TO ATTENDANCE BY AN EMPLOYEE'S SPOUSE AT MAJOR RACING EVENTS, HOWEVER, THERE MAY BE OTHER EVENTS WHERE IT IS APPROPRIATE FOR A SPOUSE TO BE PRESENT. REIMBURSEMENT IS LIMITED TO THE COST OF A COACH AIRLINE TICKET FOR THE EMPLOYEE'S SPOUSE. THE ORGANIZATION HAS DETERMINED THAT THIS REIMBURSEMENT IS NOT TAXABLE SINCE IT IS CONSIDERED TO BE A NECESSARY AND ORDINARY BUSINESS EXPENSE OF THE ORGANIZATION
SCHEDULE J, PART II, COLUMN (B)(II)	COMPENSATION OF OFFICERS AND HIGHEST PAID EMPLOYEES	COLUMN (B)(II) INCLUDES INCENTIVE COMPENSATION ACCRUED IN 2011 AND PAID IN 2012 BASED ON ACHIEVEMENT OF PRE-DETERMINED GOALS INCLUDING THE RECOGNITION OF CONSOLIDATED OPERATING RESULTS COLUMN (B)(II) MAY ALSO INCLUDE INCENTIVE COMPENSATION ACCRUED IN 2012 AND PAID IN DECEMBER 2012 BASED ON THE ACHIEVEMENT OF 2012 GOALS INCLUDING THE RECOGNITION OF CONSOLIDATED OPERATING RESULTS. IN SUMMARY, (B)(II) MAY INCLUDE INCENTIVE COMPENSATION EARNED OVER TWO CALENDAR YEARS BUT PAID IN THE SAME CALENDAR YEAR

Name of the Organization
THE JOCKEY CLUB

Employer Identification Number
13-0888345

Return Reference	Identifier	Explanation
FORM 990, PART I, LINE 1	BRIEF MISSION	(CONTINUED FROM FORM 990, PART I, LINE 1) SUPPORTING INDUSTRY INITIATIVES
FORM 990, PART VI, SECTION A, LINE 2	FAMILY/BUSINESS RELATIONSHIPS AMONGST INTERESTED PERSONS	STEWARDS OF THE JOCKEY CLUB MAY HAVE ONGOING BUSINESS RELATIONSHIPS WITH EACH OTHER IN THE COURSE OF MANAGING THEIR THOROUGHBRED INTERESTS, HOWEVER, THOSE BUSINESS RELATIONSHIPS DO NOT IMPACT THE JOCKEY CLUB OPERATIONALLY, NOR DO THEY HAVE ANY IMPACT ON ANY BOARD DECISIONS MADE ON THE JOCKEY CLUB'S BEHALF - BUSINESS RELATIONSHIP
FORM 990, PART VI, SECTION A, LINE 6	CLASSES OF MEMBERS OR STOCKHOLDERS	THE ORGANIZATION IS A MEMBERSHIP ORGANIZATION MADE UP OF DUES PAYING MEMBERS FROM THE EQUINE INDUSTRY PERSONS SHALL BE ADMITTED TO MEMBERSHIP BY THE BOARD OF STEWARDS
FORM 990, PART VI, SECTION A, LINE 7A	MEMBERS OR STOCKHOLDERS ELECTING MEMBERS OF GOVERNING BODY	THE MEMBERS OF THE ORGANIZATION VOTE IN AN ANNUAL ELECTION FOR THE BOARD OF STEWARDS
FORM 990, PART VI, SECTION B, LINE 11B	REVIEW OF FORM 990 BY GOVERNING BODY	THE FORM 990 WAS PREPARED BY AN INDEPENDENT PUBLIC ACCOUNTING FIRM A COPY OF THE FORM WAS PRESENTED TO MANAGEMENT FOR REVIEW AND APPROVAL IT WAS SUBMITTED TO THE FULL BOARD AND REVIEWED BY THE PRESIDENT AND CHIEF FINANCIAL OFFICER ON BEHALF OF THE BOARD
FORM 990, PART VI, SECTION B, LINE 12C	CONFLICT OF INTEREST POLICY	UPON HIRING, EVERY EMPLOYEE OF THE JOCKEY CLUB IS REQUIRED TO COMPLETE A FORMAL DISCLOSURE AND CONFLICT OF INTEREST REPORT EMPLOYEES ARE REQUIRED TO INFORM THE JOCKEY CLUB OF ANY OWNERSHIP OF A THOROUGHBRED (IN WHOLE OR IN PART), ANY VESTED INTEREST IN AN ORGANIZATION RELATED TO THE THOROUGHBRED INDUSTRY, OR IF THEY PERFORM ANY THOROUGHBRED INDUSTRY RELATED SERVICES OUTSIDE THEIR SCOPE OF EMPLOYMENT WITH THE JOCKEY CLUB THIS IS AN ONGOING DOCUMENT AND THE EMPLOYEE IS REQUIRED TO UPDATE IT FOR ANY CHANGES THAT OCCUR ON A TIMELY BASIS COMPLETION OF THE REPORT IS A CONDITION OF EMPLOYMENT BY THE JOCKEY CLUB STEWARDS RECUSE THEMSELVES FROM VOTING ON ISSUES FOR WHICH THERE EXISTS A CONFLICT THERE HAVE BEEN NO SUCH ISSUES TO DATE
FORM 990, PART VI, SECTION B, LINE 15A	PROCESS USED TO ESTABLISH COMPENSATION OF TOP MANAGEMENT OFFICIAL	COMPENSATION FOR THE PRESIDENT CONSISTS OF TWO COMPONENTS BASE SALARY AND INCENTIVE COMPENSATION INCENTIVE COMPENSATION IS BASED ON ACHIEVEMENT OF A COMBINATION OF QUANTITATIVE AND QUALITATIVE GOALS THAT IS AT THE DISCRETION OF THE CHAIRMAN AND THE EXECUTIVE OFFICERS AND IS ULTIMATELY APPROVED BY THE BOARD OF STEWARDS THE OBJECTIVE OF THE COMPENSATION PROGRAM IS THAT THE COMBINATION OF BASE PLUS INCENTIVE COMPENSATION AT 100% ACHIEVEMENT OF PRE-DETERMINED GOALS EQUATES TO MARKET BASED COMPENSATION TOTAL COMPENSATION (BASE PLUS INCENTIVE) FOR THE PRESIDENT IS REVIEWED BY THE CHAIRMAN AND EXECUTIVE OFFICERS AND IS PRESENTED TO THE BOARD OF STEWARDS ANNUALLY FOR APPROVAL PRIOR TO INCLUSION IN THE ANNUAL BUDGET COMPENSATION OF COMPARABLE POSITIONS ARE REVIEWED IN THE DETERMINATION OF THE PRESIDENT'S COMPENSATION THIS PROCESS WAS LAST COMPLETED IN 2012 DETERMINATION OF INCENTIVE COMPENSATION INCLUDES THE EVALUATION QUANTITATIVE AND QUALITATIVE GOALS FOR THE YEAR QUANTITATIVE GOALS ARE BASED PRIMARILY ON ACHIEVING CONSOLIDATED OPERATING RESULTS FOR THE JOCKEY CLUB, WHICH INCLUDES ITS FOR-PROFIT, TAXABLE SUBSIDIARIES INCENTIVE COMPENSATION, ONCE DETERMINED, IS ACCRUED IN THE CURRENT YEAR BUT PAYMENT IS NOT MADE UNTIL THE FOLLOWING YEAR PENDING COMPLETION OF THE CONSOLIDATED AUDIT OF THE JOCKEY CLUB BY AN INDEPENDENT AUDITOR THUS, INCENTIVE COMPENSATION PAID IN 2012 IS THE RESULT OF THE ACHIEVEMENT OF 2011 PERFORMANCE GOALS, INCLUDING THE RECOGNITION OF CONSOLIDATED OPERATING INCOME IN 2012, INCENTIVE COMPENSATION PAID IN 2012 INCLUDES A PERCENTAGE OF INCENTIVE COMPENSATION EARNED IN 2012, THE BALANCE OF WHICH WAS PAID IN 2013 PENDING COMPLETION OF THE COMPANY'S 2012 ANNUAL AUDIT BY AN INDEPENDENT ACCOUNTANT
FORM 990, PART VI, SECTION B, LINE 15B	PROCESS USED TO ESTABLISH COMPENSATION OF OTHER OFFICERS/KEY EMPLOYEES	COMPENSATION FOR EACH OF THE JOCKEY CLUB'S OFFICERS AND KEY EMPLOYEES CONSISTS OF TWO COMPONENTS BASE SALARY AND INCENTIVE COMPENSATION INCENTIVE COMPENSATION IS BASED ON ACHIEVEMENT OF A COMBINATION OF QUANTITATIVE AND QUALITATIVE GOALS THAT ARE APPROVED BY THE BOARD OF STEWARDS AT THE BEGINNING OF EACH YEAR THE OBJECTIVE OF THE COMPENSATION PROGRAM IS THAT THE COMBINATION OF BASE PLUS INCENTIVE COMPENSATION AT 100% ACHIEVEMENT OF PRE-DETERMINED GOALS EQUATES TO MARKET BASED COMPENSATION TOTAL COMPENSATION (BASE PLUS INCENTIVE) IS REVIEWED BY THE PRESIDENT AND IS

Return Reference	Identifier	Explanation										
		<p>PRESENTED TO THE BOARD OF STEWARDS FOR APPROVAL ANNUALLY PRIOR TO INCLUSION IN THE ANNUAL BUDGET COMPENSATION OF COMPARABLE POSITIONS ARE REVIEWED IN THE DETERMINATION OF THE PRESIDENT'S COMPENSATION THIS PROCESS WAS LAST COMPLETED IN 2012</p> <p>DETERMINATION OF INCENTIVE COMPENSATION INCLUDES THE EVALUATION QUANTITATIVE AND QUALITATIVE GOALS FOR THE YEAR. QUANTITATIVE GOALS ARE BASED PRIMARILY ON ACHIEVING CONSOLIDATED OPERATING RESULTS FOR THE JOCKEY CLUB, WHICH INCLUDES ITS FOR-PROFIT, TAXABLE SUBSIDIARIES. INCENTIVE COMPENSATION, ONCE DETERMINED, IS ACCRUED IN THE CURRENT YEAR BUT PAYMENT IS NOT MADE UNTIL THE FOLLOWING YEAR PENDING COMPLETION OF THE CONSOLIDATED AUDIT OF THE JOCKEY CLUB BY AN INDEPENDENT AUDITOR. THUS, INCENTIVE COMPENSATION PAID IN 2012 IS THE RESULT OF THE ACHIEVEMENT OF 2011 PERFORMANCE GOALS, INCLUDING THE RECOGNITION OF CONSOLIDATED OPERATING INCOME</p> <p>IN 2012, INCENTIVE COMPENSATION PAID IN 2012 FOR CERTAIN INDIVIDUALS INCLUDES A PERCENTAGE OF INCENTIVE COMPENSATION EARNED IN 2012, THE BALANCE OF WHICH WAS PAID IN 2013 PENDING COMPLETION OF THE COMPANY'S 2012 ANNUAL AUDIT BY AN INDEPENDENT ACCOUNTANT</p>										
FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC	THE JOCKEY CLUB MAKES ITS FORM 990 AND IRS DETERMINATION LETTER AVAILABLE TO THE PUBLIC BY RETAINING A COPY OF EACH AT ITS CORPORATE OFFICE. ANY INDIVIDUAL REQUESTING A COPY OF THESE DOCUMENTS IS PROVIDED THAT COPY ON THE SAME BUSINESS DAY. THE ORGANIZATION'S FORM 990 IS ALSO AVAILABLE FOR PUBLIC INSPECTION ON WWW.GUIDESTAR.ORG. THE ORGANIZATION'S FINANCIAL STATEMENTS, GOVERNING DOCUMENTS, AND CONFLICT OF INTEREST POLICY ARE AVAILABLE TO THE PUBLIC UPON REQUEST, AND AT THE ORGANIZATION'S DISCRETION										
FORM 990, PART VIII, LINE 11B	REIMBURSEMENT REVENUE	<p>AMOUNTS REPORTED AS REIMBURSEMENTS REPRESENT THE PERSONNEL (SALARY AND FRINGE BENEFITS) COSTS OF CERTAIN JOCKEY CLUB EMPLOYEES WHO PROVIDE SERVICES TO THE FOLLOWING ORGANIZATIONS</p> <p>(A) GRAYSON JOCKEY CLUB RESEARCH FOUNDATION 501(C)(3) (B) THE JOCKEY CLUB SAFETY NET FOUNDATION 501(C)3 (C) RACING OFFICIALS ACCREDITATION PROGRAM 501(C)(6)</p> <p>REIMBURSEMENTS ARE PURSUANT TO LETTER AGREEMENTS BETWEEN THE PARTIES. ADDITIONALLY, IN ACCORDANCE WITH THE NEW YORK STATE RACING AND WAGERING BOARD RULES, THE JOCKEY CLUB APPOINTS A RACETRACK STEWARD TO SUPERVISE EACH RACE MEETING UNDERTAKEN BY THE THOROUGHBRED RACETRACKS (I.E. NEW YORK RACING ASSOCIATION AND FINGER LAKES RACING ASSOCIATION). THESE PERSONNEL COSTS ARE REIMBURSED BY THE ORGANIZATION CONDUCTING THE RACE MEETING PURSUANT TO LETTER AGREEMENTS BETWEEN THE PARTIES</p>										
FORM 990, PART XI, LINE 9	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	<table border="1"> <thead> <tr> <th>(a) Description</th> <th>(b) Amount</th> </tr> </thead> <tbody> <tr> <td>NONCASH PENSION</td> <td>- 136,824</td> </tr> <tr> <td>ADJUSTMENT TO MINIMUM PENSION LIABILITY</td> <td>- 1,456,369</td> </tr> <tr> <td>POST RETIREMENT MEDICAL BENEFITS</td> <td>- 108,317</td> </tr> <tr> <td>DIVIDENDS FROM SUBSIDIARIES</td> <td>2,900,000</td> </tr> </tbody> </table>	(a) Description	(b) Amount	NONCASH PENSION	- 136,824	ADJUSTMENT TO MINIMUM PENSION LIABILITY	- 1,456,369	POST RETIREMENT MEDICAL BENEFITS	- 108,317	DIVIDENDS FROM SUBSIDIARIES	2,900,000
(a) Description	(b) Amount											
NONCASH PENSION	- 136,824											
ADJUSTMENT TO MINIMUM PENSION LIABILITY	- 1,456,369											
POST RETIREMENT MEDICAL BENEFITS	- 108,317											
DIVIDENDS FROM SUBSIDIARIES	2,900,000											

SCHEDULE R
(Form 990)

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

THE JOCKEY CLUB

► 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.

Employer identification number

13-0888345

Related Organizations and Unrelated Partnerships

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

	(a) Name, address, and EIN (if applicable) 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
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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	(g) Section 512(b)(13) controlled entity?
							Yes	No
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 50135Y

Schedule R (Form 990) 2012

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

①	②	③	④	⑤	⑥	⑦
⑧	⑨	⑩	⑪	⑫	⑬	⑭
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⑮	⑯	⑰				

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

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

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 or **(iv)** rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)
- f Dividends from related organization(s)
- g Sale of assets to related organization(s)
- h Purchase of assets from related organization(s)
- i Exchange of assets with related organization(s)
- j Lease of facilities, equipment, or other assets to related organization(s)
- k Lease of facilities, equipment, or other assets from related organization(s)
- l Performance of services or membership or fundraising solicitations for related organization(s)
- m Performance of services or membership or fundraising solicitations by related organization(s)
- n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o Sharing of paid employees with related organization(s)
- p Reimbursement paid to related organization(s) for expenses
- q Reimbursement paid by related organization(s) for expenses
- r Other transfer of cash or property to related organization(s)
- s Other transfer of cash or property from related organization(s)

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1) INCOMPASS SOLUTIONS, INC	A	64,000 COST	
(2) THE JOCKEY CLUB INFORMATION SYSTEMS, INC	A	175,200 COST	
(3) THE JOCKEY CLUB TECHNOLOGY SERVICES, INC	A	180,600 COST	
(4) INCOMPASS SOLUTIONS, INC	Q	106,706 COST	
(5) THE JOCKEY CLUB INFORMATION SYSTEMS, INC	Q	140,258 COST	
(6) THE JOCKEY CLUB RACING SERVICES, INC	Q	98,211 COST	

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?	(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?	(k) Percentage ownership	
										Yes	No
(1)											
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											
(8)											
(9)											
(10)											
(11)											
(12)											
(13)											
(14)											
(15)											
(16)											

Part V Transactions with Related Organizations (continued)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(f) Method of determining amount involved
(7) THE JOCKEY CLUB TECHNOLOGY SERVICES, INC	Q		151,665 COST
(8) INCOMPASS SOLUTIONS, INC	S		325,206 COST
(9) THE JOCKEY CLUB INFORMATION SYSTEMS, INC	S		602,856 COST
(10) THE JOCKEY CLUB RACING SERVICES, INC	S		865,811 COST
(11) THE JOCKEY CLUB TECHNOLOGY SERVICES, INC	S		433,565 COST
(12) THE JOCKEY CLUB INFORMATION SYSTEMS, INC	O		311,400 COST
(13) THE JOCKEY CLUB RACING SERVICES, INC	O		167,600 COST
(14) THE JOCKEY CLUB TECHNOLOGY SERVICES, INC	O		281,900 COST
(15) INCOMPASS SOLUTIONS, INC	O		218,500 COST
(16) TJC HOLDINGS INC	F		2,300,000 COST
(17) THE JOCKEY CLUB RACING SERVICES, INC	F		600,000 COST